



# 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

### PROXY FORM FOR THE 2017 ANNUAL GENERAL MEETING

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
(address) being the shareholder(s) of Xinjiang Goldwind Science & Technology Co., Ltd. (the "Company") holding \_\_\_\_\_ shares<sup>2</sup>,  
hereby appoint the chairman of the meeting or<sup>3</sup> \_\_\_\_\_  
as my/our proxy to attend and vote for and on my/our behalf in respect of the resolutions set out in the notice of the Annual General Meeting ("the 2017 AGM") at the 2017 AGM of the Company to be held at Conference Room, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 1:30 p.m. on Tuesday, 12 June 2018, or at any adjournment thereof, as indicated hereunder or, if no such indication is given, as the proxy thinks fit.

SPECIAL RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
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			
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			
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			
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			
ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
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			
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			
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 for the year of 2017			
3	To consider and approve the report of 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			

\* For identification purpose only

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>	ABSTAIN <sup>4</sup>
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			
12	To consider and approve the Proposal on Shareholders' Return Plan for the Three Years of 2018-2020			

Dated \_\_\_\_\_

Signature(s) \_\_\_\_\_

**Notes:**

1. Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
3. If you wish to appoint any person other than the chairman of the AGM as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy you duly appointed. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a shareholder or member of the Company. Any alterations made in this proxy form should be initiated by the person who signs it.
4. **IMPORTANT:** Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favor of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting. If no direction is given, the proxy is entitled to vote or abstain as he/she thinks fit. The proxy is also entitled to vote at his/her discretion on any other resolution duly submitted to the AGM in addition to those set out in the notice of AGM. Any abstain vote or waiver to vote shall be counted as an abstain vote for the purpose of calculating the result of that resolution. Any abstain votes shall be counted in the calculation of the required majority.
5. This proxy form must be signed by you or your duly authorized attorney in writing, or under the company seal or under the hand of a director or a duly authorized attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorization documents giving such authorization shall be notarized.
6. In cases of joint holders of a share, any one of such holders is entitled to vote at the AGM, by himself/herself/itself or by proxy, as if he/she/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
7. To be valid, this proxy form, together with any notarized copy of the power of attorney or other authorization documents (if any), must be deposited not less than 24 hours before the time appointed for holding the AGM or any of its adjournments (as the case may be) at the Company's Office of Secretary of the Board at No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC for the shareholders holding A Shares, or at the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for the shareholders holding H Shares.
8. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM shall be responsible of their own transportation and accommodation expenses.