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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

**POLL RESULTS OF THE 2015 ANNUAL GENERAL MEETING
ELECTION OF DIRECTORS FOR THE
SIXTH SESSION OF THE BOARD
ELECTION OF SUPERVISORS FOR THE
SIXTH SESSION OF THE SUPERVISORY COMMITTEE
AND
RETIREMENT OF DIRECTORS AND SUPERVISOR**

The 2015 annual general meeting (the “**AGM**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) was held on Tuesday, 28 June 2016. Details with respect to the resolutions and voting of the AGM are as follows:

Terms used herein shall have the same meanings as those defined in the circular of the Company dated 12 May 2016 (the “**Circular**”) unless otherwise defined.

I. Important Notice

There were no additions or amendments to any proposed resolutions during AGM.

II. Information Regarding the AGM

1. Time of AGM: 10:30am Tuesday, 28 June 2016
2. Convener: The Board of Directors of the Company (the “**Board**”)
3. Venue: Conference Room of Level 1, No.8 Boxing Yi Road, Economic and Technological Development District, Beijing, People’s Republic of China (the “**PRC**”)
4. Mode of meeting: A combination of on-site meeting and online voting
5. Chairman: Mr. Wu Gang, the chairman of the Board (the “**Chairman**”)

The AGM was convened and conducted in accordance with the *Company Law* of the PRC, the *Articles of Association* of the Company (the “**Articles**”), and other relevant rules and regulations.

III. Meeting Attendance

As at the date of the AGM, the total number of shares in issue was 2,735,541,000, being the total number of shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against or abstain from voting on the proposed resolutions. There were no shares entitling the holder to attend and abstain from voting in favour of the resolution proposed to the Shareholders at the AGM as set out in Rule 13.40 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Listing Rules**”). No Shareholder of the Company was required under the Listing Rules to abstain from voting at the AGM. A total of 59 Shareholders (including the Shareholders present at the on-site meeting in person, by proxy or vote online), holding a total of 1,242,560,317 shares, accounting for 45.42% of the total number of shares, voted at the AGM. A total of 35 Shareholders (including the Shareholders present at the on-site meeting in person or by proxy), holding a total of 1,241,178,833 shares, attended the AGM, representing 99.97% of the Company’s total number of shares carrying voting rights who participated in the AGM. Of the Shareholders attending the AGM (including the Shareholders present at the on-site meeting in person or by proxy), the holders of A Shares held a total of 1,135,743,391 A Shares, representing 91.40% of the Company’s total number of shares carrying voting rights who attended the AGM; and the holders of H Shares held a total of 106,435,442 H Shares, representing 8.57% of the Company’s total number of shares carrying voting rights who attended the AGM. A total of 24 holders of A Shares, holding a total of 381,484 A Shares, representing 0.03% of the Company’s total number of shares carrying voting rights who participated in the AGM, voted online.

According to the relevant provisions of the *Shenzhen Stock Exchange Implementation Rules of Online Voting at Shareholders’ Meeting of Listed Companies* (“**Implementation Rules of Voting**”) and the Articles, the Company has provided online voting platform for holders of A Shares to vote online.

Part of Directors, supervisors and senior management of the Company attended the AGM. Witness Lawyers and a scrutineer also attended and witnessed the meeting.

IV. Considerations and Poll Results

The poll results of the resolutions considered at the AGM are set out as follows:

