
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in Xinjiang Goldwind Science & Technology Co., Ltd., you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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

**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION
PROPOSED ISSUE OF BONDS AND ASSET-BACKED SECURITIES
INSIDE OR OUTSIDE THE PRC
ELECTION OF THE SEVENTH SESSION OF THE BOARD
ELECTION OF THE SEVENTH SESSION OF
THE SUPERVISORY COMMITTEE
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2018 to be held at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 14:30 p.m. on Friday, 21 June 2019 is set out on pages 25 to 28 of this circular.

A form of proxy and a reply slip for use in connection with the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2018 are enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). Whether or not you are able to attend the meeting, please complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 20 days and 24 hours, respectively, before the time designated for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

6 May 2019

* For identification purpose only

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

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| “A Shares” | ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the SZSE and traded in RMB; |
| “AGM” or “Annual General Meeting” | the annual general meeting, or any adjournment thereof, of the Company for the year ended 31 December 2018 to be convened at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 14:30 p.m. on Friday, 21 June 2019, the notice of which is set out on pages 25 to 28 of this circular; |
| “Articles” | the articles of association of the Company, as amended, modified or otherwise supplemented from time to time; |
| “Board” | the board of directors of the Company; |
| “CEO” | chief executive officer of the Company; |
| “Chairman” | chairman of the Board; |
| “China Three Gorges New Energy” | China Three Gorges New Energy Co., Ltd. (中國三峽新能源公司), a limited liability company incorporated under the laws of the PRC and a substantial shareholder of the Company; |
| “Company” or “Goldwind” | Xinjiang Goldwind Science & Technology Co., Ltd., a joint stock limited liability company incorporated in the PRC on 26 March 2001; |
| “CSRC” | China Securities Regulatory Commission (中國證券監督管理委員會); |
| “Director(s)” | the director(s) of the Company; |

DEFINITIONS

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| “H Shares” | ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Hong Kong Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange; |
| “Latest Practicable Date” | 3 May 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular; |
| “MBA” | master of business administration degree; |
| “PRC” | the People’s Republic of China. References in this circular to the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan; |
| “President” | president of the Company; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFC” | Securities and Futures Commission; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Law of Hong Kong (as amended, modified or otherwise supplemented from time to time); |
| “Shareholder(s)” | shareholder(s) of the Company; |
| “subsidiary” | has the meaning as ascribed in the Listing Rules; |
| “Supervisor(s)” | the supervisor(s) of the Company; |
| “Supervisory Committee” | the supervisory committee of the Company; |

DEFINITIONS

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| “SZSE” | Shenzhen Stock Exchange; |
| “WTG” | wind turbine generator; and |
| “Xinjiang Wind Power” | Xinjiang Wind Power Co., Ltd. (新疆風能有限責任公司), a state-owned enterprise incorporated under the laws of the PRC and a substantial shareholder of the Company. |

LETTER FROM THE BOARD



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

Directors:

Executive Directors:

Wu Gang

Wang Haibo

Cao Zhigang

Non-executive Directors:

Zhao Guoqing

Gao Jianjun

Gu Hongmei

Independent non-executive Directors:

Tin Yau Kelvin Wong

Yang Xiaosheng

Luo Zhenbang

Registered Office:

No. 107 Shanghai Road

Economic & Technological

Development District

Urumqi Xinjiang

PRC

Place of Business in Hong Kong:

Edinburgh Tower, 33/F, The Landmark

15 Queen's Road Central

Hong Kong

6 May 2019

To the Shareholders,

Dear Sir or Madam,

**PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION
PROPOSED ISSUE OF BONDS AND ASSET-BACKED SECURITIES
INSIDE OR OUTSIDE THE PRC
ELECTION OF THE SEVENTH SESSION OF THE BOARD
ELECTION OF THE SEVENTH SESSION OF
THE SUPERVISORY COMMITTEE
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

References are made to the two announcements of the Company dated 20 December 2018 in relation to the proposed amendment of the Articles and the proposed issue of bonds and asset-backed securities inside or outside the PRC, and the two announcements of the Company both

* For identification purpose only

LETTER FROM THE BOARD

dated 26 April 2019 in relation to the proposed appointment of Directors for the seventh session of the Board and proposed appointment of Supervisors for the seventh session of the Supervisory Committee. The purpose of this circular is to set out the details of (1) the proposed amendment of Articles; (2) the proposed issue of bonds and asset-backed securities inside or outside of the PRC; (3) the proposed appointment of Directors for the seventh session of the Board; (4) the proposed appointment of Supervisors for the seventh session of the Supervisory Committee; and (5) to give you notice of the AGM to consider and approve the proposed resolutions. For details of the resolutions to be proposed at the AGM, please refer to the Notice of Annual General Meeting enclosed herewith this circular.

2. PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION

According to relevant requirements of *Administration Measures of Securities Issuance of Listed Companies* and *Decision on Amending Provisions on Cash Dividend of Listed Companies* of China Securities Regulatory Commission, the Board proposes to amend the Articles. Details of the proposed amendment are as follows:

Article 15.19:

Conditional upon the Company being profitable and the retained distributable profit being positive as well as the cash flow being able to satisfy the continuing operation and sustainable development of the Company, the Company shall distribute cash dividends.

When proposing distribution of dividends, the Board shall take into account, among other things, features of the industries where the Company operates, its development stage, business model, profit level and whether it has any significant capital expenditure plans and formulate profits distribution proposals in accordance with the provisions set out below and procedures provided in the Articles of Association:

- (1) If the Company is at the mature stage of development and has no significant capital expenditure plan, the proportion of cash dividends shall be at least 80% in the profit distribution;
- (2) If the Company is at the mature stage of development and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 40% in the profit distribution;
- (3) If the Company is at the growing stage and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 30% in the profit distribution.

If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the rules applied in the previous distribution.

LETTER FROM THE BOARD

If the operation of the Company is healthy, and the Board of the Company believes the scale of share capital does not match the operation scale of the Company and dividend payment in shares will be in the interests of all shareholders of the Company, the Company may propose to distribute dividends in shares.

The Company shall distribute the profit in accordance with the Company's consolidated financial statements or the financial statements of the Company itself, whichever is lower.

The Company shall pay dividends once a year in principle. However, the Board may propose payment of interim dividends in line with the profitability of the Company.

The Board shall propose the preliminary profit distribution plans. The independent non-executive directors shall provide their independent opinions on the plans. The shareholders of the Company at the general meeting will make decisions on the plans. Opinions of shareholders (especially minority shareholders) and the independent non-executive directors shall be heard and considered during the process of formulating and deciding the profit distribution plans. The Company shall take the initiative to communicate with shareholders, in particular minority shareholders through various channels, including investor interactive platform, investors hotline, email and etc. The Company shall provide feedback on questions from minority shareholders in a timely manner.

The independent non-executive directors may collect opinions from minority shareholders for formulating and putting forward a profit distribution proposal to the Board of the Company for consideration.

Where the Company needs to make adjustments to its profit distribution policies in line with its production and operation, investment plans and development strategies, the Board shall provide specific discussions and detailed reasons therefor and formulate a written discussion report, and the independent non-executive directors shall provide explicit opinions. The adjusted profit distribution policies shall not violate the relevant regulations of the CSRC and the stock exchanges. The adjustments of the profit distribution policies must be reviewed and approved by the Board, as well as by the shareholders by an affirmative vote of two-thirds or more of all shareholders attending the general meeting. The Company will provide the shareholders with on-line vote platform.

LETTER FROM THE BOARD

is proposed to be amended to:

Conditional upon the Company being profitable and the retained distributable profit being positive as well as the cash flow being able to satisfy the continuing operation and sustainable development of the Company, the Company shall distribute cash dividends. **The profits which the Company has accumulatively distributed in cash over the recent three years shall not be less than 30% of the average annual distributable profits realized in such three years.**

When proposing distribution of dividends, the Board shall take into account, among other things, features of the industries where the Company operates, its development stage, business model, profit level and whether it has any significant capital expenditure plans and formulate profits distribution proposals in accordance with the provisions set out below and procedures provided in the Articles of Association:

- (1) If the Company is at the mature stage of development and has no significant capital expenditure plan, the proportion of cash dividends shall be at least 80% in the profit distribution;
- (2) If the Company is at the mature stage of development and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 40% in the profit distribution;
- (3) If the Company is at the growing stage and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 30% in the profit distribution.

If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the rules applied in the previous distribution.

If the operation of the Company is healthy, and the Board of the Company believes the scale of share capital does not match the operation scale of the Company and dividend payment in shares will be in the interests of all shareholders of the Company, the Company may propose to distribute dividends in shares.

