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GOLDWIND

XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

Stock Code: 02208

REVISED NOTICE OF ANNUAL GENERAL MEETING FOR THE YEAR 2010

Reference is made to the notice of annual general meeting for the year 2010 (the “**AGM Notice**”) and circular (the “**Circular**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”), both dated 9 May 2011. The annual general meeting of the Company for the year 2010 (the “**AGM**”) will be held as originally scheduled at No. 107, Shanghai Road, Economic & Technology Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Friday, 24 June 2011.

Unless otherwise defined in this notice, capitalised terms used herein shall have the same meanings as those defined in the Circular.

As required by the PRC regulatory authorities, the Company hereby revises the AGM Notice by reordering the proposed resolutions stated therein and set out those originally proposed resolutions in chronological order and at the same order as approved by the Board of the Company at the relevant board meetings held on 25 March 2011 and 19 April 2011, respectively. A revised form of proxy (the “**Revised Proxy Form**”) for use in connection with the AGM is enclosed with this revised notice. **The Revised Proxy Form supersedes the proxy form enclosed with the Circular.**

Save for the above-mentioned revision, there are no changes to other matters (such as eligibility of attendance and registration procedure) referred to in the AGM Notice.

REVISED NOTICE IS HEREBY GIVEN that the AGM of the Company will be held at No. 107, Shanghai Road, Economic & Technology Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Friday, 24 June 2011 for the purposes of considering and, if thought fit, approving the following resolutions:

1. To consider and approve as ordinary resolution the report of the board of directors of the Company for the year of 2010.
2. To consider and approve as ordinary resolution the report of the supervisory committee of the Company for the year of 2010.

* *For identification purposes only*

3. To consider and approve as ordinary resolution the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2010.
4. To consider and approve as ordinary resolution the final dividend distribution for the year ended 31 December 2010.
5. To consider and approve as ordinary resolution the report on use of proceeds for the year 2010.
6. To consider and approve as ordinary resolution reallocation of approximately RMB55 million and RMB89.61 million, being respective part of proceeds from issue of H Shares and A Shares by the Company for investment in the Jiangsu Dafeng Offshore WTG R&D project instead of the original Nanjing MW-level WTG industrialization project.
7. To consider and approve as ordinary resolution the annual report of the Company for the year 2010.
8. To consider and approve as ordinary resolution the following proposed applications by the Company for credit facilities and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto:
 - (i) the proposed application to China Construction Bank Corporation, Urumqi Zhongshan Road Sub-branch, for RMB7,915 million composite credit facility for working capital loans (including revolving loan facilities), banker's acceptance, letter of guarantee, trading finance (including letter of credit), domestic letter of credit, factoring, discount and fixed asset loans, etc;
 - (ii) the proposed application to Bank of Communications Co., Ltd., Xinjiang Branch, for no more than RMB5 billion composite credit facility;
 - (iii) the proposed application to Bank of China Limited, Xinjiang Branch, for a no more than RMB5 billion composite credit facility for loans (in RMB or equivalent foreign currency loans), loan extensions, banker's letter of guarantee, banker's acceptance, trading finance (including letter of credit and domestic letter of credit), funds business, discount, letter of credit-worthiness and factoring, etc;
 - (iv) the proposed application to Bank of China Merchants Bank Co., Ltd. (including its branches) for a RMB4 billion composite credit facility for working capital loans, banker's acceptance, letter of guarantee, trading finance, domestic letter of credit, factoring, discount, fixed asset loans, finance lease and overseas project finance, etc;

- (v) the proposed application to Agricultural Bank of China Limited, Xinjiang Branch, for a RMB600 million composite credit facility for loan facilities, banker's acceptance, letter of credit, letter of guarantee, trade acceptance and discount, etc;
 - (vi) the proposed application to Agricultural Bank of China Limited, Xinjiang Production and Construction Corps Branch, for a RMB300 million composite credit facility for loan facilities, letter of guarantee and banker's acceptance;
 - (vii) the proposed application to China Minsheng Banking Corps., Ltd. Operation Department & Beijing Administration Department for a no more than RMB2 billion composite credit facility for loans, letter of guarantee, letter of credit, banker's acceptance, commercial note discount, factoring, domestic letter of credit and domestic payment, etc;
 - (viii) the proposed application to Deutsche Bank (China) Co., Ltd. for a no more than RMB250 million composite credit facility for banker's acceptance and forex forward trading;
 - (ix) the proposed application to Citibank (China) Co. Ltd., Beijing Branch, for a US\$100 million composite credit facility for loans, banker's letter of guarantee, stand letter of credit, letter of credit, discount, bill acceptance, receivables financing, payables financing, import financing and foreign exchange related business, etc for itself and its subsidiaries; and
 - (x) the proposed application to the Export-Import Bank of China, Shaanxi Branch, for a RMB200 million composite credit facility for working capital needs.
9. To consider and approve as ordinary resolution the provision by the Company for the benefit of its subsidiaries of guarantee in a total amount no more than RMB1.6 billion with a term not exceeding five years during the period from the passing of this resolution until the conclusion of the annual general meeting of the Company for the year of 2011.
10. To consider and approve as ordinary resolution the appointment of Ernst & Young Hua Ming as the PRC auditors of the Company and Ernst & Young as the international auditor of the Company to hold office for one year, and authorize the board of directors of the Company to fix their remunerations, respectively.