SPECIAL RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
1 To consider and approve the proposed issue of debt financing instruments.	1,240,912,817	99.8674%	177,600	0.0143%	1,469,900	0.1183%
ORDINARY RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
1 To consider and approve the report of the board of directors of the Company (the “ Board ”) for the year of 2015.	1,240,953,617	99.8707%	109,600	0.0088%	1,497,100	0.1205%
2 To consider and approve the report of the supervisory committee of the Company (the “ Supervisory Committee ”) for the year of 2015.	1,240,953,617	99.8707%	109,600	0.0088%	1,497,100	0.1205%
3 To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2015.	1,240,885,617	99.8652%	177,600	0.0143%	1,497,100	0.1205%
4 To consider and approve the final dividend distribution for the year ended 31 December 2015.	1,240,992,117	99.8738%	71,100	0.0057%	1,497,100	0.1205%
5 To consider and approve the annual report of the Company for the year of 2015.	1,240,953,617	99.8707%	109,600	0.0088%	1,497,100	0.1205%
6 To consider and approve the proposed applications to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB130 billion for the period from the date of passing of this resolution until the day of the annual general meeting of the Company for the year of 2016 which will be held in the year of 2017 (“ AGM 2016 ”), and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.	1,240,834,144	99.8611%	110,200	0.0089%	1,615,973	0.1301%
7 To consider and approve the provision of letter of guarantee by the Company for the benefit of its subsidiaries with a total amount of not more than RMB5 billion and a term not exceeding five years during the period from the date of passing of this resolution until the day of AGM 2016.	1,175,040,721	94.5661%	60,629,442	4.8794%	6,890,154	0.5545%

8	To consider and approve the proposed provision of guarantees by the Company for its subsidiaries with a total amount of not more than RMB5 billion during the period from the date of passing of this resolution until the day of AGM 2016, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto.	1,175,053,321	94.5671%	60,616,842	4.8784%	6,890,154	0.5545%		
9	To consider and approve the appointment of Ernst & Young Hua Ming LLP as the PRC auditors of the Company and Ernst & Young as the international auditors of the Company to hold office for one year, and authorise the Board to determine their remunerations, respectively.	1,240,953,017	99.8706%	110,200	0.0089%	1,497,100	0.1205%		
10	To consider and approve the proposed joint establishment of wind power industry fund with CIF (Beijing) Investment Fund Management Co., Ltd.	1,240,929,917	99.8688%	71,100	0.0057%	1,559,300	0.1255%		
11	To consider and approve the proposed participation in formation of asset management company and fund as limited partner in order to improve business of risk investment.	1,240,834,744	99.8611%	109,600	0.0088%	1,615,973	0.1301%		
12	To consider and approve the signing of cooperation agreement of risk sharing system regarding overseas wind power construction project with China Development Bank Co., Ltd.	1,240,860,644	99.8632%	83,700	0.0067%	1,615,973	0.1301%		
13	To consider and approve the proposed participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd.	1,240,860,644	99.8632%	83,700	0.0067%	1,615,973	0.1301%		
14	To consider and approve the Report on Use of Proceeds for the Year of 2015 (A Share),	1,240,992,117	99.8738%	71,100	0.0057%	1,497,100	0.1205%		
15	To consider and approve the re-election/ appointment of the following directors as directors of the Company (the "Directors") for the sixth session of the Board:	(a) Executive and non-executive Directors:	(1) Mr. Wu Gang as an executive Director;	1,215,521,542	97.8239%	25,274,471	2.0341%	1,450,000	0.1167%
			(2) Mr. Wang Haibo as an executive Director;	1,240,546,140	99.8379%	249,874	0.0201%	1,450,000	0.1167%
			(3) Mr. Cao Zhigang as an executive Director;	1,238,669,269	99.6869%	2,126,743	0.1712%	1,450,000	0.1167%
			(4) Mr. Yu Shengjun as a non-executive Director;	1,231,508,580	99.1106%	9,287,432	0.7474%	1,450,000	0.1167%
			(5) Mr. Zhao Guoqing as a non-executive Director;	1,237,495,796	99.5924%	3,300,216	0.2656%	1,450,000	0.1167%
			(6) Mr. Feng Wei as a non-executive Director.	1,237,388,196	99.5838%	3,300,216	0.2656%	1,557,600	0.1254%
		(b) Independent non-executive directors:	(1) Mr. Yang Xiaosheng as an independent non-executive Director;	1,238,195,540	99.6487%	2,600,480	0.2093%	1,450,000	0.1167%
			(2) Mr. Luo Zhenbang as an independent non-executive Director;	1,238,195,541	99.6487%	2,600,480	0.2093%	1,450,000	0.1167%
			(3) Mr. Christopher F. Lee as an independent non-executive Director.	1,238,919,151	99.7070%	1,876,869	0.1510%	1,450,000	0.1167%
16	To consider and approve the re-election of the following supervisors as supervisors of the Company (the "Supervisors") for the sixth session of the Supervisory Committee:	(a) Mr. Wang Mengqiu as a Supervisor;	1,235,141,635	99.4030%	5,654,465	0.4551%	1,450,000	0.1167%	
		(b) Mr. Wang Shiwei as a Supervisor;	1,240,728,090	99.8525%	68,011	0.0055%	1,450,000	0.1167%	
		(c) Mr. Luo Jun as a Supervisor.	1,235,141,635	99.4030%	5,654,465	0.4551%	1,450,000	0.1167%	
17	To consider and approve the remuneration of the Directors of the sixth session of the Board.	1,240,953,617	99.8707%	109,600	0.0088%	1,497,100	0.1205%		
18	To consider and approve the remuneration of the Supervisors of the sixth session of the Supervisory Committee.	1,240,953,617	99.8707%	109,600	0.0088%	1,497,100	0.1205%		

