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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  
EXTRAORDINARY GENERAL MEETING  
AND  
APPOINTMENT OF DIRECTOR**

The extraordinary general meeting (the “**EGM**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) was held on Friday, 21 October 2016. Details with respect to the resolutions and voting of the EGM are as follows:

Terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 September 2016 unless otherwise defined.

**I. Important Notice**

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

**II. Information Regarding the EGM**

1. Time of EGM: 2:30pm Friday, 21 October 2016
2. Convener: The Board of Directors of the Company (the “**Board**”)
3. Venue: Conference room, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, 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 EGM was convened and conducted in accordance with the *Company Law* of the People’s Republic of China (the “**PRC**”), the *Articles of Association* of the Company (the “**Articles of Association**”), and other relevant rules and regulations.

**III. Meeting Attendance**

As at the date of the EGM, 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 EGM 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**”). Save as disclosed in this announcement, no other Shareholder of the Company was required under the Listing Rules to abstain from voting at the EGM. A total of 39 Shareholders (including the Shareholders present at the on-site meeting in person, by proxy or vote online), holding a total of 1,294,039,863 shares, accounting for 47.3047% of the total number of shares, voted at the EGM. A total of 31 Shareholders (including the Shareholders present at the on-site meeting in person or by proxy), holding a total of 1,293,994,279 shares, representing 99.9965% of the Company’s total number of shares carrying voting rights who participated in the EGM. Of the Shareholders attending the EGM (including the Shareholders present at the on-site meeting in person or by proxy), the holders of A Shares hold a total of 1,132,715,774 A Shares, representing 87.5333% of the Company’s total number of shares carrying voting rights who participated in the EGM; and the holders of H Shares hold a total of 161,278,505 H Shares, representing 12.4632% of the Company’s total number of shares carrying voting rights who participated in the EGM. A total of 8 holders of A Shares, holding a total of 45,584 A Shares, representing 0.0035% of the Company’s total number of shares carrying voting rights who participated in the EGM, 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.

Certain directors, supervisors and senior management of the Company attended the EGM. 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 EGM are set out as follows:

No.	Resolutions	For		Against		Abstain	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
<b>Ordinary Resolutions</b>							
1	To consider the Proposed Regarding the Investment in zPark Capital II by our Wholly Owned Subsidiary Goldwind USA, Inc.	1,265,398,643	97.7867%	10,600	0.0008%	28,630,620	2.2125%
2	To consider the election of Dr. Tin Yau Kelvin Wong as an independent non-executive director of the Company, and to approve his remuneration of RMB200,000 per annum (before tax).	1,222,581,761	94.4779%	42,827,282	3.3096%	28,630,820	2.2125%

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

No.	Resolutions	For		Against		Abstain	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
<b>Ordinary Resolutions</b>							
1	To consider the <i>Proposed Regarding the Investment in zPark Capital II by our Wholly Owned Subsidiary Goldwind USA, Inc.</i>	138,525,530	82.8667%	10,600	0.0063%	28,630,620	17.1270%
2	To consider the election of Dr. Tin Yau Kelvin Wong as an independent non-executive director of the Company, and to approve his remuneration of RMB200,000 per annum (before tax).	95,708,648	57.2534%	42,827,282	25.6195%	28,630,820	17.1271%

The poll results of the resolutions of A-share shareholders considered at the EGM are set out as follows:

No.	Resolutions	For		Against		Abstain	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)
<b>Ordinary Resolutions</b>							
1	To consider the <i>Proposed Regarding the Investment in zPark Capital II by our Wholly Owned Subsidiary Goldwind USA, Inc.</i>	1,132,750,958	99.9991%	10,400	0.0009%	-	0.0000%
2	To consider the election of Dr. Tin Yau Kelvin Wong as an independent non-executive director of the Company, and to approve his remuneration of RMB200,000 per annum (before tax).	1,132,334,613	99.9623%	426,745	0.0377%	-	0.0000%

The poll results of the resolutions of H-share shareholders considered at the EGM are set out as follows:

No.	Resolutions	For		Against		Abstain	
		No. of Votes	Percentage (%)	No. of Votes	Percentage (%)	No. of Votes	Percentage (%)

## Ordinary Resolutions

1	To consider the <i>Proposed Regarding the Investment in zPark Capital II by our Wholly Owned Subsidiary Goldwind USA, Inc.</i>	132,647,685	82.2476%	200	0.0001%	28,630,620	17.7523%
2	To consider the election of Dr. Tin Yau Kelvin Wong as an independent non-executive director of the Company, and to approve his remuneration of RMB200,000 per annum (before tax).	90,247,148	55.9573%	42,400,537	26.2903%	28,630,820	17.7524%

### *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 half of votes cast were voted in favour of the ordinary resolutions proposed to the EGM, all the resolutions proposed to the EGM were approved.

The Company refers to the announcements relating to the proposed election of director dated 26 August 2016. The proposal to appoint Dr. Tin Yau Kelvin Wong (“Dr. Wong”) as the Company’s Independent Non-executive Director has been approved. Dr. Wong will assume the position on the day after the EGM held on the 21 October 2016. His tenure will be until the end of the current Board of Directors’ tenure. In connection with Dr. Wong being appointed as an Independent Non-executive Director, the Company will sign a service contract with him. Dr. Wong will receive remuneration of RMB200,000 per annum (before tax) from the Company for serving as a director.

## **V. The Vote Taking and Witness Lawyer**

In accordance with the Listing Rules, the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (“**Computershare**”), was appointed as the scrutineer for vote taking at the EGM. 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 Beijing Jintian Gongcheng Law Firm attended and witnessed the EGM, 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 EGM 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 all the ordinary resolutions approved at the EGM 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.

## **VI. Documents Available for Inspection**

1. Resolutions of the EGM; and
2. Legal Opinions issued by Beijing Jintian Gongcheng Law Firm.

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

Beijing, 21 October 2016

*As at the date of this announcement, the Company's executive directors are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; non-executive directors are Mr. Yu Shengjun, Mr. Zhao Guoqing, and Mr. Fengwei; and independent non-executive directors are Mr. Yang Xiaosheng, Mr. Luo Zhenbang, and Mr. Christopher F. Lee.*

*\* For identification purpose only*