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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 Tuesday, 28 February 2017. 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 notice of EGM of the Company dated 13 January 2017 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 Tuesday, 28 February 2017
2. Convener: The Board of Directors of the Company (the “**Board**”)
3. Venue: Conference room on Level 3, No.8 Bo Xing Yi Road, Beijing 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 resolutions 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 40 Shareholders (including the Shareholders present at the on-site meeting in person, by proxy or vote online), holding a total of 1,273,556,291 shares, accounting for 46.5559 % of the total number of shares, voted at the EGM. A total of 30 Shareholders attended the EGM (including the Shareholders present at the on-site meeting in person or by proxy), holding a total of 1,272,380,956 shares, representing 99.9077% 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 held a total of 1,133,713,205 A Shares, representing 89.0195% of the Company’s total number of shares carrying voting rights who participated in the EGM; and the holders of H Shares held a total of 138,667,751 H Shares, representing 10.8882% of the Company’s total number of shares carrying voting rights who participated in the EGM. A total of 10 holders of A Shares, holding a total of 1,175,335 A Shares, representing 0.0923% 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 Participation in the Second Phase of Urumqi Economic and Technological Zone's Mount Huangshan Street Land Reorganization.	1,272,044,091	99.8813%	25,100	0.0020%	1,487,100	0.1168%
2	To consider the following continuing connected transactions according to the requirements under The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange and the respective annual caps for the year of 2017:						

2.1	Continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2017;	896,123,705	99.8315%	25,100	0.0028%	1,487,100	0.1657%
2.2	Continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for the year of 2017; and	984,384,804	99.8466%	25,100	0.0025%	1,487,100	0.1508%
2.3	Continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2017.	1,216,660,646	99.8759%	25,100	0.0021%	1,487,100	0.1221%
3	To consider the proposal of the nomination of Mr. Gao Jianjun as a non-executive director of the Company.	1,252,785,675	98.3691%	19,283,516	1.5141%	1,487,100	0.1168%

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 Proposed Participation in the Second Phase of Urumqi Economic and Technological Zone's Mount Huangshan Street Land Reorganization.	186,795,778	99.1970%	25,100	0.0133%	1,487,100	0.7897%
2	To consider the following continuing connected transactions according to the requirements under The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange and the respective annual caps for the year of 2017:						
2.1	Continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2017;	186,795,778	99.1970%	25,100	0.0133%	1,487,100	0.7897%
2.2	Continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for the year of 2017; and	186,795,778	99.1970%	25,100	0.0133%	1,487,100	0.7897%

2.3	Continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2017.	171,579,373	99.1264%	25,100	0.0145%	1,487,100	0.8591%
3	To consider the proposal of the nomination of Mr. Gao Jianjun as a non-executive director of the Company.	167,537,362	88.9699%	19,283,516	10.2404%	1,487,100	0.7897%

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 Proposed Participation in the Second Phase of Urumqi Economic and Technological Zone's Mount Huangshan Street Land Reorganization.	1,133,376,340	99.8668%	25,100	0.0022%	1,487,100	0.1310%
2	To consider the following continuing connected transactions according to the requirements under The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange and the respective annual caps for the year of 2017:						
2.1	Continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2017;	757,455,954	99.8008%	25,100	0.0033%	1,487,100	0.1959%
2.2	Continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for the year of 2017; and	845,717,053	99.8215%	25,100	0.0030%	1,487,100	0.1755%
2.3	Continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2017.	1,077,992,895	99.8599%	25,100	0.0023%	1,487,100	0.1378%
3	To consider the proposal of the nomination of Mr. Gao Jianjun as a non-executive director of the Company.	1,133,376,340	99.8668%	25,100	0.0022%	1,487,100	0.1310%

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 (%)
<b>Ordinary Resolutions</b>							
1	To consider the Proposed Participation in the Second Phase of Urumqi Economic and Technological Zone's Mount Huangshan Street Land Reorganization.	138,667,751	100.0000%	-	0.0000%	-	0.0000%
2	To consider the following continuing connected transactions according to the requirements under The Rules Governing Listing of Stocks on the Shenzhen Stock Exchange and the respective annual caps for the year of 2017:						
2.1	Continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2017;	138,667,751	100.0000%	-	0.0000%	-	0.0000%
2.2	Continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for the year of 2017; and	138,667,751	100.0000%	-	0.0000%	-	0.0000%
2.3	Continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2017.	138,667,751	100.0000%	-	0.0000%	-	0.0000%
3	To consider the proposal of the nomination of Mr. Gao Jianjun as a non-executive director of the Company.	119,409,335	86.1118%	19,258,416	13.8882%	-	0.0000%

*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.*

For Ordinary Resolution No. 2 regarding estimated annual cap for continuing connected transactions, the following connected persons (and/or) affiliated parties of the Company have abstained from voting:

1. Regarding continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for the year of 2017, Xinjiang Wind Power Co., Ltd. and its associates, holding a total of 375,920,386 Shares (representing approximately 13.74% of the total number of Shares in issue), have abstained from voting at the EGM.

2. Regarding continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for the year of 2017, China Three Gorges New Energy Co., Ltd. and its associates, holding a total of 287,659,287 Shares (representing approximately 10.52% of the total number of Shares in issue), have abstained from voting at the EGM.

3. Regarding continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for the year of 2017, according to the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange, Xinjiang New Energy (Group) Co., Ltd. and Mr. Wu Gang, as affiliated parties, have abstained from voting at the EGM.

The number of directors of the Board who concurrently hold a position in senior management or as employee representatives has not exceeded one half the total number of the Board.

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 announcement relating to the proposed election of director dated 30 December 2016. The proposal to appoint Mr. Gao Jianjun (“**Mr. Gao**”) as the Company’s non-executive director has been approved. Mr. Gao will assume the position on the day after the EGM held on 28 February 2017. His tenure will be until the end of the current Board of Directors’ tenure. In connection with Mr. Gao being appointed as a non-executive director of the Company, the Company will enter into a service contract with Mr. Gao, for his service to the Company, stating, among other things, his annual remuneration and length of service. According to a resolution from the annual general meeting of the Shareholders on 28 June 2016, Mr. Gao, as a non-executive director of the Company, will not receive compensation from the Company.

## **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 Ms. Wang Zichen 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 first temporary shareholder meeting in 2017; 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, 28 February 2017

*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. Zhao Guoqing and Mr. Feng Wei; and independent non-executive directors are Mr. Yang Xiaosheng, Mr. Luo Zhenbang, and Dr. Tin Yau Kelvin Wong.*

*\* For identification purpose only*