The poll results of the resolutions of minority shareholders considered at the AGM are set out as follows:

SPECIAL RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
1 To consider and approve the proposed issue of debt financing instruments.	310,105,542	99.4715%	177,600	0.0570%	1,469,900	0.4715%
ORDINARY RESOLUTIONS	FOR		AGAINST		ABSTAIN	
	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
1 To consider and approve the report of the Board for the year of 2015.	310,146,342	99.4846%	109,600	0.0352%	1,497,100	0.4802%
2 To consider and approve the report of the Supervisory Committee for the year of 2015.	310,146,342	99.4846%	109,600	0.0352%	1,497,100	0.4802%
3 To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2015.	310,078,342	99.4628%	177,600	0.0570%	1,497,100	0.4802%
4 To consider and approve the final dividend distribution for the year ended 31 December 2015.	310,184,842	99.4970%	71,100	0.0228%	1,497,100	0.4802%
5 To consider and approve the annual report of the Company for the year of 2015.	310,146,342	99.4846%	109,600	0.0352%	1,497,100	0.4802%

6	To consider and approve the proposed applications to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB130 billion for the period from the date of passing of this resolution until the day of AGM 2016, and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.			310,026,869	99.4463%	110,200	0.0353%	1,615,973	0.5184%
7	To consider and approve the provision of letter of guarantee by the Company for the benefit of its subsidiaries with a total amount of not more than RMB5 billion and a term not exceeding five years during the period from the date of passing of this resolution until the day of AGM 2016.			244,233,446	78.3420%	60,629,442	19.4479%	6,890,154	2.2101%
8	To consider and approve the proposed provision of guarantees by the Company for its subsidiaries with a total amount of not more than RMB5 billion during the period from the date of passing of this resolution until the day of AGM 2016, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto.			244,246,046	78.3460%	60,616,842	19.4439%	6,890,154	2.2101%
9	To consider and approve the appointment of Ernst & Young Hua Ming LLP as the PRC auditors of the Company and Ernst & Young as the international auditors of the Company to hold office for one year, and authorise the Board to determine their remunerations, respectively.			310,145,742	99.4844%	110,200	0.0353%	1,497,100	0.4802%
10	To consider and approve the proposed joint establishment of wind power industry fund with CIF (Beijing) Investment Fund Management Co., Ltd.			310,122,642	99.4770%	71,100	0.0228%	1,559,300	0.5002%
11	To consider and approve the proposed participation in formation of asset management company and fund as limited partner in order to improve business of risk investment.			310,027,469	99.4465%	109,600	0.0352%	1,615,973	0.5184%
12	To consider and approve the signing of cooperation agreement of risk sharing system regarding overseas wind power construction project with China Development Bank Co., Ltd.			310,053,369	99.4548%	83,700	0.0268%	1,615,973	0.5184%
13	To consider and approve the proposed participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd.			310,053,369	99.4548%	83,700	0.0268%	1,615,973	0.5184%
14	To consider and approve the Report on Use of Proceeds for the Year of 2015 (A Share).			310,184,842	99.4970%	71,100	0.0228%	1,497,100	0.4802%
15	To consider and approve the re-election/ appointment of the following directors as Directors for the sixth session of the Board:	(a) Executive and non-executive Directors:	(1) Mr. Wu Gang as an executive Director;	284,714,267	91.3269%	25,274,471	8.1072%	1,450,000	0.4651%