The Company shall distribute the profit in accordance with the Company's consolidated financial statements or the financial statements of the Company itself, whichever is lower.

The Company shall pay dividends once a year in principle. However, the Board may propose payment of interim dividends in line with the profitability of the Company.

LETTER FROM THE BOARD

The Board shall propose the preliminary profit distribution plans. The independent non-executive directors shall provide their independent opinions on the plans. The shareholders of the Company at the general meeting will make decisions on the plans. Opinions of shareholders (especially minority shareholders) and the independent non-executive directors shall be heard and considered during the process of formulating and deciding the profit distribution plans. The Company shall take the initiative to communicate with shareholders, in particular minority shareholders through various channels, including investor interactive platform, investors hotline, email and etc. The Company shall provide feedback on questions from minority shareholders in a timely manner.

The independent non-executive directors may collect opinions from minority shareholders for formulating and putting forward a profit distribution proposal to the Board of the Company for consideration.

Where the Company needs to make adjustments to its profit distribution policies in line with its production and operation, investment plans and development strategies, the Board shall provide specific discussions and detailed reasons therefor and formulate a written discussion report, and the independent non-executive directors shall provide explicit opinions. The adjusted profit distribution policies shall not violate the relevant regulations of the CSRC and the stock exchanges. The adjustments of the profit distribution policies must be reviewed and approved by the Board, as well as by the shareholders by an affirmative vote of two-thirds or more of all shareholders attending the general meeting. The Company will provide the shareholders with on-line vote platform.

3. PROPOSED ISSUE OF BONDS AND ASSET-BACKED SECURITIES INSIDE OR OUTSIDE THE PRC

In order to meet the operation and development needs of the Company and its subsidiaries, the Board has approved the proposed issue of the Debt Financing Instruments and Asset-Backed Securities inside or outside the PRC.

According to the laws and regulations of the PRC and the Articles, the proposed issue of the Debt Financing Instruments and Asset-Backed Securities is subject to the approval of the Shareholders by way of a special resolution and relevant regulatory authorities.

1) PROPOSED ARRANGEMENTS FOR THE ISSUE

Issuer: the Company or its subsidiaries

Size of Issue: not more than equivalent of RMB5 billion in aggregate, (excluding the amount duly approved by an authorized organization within the Company and pending issuance);

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| Categories of Issue: | one or several categories of bonds including but not limited to ultra-short-term financing bonds, short-term financing bonds, medium-term bonds, long-term restricted medium-term bonds, and corporate bonds; as well as one or several categories of asset-backed securities including but not limited to asset-backed securities (ABS), asset backed notes (ABN), wind farm real estate investment trusts (wind farm REITs) and other type of asset-backed securities issued in the domestic market and/or the international market approved by other regulatory authorities; |
| Issue Type: | once or by instalments, public or non-public offering; |
| Maturity: | not more than 15 years or perpetual in nature prior to redemption by the issuer as agreed in the issue terms, and maturity upon redemption by the issuer as agreed in the issue terms; |
| Use of Proceeds: | daily operation of the Company, including but not limited to the supplement of working capital, investment and operation of wind farm projects, the repayment of bank loans and etc.; and |
| Authorization of Period of Validity: | 24 months from the date of the adoption of this motion. |

2) AUTHORIZATION TO THE BOARD

The Board shall submit to the general meeting of the Shareholders to consider and, if thought fit, approve to authorize the Board, its subsidiaries, and the management of the Company, to deal with, in the best interest of the Company and other market conditions, all matters relating to the proposed issue of the bonds and asset-backed securities, including but not limited to:

- (1) Decide whether or not to issue, to revise or adjust bonds, to issue what type of asset-backed securities, size of issue, specific period varieties and scale, specific terms, conditions and other matters;
- (2) Appoint any intermediary according to the actual requirements of the bonds or asset-backed including but not limited to a lead underwriter, rating organization, or law firm to negotiate, sign, and revise the relevant contracts or agreements, and to sign all necessary legal documents relating to each issue, as well as register, file, or fulfil any of the necessary procedures for each bond or asset backed securities application to the relevant regulatory authorities on behalf of the Company;

LETTER FROM THE BOARD

- (3) Other matters relating to the issuance of bonds or asset-backed securities which are not mentioned above.

4. ELECTION OF THE SEVENTH SESSION OF THE BOARD

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Directors shall be elected Shareholders at general meetings and serve a term of three years. The term of office of the sixth session of the Board shall expire until the seventh session of the Board to be elected by the Shareholders at the AGM. Resolutions regarding the election of the seventh session of the Board shall be proposed for consideration and approval by the Shareholders at the AGM.

