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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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN by the Xinjiang Goldwind Science & Technology Co., Ltd (“**the Company**”) that the 2017 Annual General Meeting will be convened at Conference Room, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 1:30 p.m. on Tuesday, 12 June 2018, to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, the capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company regarding the 2017 Annual General Meeting and the 2018 First H Shareholders Class Meeting dated 12 June 2018.

AS SPECIAL RESOLUTIONS:

1. To consider and approve the proposal on the amendment of the Company's Articles of Association;
2. To consider and approve the proposal on the Company's satisfaction of conditions for public issue of securities through the Rights Issue;
3. To consider and approve the proposal on the Company's 2018 plan for public issue of securities through the Rights Issue;
 - 3.1 Type and nominal value of Rights Shares;
 - 3.2 Method of Rights Issue;

* For identification purpose only

- 3.3 Basis, proportion and number of Shares to be issued;
 - 3.4 Subscription Price and the basis for price determination;
 - 3.5 Target subscribers;
 - 3.6 Distribution plan for the accumulated undistributed profits of the Company prior to the Rights Issue;
 - 3.7 Issue period;
 - 3.8 Underwriting arrangement;
 - 3.9 Use of Proceeds;
 - 3.10 Effective period of the resolution; and
 - 3.11 Listing of Rights Shares
- 4. To consider and approve the proposal on the feasibility analysis report with respect to the target projects for investment with the proceeds from the Company's Rights Issue in 2018;
 - 5. To consider and approve the report on the use of previous proceeds;
 - 6. To consider and approve the proposal on reminder of the risk of dilution of immediate returns by Rights Issue to existing shareholders, remedial measures and the relevant parties' undertaking;
 - 7. To consider and approve the authorizations for the Rights Issue of A Shares and H Shares; and
 - 8. To consider and approve the application for the wholly-owned subsidiary, Goldwind New Energy (HK) Investment Limited to issue overseas perpetual bonds and the provision of guarantee by the Company.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the following continuing connected transactions according to the requirements under The Rules Governing Listing of Stocks on Shenzhen Stock Exchange and the respective annual caps for the year of 2018 (please refer to Appendix for details), specific content as follows:
 - 1.1 Continuing connected transactions with Xinjiang Wind Power Co., Ltd. and the relevant estimated annual cap for 2018;
 - 1.2 Continuing connected transactions with China Three Gorges New Energy Co., Ltd. and the relevant estimated annual cap for 2018; and
 - 1.3 Continuing connected transactions with Xinjiang New Energy (Group) Co., Ltd. and the relevant estimated annual cap for 2018.
2. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year of 2017;
3. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2017;
4. To consider and approve the report of the auditors for the year ended 31 December 2017;
5. To consider and approve the dividend distribution plan for the year ended 31 December 2017;
6. To consider and approve the annual report of the Company for the year of 2017;
7. To consider and approve the proposed applications to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB160 billion for the period from the date of passing of this resolution until the day of the annual general meeting of the Company held in the year of 2019, and authorize the legal representative of the authorized agent appointed by the legal representative to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto;

8. To consider and approve the provision by the Company for the benefit of its subsidiaries and certain associates of guarantees with a total amount of not more than RMB10 billion and a period from the date of passing of this resolution until the day of the annual general meeting of the Company held in the year of 2019;
9. To consider and approve the proposed provision of new guarantees by the Company for its wholly-owned subsidiaries and controlling subsidiaries with a total amount of not more than RMB7 billion during the period from the date of passing of this resolution until the day of annual general meeting of the Company to be held in the year of 2019, and authorize the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto;
10. To consider and approve the proposed operation of foreign exchange hedging business with a total amount of not more than USD1.6 billion during the period from the date of passing this resolution until the day of annual general meeting of the Company to be held in the year of 2019, and authorize the chairman of the Board, Mr. Wu Gang, to approve routine foreign exchange hedging business plans and sign any agreements and/or documents on behalf of the Company necessary in relation thereto;
11. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the PRC auditor of the Company and Ernst & Young as the international auditor of the Company to hold office for one year, and authorize the Board to determine their remunerations, respectively; and
12. To consider and approve the Proposal on Shareholders' Return Plan for the Three Years of 2018-2020.

Yours faithfully,

By order of the Board

Xinjiang Goldwind Science & Technology Co., Ltd

Ma Jinru

Company Secretary

26 April 2018

As at the date of this notice, the executive directors of the Company are Mr. Wu Gang, Mr. Wang Haibo, Mr. Cao Zhigang; the non-executive directors of the Company are Mr. Zhao Guoqing, Mr. Feng Wei and Mr. Gao Jianjun; and the independent non-executive directors of the Company are Mr. Yang Xiaosheng, Mr. Luo Zhenbang and Dr. Tin Yau Kelvin Wong.

Notes:

1. Each shareholder entitled to attend and vote at the AGM shall have the right to appoint one or more proxies to attend and vote on his/her/its behalf at the AGM. A proxy needs not be a shareholder or member of the Company. A proxy of a shareholder may vote on a poll. The shareholder shall have one vote for each share that they hold.
2. The register of members of the Company will be closed from Saturday, 12 May 2018 to Tuesday, 12 June 2018 (both days inclusive) for the purpose of determining the shareholders entitled to attend the AGM. During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Friday, 11 May 2018 are entitled to attend the AGM. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged 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 4:30 p.m. on Friday, 11 May 2018.
3. For the purpose of ascertaining shareholders' entitlement to the final dividends (including the cash dividend) for the year ended 31 December 2017, the Company's H Share register of members will be closed from Monday, 18 June 2018 to Sunday, 24 June 2018 (both days inclusive). During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Friday, 15 June 2018 are entitled to the final dividends. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 15 June 2018.
4. The instruments appointing a proxy must be in writing under the hand of a shareholder or duly authorized in writing by his/her attorney. 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 or other authorization documents authorizing that attorney to sign must be notarized.

5. The proxy form together with the power of attorney or other authorization documents (if any) must be deposited at the Company's Office of Secretary of the Board at the address as stated in Note 7 below for holders of the A 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 appointed for holding the AGM (i.e. 1:30 p.m.(Hong Kong time) on Monday, 11 June 2018) 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.
6. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the Company's Office of Secretary of the Board at the address as stated in Note 7 below on or before 5:00 p.m. on Tuesday, 22 May 2018 by hand, by post or by fax.
7. The contact details of the Company's Office of Secretary of the Board are as follows:

No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC

Telephone No. : +86 10-67511996

Facsimile No. : +86 10-67511985
8. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.