			(2) Mr. Wang Haibo as an executive Director;	309,738,865	99.3539%	249,874	0.0802%	1,450,000	0.4651%
			(3) Mr. Cao Zhigang as an executive Director;	307,861,994	98.7519%	2,126,743	0.6822%	1,450,000	0.4651%
			(4) Mr. Yu Shengjun as a non-executive Director;	300,701,305	96.4550%	9,287,432	2.9791%	1,450,000	0.4651%
			(5) Mr. Zhao Guoqing as a non-executive Director;	306,688,521	98.3755%	3,300,216	1.0586%	1,450,000	0.4651%
			(6) Mr. Feng Wei as a non-executive Director.	306,580,921	98.3410%	3,300,216	1.0586%	1,557,600	0.4996%
		(b) Independent non-executive Directors:	(1) Mr. Yang Xiaosheng as an independent non-executive Director;	307,388,265	98.5999%	2,600,480	0.8341%	1,450,000	0.4651%
			(2) Mr. Luo Zhenbang as an independent non-executive Director;	307,388,266	98.5999%	2,600,480	0.8341%	1,450,000	0.4651%
			(3) Mr. Christopher F. Lee as an independent non-executive Director.	308,111,876	98.8320%	1,876,869	0.6020%	1,450,000	0.4651%
16	To consider and approve the re-election of the following supervisors as Supervisors for the sixth session of the Supervisory Committee:	(a) Mr. Wang Mengqiu as a Supervisor;	304,334,360	97.6203%	5,654,465	1.8138%	1,450,000	0.4651%	
		(b) Mr. Wang Shiwei as a Supervisor;	309,920,815	99.4123%	68,011	0.0218%	1,450,000	0.4651%	
		(c) Mr. Luo Jun as a Supervisor.	304,334,360	97.6203%	5,654,465	1.8138%	1,450,000	0.4651%	
17	To consider and approve the remuneration of the Directors of the sixth session of the Board.			310,146,342	99.4846%	109,600	0.0352%	1,497,100	0.4802%
18	To consider and approve the remuneration of the Supervisors of the sixth session of the Supervisory Committee.			310,146,342	99.4846%	109,600	0.0352%	1,497,100	0.4802%

Note:

According to the Implementation Rules of Voting, minority shareholders refer to shareholders other than Directors, Supervisors, senior management and those individually or collectively holding more than 5% of the Company's Shares.

As more than two-thirds of the votes cast were in favour of the special resolution proposed to the AGM and more than half of the votes cast were in favour of the ordinary resolutions proposed to the AGM, all the

resolutions proposed to the AGM were approved.

The Company refers to the announcement relating to the proposed election of the sixth session of the Board dated 28 April 2016. The proposals to elect Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang as executive Directors, Mr. Yu Shengjun, Mr. Zhao Guoqing and Mr. Feng Wei as non-executive Directors, and Mr. Yang Xiaosheng, Mr. Luo Zhenbang and Mr. Christopher F. Lee as independent non-executive Directors for the sixth session of the Board have been approved. The term of office of the sixth session of the Board shall be three years beginning from the day following the date of the AGM and the Company will enter into a service contract with each of the Directors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company.

The Chairman shall be entitled to a fixed remuneration of RMB1,380,000.00 (before tax) per annum and performance related bonus, which shall be determined by the remuneration and assessment committee of the Company with reference to the performance and remuneration policy of the Company; while other executive Directors will not receive director's remuneration from the Company, but will receive corresponding remuneration in accordance with their management positions held in the Company, which is determined by the Company's remuneration policy. Non-executive Directors will not receive any remuneration from the Company. Independent non-executive Directors shall be entitled to remuneration of RMB200,000.00 (before tax) per annum.