11. “**THAT** the issue of corporate bonds by the Company with an aggregate principal amount of not more than RMB5 billion (the “**Corporate Bonds**”), on the terms set forth below be and is hereby approved as special resolution:

Aggregate principal amount	:	Not more than RMB5 billion
Maturity	:	Not more than 10 years (subject to final determination by the Board according to market conditions prevailing at the time of issue)
Interest rate	:	Subject to the approval and authorization of the Shareholders, to be determined by the Board according to the prevailing marketing conditions and other circumstances relating to the issue of the Corporate Bonds
Use of proceeds	:	The net proceeds from issue of the Corporate Bonds shall be used for working capital of the Company and repayment of bank loans to reduce its financing cost and adjust its debt structure

And **THAT**, the Board be and is hereby authorized to deal with (including, but not limited to) the following matters in relation to the issue of Corporate Bonds according to the applicable laws and regulations and the market conditions prevailing at the time of issue:

- (a) to determine, depending the needs of the Company and the prevailing market conditions, the specific terms and arrangements of the issue of Corporate Bonds, including but not limited to, total amount, maturity, interest rate, intended investors, use of proceeds, placing to the Shareholders, offer tranches (if any) and preparation, filing, execution, signing, acceptance and publication of any necessary legal documents;
- (b) to make, within the authorisation of the Shareholders, any changes and adjustments to the terms and arrangements of the issue of Corporate Bonds in accordance with any change to the regulatory policies or the market conditions except for matters relating to the laws, regulations or the Articles of Association of the Company which require the shareholders’ approval;
- (c) to appoint the relevant intermediaries;

- (d) to determine any other matters relating to the issue of Corporate Bonds;
- (e) to further authorise Mr. Wu Gang, the chairman of the Board, to sign on behalf of the Company any legal documents and to implement the issue of Corporate Bonds; and

The above mentioned authorization, if granted, shall be valid for 18 months from the date of approval by the Shareholders at the AGM.”

12. To consider and approve the following resolution as special resolution:

“THAT:

- (a) The Board of Directors be and is hereby granted, during the Relevant Period, a general mandate to issue, allot and deal with additional ordinary shares issued by the Company which are subscribed for and paid up in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Ltd. (“H Share(s)”) of the Company, and to make or grant offers, agreements, and options in respect thereof, subject to the following conditions:
 - (i) such mandate shall not extend beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements or options which may require the exercise of such powers after the end of the Relevant Period;
 - (ii) the aggregate nominal amount of H Shares allotted and issued by the Board of Directors shall not exceed 20% of the aggregate nominal amount of the H Shares of the Company in issue as at the date of passing this special resolution; and
 - (iii) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law of the People’s Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and only if necessary approval from the China Securities Regulatory Commission and/or other relevant approval authorities are obtained.

For the purpose of this special resolution,

“Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company following passing of this special resolution;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or other applicable laws to be held; and
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting of the Company.
 - (b) The Board of Directors be and is hereby authorized to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new H Shares (including without limitation, determining the time and place of issue, making all necessary application to the relevant authorities, entering into underwriting agreements or any other agreements and determining the use of proceeds);
 - (c) The Board of Directors be and is hereby authorized to make such amendments to the Articles of Association in connection with an increase of the registered capital of the Company to reflect the new capital structure of the Company upon the allotment and issuance of new H Shares of the Company as contemplated in this special resolution and apply for all necessary approval and make all necessary filings and registrations with the relevant PRC, Hong Kong and other relevant authorities.”
13. To consider and approve as ordinary resolution the proposed application by the Company to the Three Gorges Finance Company Limited for a RMB500 million composite credit facility and authorize Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.
14. To consider and approve as ordinary resolution the following proposed applications by the Company for credit facilities and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto:
- (i) the proposed application to China Development Bank, Xinjiang Branch, for a no more than RMB2,400 million composite credit facility;
 - (ii) the proposed application to Industrial Bank Co., Ltd., Urumqi Branch, for a no more than RMB250 million composite credit facility;
 - (iii) the proposed application to Shanghai Pudong Development Bank Co., Ltd., Urumqi Branch, for a no more than RMB500 million composite credit facility;

- (iv) the proposed application to Industrial and Commercial Bank of China Limited, Xinjiang Branch, for a no more than RMB1,600 million composite credit facility for working capital loans, loan extensions, banker's acceptance, letter of guarantee, trading finance, domestic letter of credit, factoring, discount, funds business, letter of credit-worthiness, fixed asset loans and overseas project finance; and
 - (v) the proposed application by the Company to other financial institutions for composite credit facilities, each of which shall not exceed RMB300 million.
15. To consider and approve as ordinary resolution an annual allowance of RMB200,000 (including tax) to be paid to each of the independent non-executive directors of the Company during his term of office (except that any independent non executive director who is under administration of the Organization Department of the CPC Central Committee shall not receive any allowance from the Company).
 16. To consider and approve as special resolution the proposed amendments to the Articles of Association of the Company in respect of Article 8.03 and Article 10.11. (Please refer to the circular of the Company dated 9 May 2011 for details.)
 17. To consider and approve as ordinary resolution the Rules for Management of External Investments (Revised).
 18. To consider and approve as ordinary resolution election of Dr. Kelvin Wong as an independent non-executive director of the Company.

By Order of the Board of Directors

MA Jinru

Company Secretary

3 June 2011

Notes:

1. The Revised Proxy Form is enclosed with this revised notice and supersedes the proxy form enclosed with the Circular dated 9 May 2011.
2. Please refer to the AGM Notice of the Company dated 9 May 2011 for eligibility of attendance, registration procedures, appointment of proxies and other relevant matters.
3. The notice of AGM for the holders of A Shares of the Company has been given to them separately.

As at the date of this notice, the executive directors of the Company are Mr. Wu Gang, Mr. Guo Jian and Mr. Wei Hongliang; the non-executive directors are Mr. Li Ying, Mr. Gao Zhong and Mr. Lv Houjun; and the independent non-executive directors are Mr. Wang Yousan, Mr. Shi Pengfei and Mr. Li, Man Bun, Brian David.