Mr. Zhao Guoqing (“**Mr. Zhao**”) shall retire as non-executive Director, and Mr. Yang Xiaosheng (“**Mr. Yang**”) and Mr. Luo Zhenbang (“**Mr. Luo**”) shall retire as independent non-executive Directors respectively with effect from the election of the seventh session of the Board by the Shareholders at the forthcoming AGM and will not seek re-election as Directors of the seventh session of the Board. Each of Mr. Zhao, Mr. Yang and Mr. Luo has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of Shareholders. The Board wishes to express its appreciation to Mr. Zhao, Mr. Yang and Mr. Luo for their contributions to the Company during their tenure of office.

The Board proposed the re-election of Mr. Wu Gang (武鋼先生), Mr. Wang Haibo (王海波先生) and Mr. Cao Zhigang (曹志剛先生) as executive Directors, Mr. Gao Jianjun (高建軍先生) and Ms. Gu Hongmei (古紅梅女士) as non-executive Directors, and Dr. Tin Yau Kelvin Wong (黃天祐博士) as independent non-executive Directors at the AGM. In addition, the Board also proposed the election of Mr. Lu Hailin (盧海林先生) as a non-executive Director, and Mr. Wei Wei (魏煒先生) and Ms. Yang Jianping (楊劍萍女士) as an independent non-executive Director at the AGM.

Subject to approval by the Shareholders at the AGM, the term of office of the seventh session of the Board shall be three years beginning from the day following the date on which the relevant resolution is passed and the Company will enter into a service contract with each of the Directors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company.

Subject to the approval by the Shareholders at the AGM, the chairman of the Board (the “**Chairman**”) shall be entitled to a fixed remuneration of RMB1,380,000.00 (before tax) per annum and performance related bonus, which shall be determined by the remuneration and assessment committee of the Company with reference to the performance and remuneration policy of the Company; while other executive Directors will not receive director’s remuneration from the Company, but will receive corresponding remuneration in accordance with their management

LETTER FROM THE BOARD

positions held in the Company, which is determined by the Company's remuneration policy. Subject to the approval by the Shareholders at the AGM, non-executive Directors will not receive any remuneration from the Company and independent non-executive Directors shall be entitled to remuneration of RMB200,000.00 (before tax) per annum. The Company will disclose each of the Directors' corresponding remuneration in the annual report each year.

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, subject to approval by the Shareholders at the AGM, the number of Directors that also hold senior management positions within the Company and Directors representing employees of the Company proposed to be elected for the seventh session of the Board does not exceed half of the total number of Directors.

Upon approval by the Shareholders of the relevant resolutions at the AGM, the composition of the proposed seventh session of the Board shall be as follows:

| Executive Directors | Non-executive Directors | Independent non-executive Directors |
|----------------------------|--------------------------------|--|
| Mr. Wu Gang | Mr. Gao Jianjun | Dr. Tin Yau Kelvin Wong |
| Mr. Wang Haibo | Ms. Gu Hongmei | Mr. Wei Wei |
| Mr. Cao Zhigang | Mr. Lu Hailin | Ms. Yang Jianping |

Profiles of the Directors proposed to be elected, or re-elected (as the case may be), as members of the seventh session of the Board at the AGM are set out in the Appendix I headed "Profiles of Proposed Directors and Supervisors for Election" on pages 14 to 24 of this circular.

5. ELECTION OF THE SEVENTH SESSION OF THE SUPERVISORY COMMITTEE

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Supervisors that are representatives of shareholders shall be elected by the Shareholders at general meetings and serve a term of three years. The term of office of the sixth session of the Supervisory Committee of the Company (the "**Supervisory Committee**") shall expire until the seventh session of the Supervisory Committee to be elected by the Shareholders at the AGM. Pursuant to the Articles, the Supervisory Committee shall comprise of three Supervisors elected by the Shareholders and two employee representative Supervisors elected by the employees of the Company.

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Mr. Han Zongwei (韓宗偉先生) has been proposed for election, Mr. Luo Jun (洛軍先生) and Ms. Xiao Hong (肖紅女士) have been proposed for re-election as Supervisors by the Shareholders at the AGM. Subject to approval by the Shareholders at the AGM, the term of office of the seventh session of the Supervisor Committee shall be three years beginning from the day following the date on which the relevant resolution is passed. The Company will enter into a service contract with each of the Supervisors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. The abovementioned Supervisors will not receive any remuneration from the Company.