The Company refers to the announcement relating to the proposed election of the sixth session of the Supervisory Committee dated 28 April 2016. The proposals to elect Mr. Wang Mengqiu, Mr. Wang Shiwei and Mr. Luo Jun as Supervisors for the sixth session of the Supervisory Committee have been approved. The employee representative meeting of the Company has been held on 28 June 2016. The proposals to elect Mr. Lu Min and Ms. Ji Tian have been approved, which shall form the sixth session of the Supervisory Committee with the above Supervisors together. The term of office of the sixth session of the Supervisory Committee shall be three years beginning from the day following the date of the AGM. The Company will enter into a service contract with each of the Supervisors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. The abovementioned Supervisors will not receive any remuneration from the Company.

Profiles of the Directors and Supervisors are set out in the Circular and the announcement of the Company dated 28 June 2016 in relation to the election of employee representative Supervisors of the sixth session of the Supervisory Committee.

Due to the expiration of the term of office, Mr. Li Ying and Dr. Wong Tin Yau Kelvin retired as the non-executive Director and independent non-executive Director respectively, and Ms. Zhang Xiaotiao retired as Supervisor, all with effect from 29 June 2016. The Company would like to express its gratitude to them for their contribution to the Company during their term of office as Directors and Supervisor of the Company. The abovementioned persons have confirmed that they have no disagreement with the Board and the Supervisory Committee, and there are no matters relating to their retirement as Directors and Supervisor that need to be brought to the attention of the Shareholders.

V. Work Reports of the Independent Non-executive Directors

At the AGM, the independent non-executive Directors of the Company, namely Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng and Mr. Luo Zhenbang submitted and presented the *2015 Independent Non-executive Directors Work Report*. Details of the report can be found on the websites of CNINFO (www.cninfo.com.cn).

VI. Vote Taking and Witness Lawyers

According to the Listing Rules, Computershare Hong Kong Investor Services Limited (“**Computershare**”) was

appointed as the scrutineer for vote taking at the AGM. The voting and vote-taking processes were jointly witnessed by two witness lawyers, two shareholder representatives and one supervisor representative.

Mr. Wu Hu and Mr. Sun Qiming from Jingtian Gongcheng Law Firm attended and witnessed the AGM, and issued a legal opinion confirming that matters relating to the convening and holding procedures, qualifications of the attendees and the voting procedures of the AGM were in compliance with the *Company Law* of the PRC, the *Securities Law*, the *Rules for General Meetings of Listed Companies* and other relevant rules and regulations, as well as the Articles, and that the resolutions approved at the AGM were legal and valid.

The text of the legal opinion can be found on the website of CNINFO (www.cninfo.com.cn), the website designated by the Company for its information disclosure.

Computershare acted as the scrutineer and has checked the mathematical accuracy of calculation of and verified the poll results of each resolution proposed at the AGM based on the poll forms collected.

VII. Documents Available for Inspection

1. Resolutions of the 2015 Annual General Meeting of the Company; and
2. *Legal Opinions regarding the 2015 Annual General Meeting of Xinjiang Goldwind Science & Technology Co., Ltd.* issued by Jingtian Gongcheng Law Firm.

VIII. Other Matters

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, following the expiry of the term of office of the fifth session of the Board on 25 June 2016 and upon the Directors ceasing to be in office after election of the sixth session of the Board by the Shareholders at the AGM, the term of office of members of the various committees established under the Board (including the audit committee, the remuneration and assessment committee and the nomination committee) will also expire. At the Board meeting to be held in due course, the Board will appoint members to each of the Board committees. Accordingly, during the short interval between the AGM and the said Board meeting, the Company will fail to comply with the relevant requirements regarding its audit committee and remuneration committee under Rule 3.21 and Rule 3.25, respectively, of the Listing Rules. Pursuant to Rule 3.23 and Rule 3.27, respectively, of the Listing Rules, the Company will appoint a sufficient number of members to those committees at the Board meeting to be held in due course, and in any event, within three months after the date of the AGM .

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

Beijing, 28 June 2016

As at the date of this announcement, the executive directors of the Company are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; the non-executive directors are Mr. Li Ying, Mr. Yu Shengjun and Mr. Zhao Guoqing; and the independent non-executive directors are Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng and Mr. Luo Zhenbang.

** For identification purpose only*