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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

**PROPOSED DISTRIBUTION OF BONUS SHARES AND CASH  
DIVIDEND FROM UNDISTRIBUTED PROFIT  
AND  
PROPOSED AMENDMENTS TO THE ARTICLES OF  
ASSOCIATION**

Reference is made to the announcement dated 29 March 2017 (the “**Announcement**”) in relation to, among other things, the proposed distribution of 3 bonus shares per every ten shares (including tax) held by the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) and the proposed payment of cash dividend of RMB2 per every ten shares (including tax) from the Company’s retained undistributed profit. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

**I. PROPOSED DISTRIBUTION OF BONUS SHARES AND CASH DIVIDEND  
FROM UNDISTRIBUTED PROFIT**

The board of directors (the “**Board**”) of the Company wishes to provide an update to the shareholders regarding the expected timetable of the proposed distribution of bonus shares and cash dividend from undistributed profit.

**Expected Timetable**

The expected timetable for, inter alia, the proposed distribution of bonus shares and cash dividend from undistributed profit as set out below is indicative only and has been prepared on the assumption that all conditions of the proposed distribution of bonus shares and cash dividend from undistributed profit will be fulfilled. The expected

timetable is subject to change, and any such change will be announced in a separate announcement by the Company as and when appropriate.

### Closure of the register of members

Latest time for lodging transfers of the H Shares to qualify for entitlement to attend the annual general meeting (“AGM”)	4:30 p.m., on Friday, 26 May 2017
Closure of the register of the holders of H Shares (the “H Shareholders”) for the AGM	Sunday, 28 May 2017 to Wednesday, 28 June 2017 (both days inclusive)
Record date of the holders of A Shares (the “A Shareholders”) for the AGM	Wednesday 21 June 2017
Latest time for lodging proxy forms for the AGM	2:00 p.m., Tuesday, 27 June 2017
Record date of H Shareholders for the AGM	Wednesday, 28 June 2017
AGM	2:00 p.m., Wednesday, 28 June 2017
Announcement of poll results of the AGM	Wednesday, 28 June 2017
Last day of dealings in H Shares on a cum-entitlement basis	Friday, 30 June 2017
First day of dealings in H Shares on an ex-entitlement basis	Monday, 3 July 2017
Latest time for lodging transfers of the H Shares to qualify for the entitlement of the cash dividend and the bonus issue	4:30 p.m., Tuesday, 4 July 2017
Closure of register of the H Shareholders for the cash dividend and the bonus issue	Wednesday, 5 July 2017 to Tuesday, 11 July 2017 (both days inclusive)
Record date of H Shareholders for the cash dividend and the bonus issue	Tuesday, 11 July 2017
Record date of the A Shareholders for the cash dividend and the bonus issue	Wednesday, 23 August 2017

During the above closure periods, no transfer of H Shares will be registered. To be eligible to attend the AGM, and to qualify for the cash dividend and the bonus issue, all properly completed transfer documents together with the relevant share certificates must be lodged for registration with 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 the aforementioned latest time.

## Payment/distribution

Payment of cash dividend for A Shares and dispatch of the new A Shares (the “ <b>Bonus A Shares</b> ”) allotted and issued under the bonus issue	Thursday, 24 August 2017
Expected dispatch date of share certificates of new H Shares (the “ <b>Bonus H Shares</b> ”)	Thursday, 24 August 2017
Payment of cash dividend for H Shares	Thursday, 24 August 2017
Expected first day of listing of, and dealing in the Bonus A Shares	Friday, 25 August 2017
Expected first day of listing of, and dealing in the Bonus H Shares	9:00 a.m., Friday, 25 August 2017

## Conditions of the proposed distribution of bonus shares

The issue of bonus shares is subject to the following conditions:

- (i) approval from the Shareholders at the AGM;
- (ii) The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus H Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Company Law of the PRC to effect the issue of bonus shares.

Shareholders whose names appear on the register of members on the relevant record dates as set out in the above expected timetable will be entitled to the distribution of cash dividend and the bonus shares.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus H Shares.

## Eligibility to bonus shares for Shareholders trading through Shenzhen-Hong Kong Stock Connect

As at the date of this announcement, the H Shares are eligible for southbound trading and the A Shares are eligible for northbound trading under the Shenzhen-Hong Kong Stock Connect. Subject to compliance with the relevant laws or regulations in the PRC, the bonus shares will be offered to the H Shareholders in the PRC who are holding the H Shares through Shenzhen-Hong Kong Stock Connect and the bonus shares will also be offered to the A Shareholders in Hong Kong who are holding the A Shares through Shenzhen-Hong Kong Stock Connect.

## Overseas shareholders

Upon the proposed distribution of cash dividend and bonus shares becoming unconditional, the Company will consider if there are any overseas shareholders located in other jurisdictions, and if there are such overseas shareholders, the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies or stock exchanges for the relevant overseas shareholders to be eligible to take part in the distribution of the bonus shares pursuant to the Listing Rules.

## **II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In connection with the proposed distribution of bonus shares, the Board proposes to amend the Company's articles of association (the "**Articles of Association**"). Details of the proposed amendments are as follows:

### **1. Article 3.07:**

"As at 7 August 2015, the total number of issued ordinary shares of the Company would be 2,735,541,000, of which 2,235,494,200 would be domestic shares listed in the PRC, accounting for 81.72% of the total number of ordinary shares issued by the Company, and 500,046,800 would be H Shares, accounting for 18.28% of the total number of ordinary shares issued by the Company."

is proposed to be amended to:

**"The total number of issued ordinary shares of the Company would be 3,556,203,300, of which 2,906,142,460 would be domestic shares listed in the PRC, accounting for 81.72% of the total number of ordinary shares issued by the Company, and 650,060,840 would be H Shares, accounting for 18.28% of the total number of ordinary shares issued by the Company."**

### **2. Article 3.10:**

"The Company's registered capital will be RMB 2,735,541,000."

is proposed to be amended to:

**"The Company's registered capital will be RMB 3,556,203,300."**

The proposed amendments to the Articles of Association are subject to the approval by the shareholders of the Company at the AGM to be convened by the Board.

### **III. GENERAL INFORMATION**

A circular containing, among other things, further information on the distribution of bonus shares and cash dividend and the proposed amendments to the Articles of Association, together with the notice of the AGM, will be dispatched to the Shareholders in due course.

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

Beijing, 27 April 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, Mr. Feng Wei and Mr. Gao Jianjun; and independent non-executive directors are Mr. Yang Xiaosheng, Mr. Luo Zhenbang, and Dr. Tin Yau Kelvin Wong.*

*\* For identification purpose only*