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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) will be held at Conference Room, 2/F, Headquarter Office, No. 107, Shanghai Road, Economic & Technology Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 27 September 2011 for the purposes of considering and, if thought fit, approving the following matters:

AS SPECIAL RESOLUTION:

1. To consider and approve the proposed amendments to the Articles of Association of the Company in respect of Article 8.45, Article 10.02, Article 10.11, Article 10.14 and Article 10.18. (Please refer to the circular of the Company dated 9 August 2011 for details.)

AS ORDINARY RESOLUTIONS:

2. To consider and approve election of Ms. Hu Yang as a director of the Company and authorize the board of directors of the Company to fix her remunerations.
3. To consider and approve the Revised Administration Rules on Information Disclosure.

By order of the Board
Xinjiang Goldwind Science & Technology Co., Ltd.
MA Jinru
Company Secretary

9 August 2011

Notes:

1. Each shareholder entitled to attend and vote at the EGM shall have the right to appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. A proxy of a shareholder may vote by hand or on a poll. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll. The shareholder shall have one vote for each share that they hold.

* *For identification purposes only*

2. The register of members of the Company will be closed from Saturday, 27 August 2011 to Tuesday, 27 September 2011 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM. During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the registers of members as at the close of business on Friday, 26 August 2011 are entitled to attending the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 26 August 2011.
3. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization documents must be notarized.
4. The proxy form together with the power of attorney or other authorization document (if any) must be deposited at the Office of Board of Directors of the Company, at the address as stated in Note 6 below for holders of the Domestic Shares and at the H share registrar, Computershare Hong Kong Investor Services Limited at the address as stated in Note 2 above for holders of the H Shares not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

5. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the office of the Board of Directors of the Company at the address as stated in Note 6 below on or before 5:00 p.m. on Tuesday, 6 September 2011 by hand, by post or by fax.
6. The contact details of the Office of the Board of Directors of the Company are as follows:

No. 107, Shanghai Road, Economic & Technology Development District, Urumqi, Xinjiang, PRC

Telephone No. : +86 991-3767411

Facsimile No. : +86 991-3767411

7. The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.

As at the date of this announcement, the executive directors of the Company are Mr. Wu Gang and Mr. Guo Jian; the non-executive directors are Mr. Li Ying, Mr. Gao Zhong and Mr. Lv Houjun; and the independent nonexecutive directors are Mr. Wang Yousan, Mr. Shi Pengfei and Dr. Tin Yau Kelvin Wong.