Employee representative Supervisors shall be separately elected by employees of the Company at an employee representative meeting and the Company will publish a separate announcement for such matter in due course.

Pursuant to the relevant laws, regulations and rules of the PRC, subject to approval by the Shareholders at the AGM, no supervisors proposed to be elected for the seventh session of the Supervisory Committee held directorships or senior management positions within the Company during the last two years, nor does the number of Supervisors proposed to be elected for the seventh session of the Supervisory Committee that were solely nominated by Shareholders exceed one half of the total number of Supervisors.

Upon approval by the Shareholders of the relevant resolutions at the AGM, the composition of the proposed seventh session of the Supervisory Committee, excluding the employee representative Supervisors, shall be Mr. Han Zongwei, Mr. Luo Jun and Ms. Xiao Hong.

Profiles of Supervisors that are representatives of the Shareholders and are proposed to be re-elected as members of the seventh session of the Supervisory Committee at the AGM are set out in the Appendix I headed “Profiles of Proposed Directors and Supervisors for Election” on pages 14 to 24 of this circular.

6. ANNUAL GENERAL MEETING

The Annual General Meeting is proposed to be held at Conference Room of Level 3, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 14:30 p.m. on Friday, 21 June 2019, at which resolutions to be approved, including, among other things, (1) the proposed amendment of Articles; (2) the proposed issue of bonds and asset-backed securities inside or outside of the PRC; (3) the proposed appointment of Directors for the seventh session of the Board; and (4) the proposed appointment of Supervisors for the seventh session of the Supervisory Committee. The details of the resolutions to be proposed at the AGM has been set out in the Notice of Annual General Meeting on pages 25 to 28 of this circular.

LETTER FROM THE BOARD

The register of members of the Company will be closed from Wednesday, 22 May 2019 to Friday, 21 June 2019 (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 registers of members as at the close of business on Tuesday, 21 May 2019 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 Tuesday, 21 May 2019.

Pursuant to Rule 13.39(4) of the Listing Rules, the votes of the Shareholders at the AGM shall be taken by poll.

7. RECOMMENDATION

The Directors believe that all resolutions set out in the Notice of Annual General Meeting are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board

Xinjiang Goldwind Science & Technology Co., Ltd.

WU Gang

Chairman

EXECUTIVE DIRECTORS**Mr. Wu Gang (武鋼先生)**

Mr. Wu Gang (“**Mr. Wu**”), aged 61, is currently the Chairman. Mr. Wu graduated from Dalian University of Technology with a master’s degree. He is a professor level senior engineer and an expert entitled to a special allowance granted by the State Council. He was appointed as the Chairman in May 2002 and previously served as the Company’s general manager between 2002 and 2006, CEO between 2006 and 2013 and President between March 2012 and January 2013.

Mr. Wu served as the Chairman and the Party Secretary of Xinjiang New Energy (Group) Co., Ltd between June 2012 and November 2018. The above company is a non-listed company.

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance (the “**SFO**”), Mr. Wu is deemed to be directly interested in a total of 62,138,411 A shares of the Company (“**A Shares**”). Save for the information disclosed in this circular, Mr. Wu does not have any other interest in the Company’s securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Wu does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there are no other information to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Listing Rules**”), nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wu as an executive Director.

Mr. Wang Haibo (王海波先生)

Mr. Wang Haibo (“**Mr. Wang**”), aged 45, is currently an executive Director and the President. Mr. Wang graduated from Xinjiang Finance and Economics University with a bachelor’s degree. He joined the Company in 2000 and previously served as the Company’s director of Sales and Marketing and director of Investment and Development; Beijing Tianrun’s deputy general manager, general manager and chairman of the board of Beijing Tianrun; general manager and director of Goldwind International. Mr. Wang served as vice president of the Company between March 2010 to January 2013. He was appointed as an executive Director in June 2012 and the President in January 2013.

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Wang is deemed to be directly interested in a total of 850,850 A Shares. Save for the information disclosed in this circular, Mr. Wang does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Wang does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as an executive Director.

Mr. Cao Zhigang (曹志剛先生)

Mr. Cao Zhigang ("Mr. Cao"), aged 44, is currently an executive Director, executive vice president of the Company. Mr. Cao graduated from China Europe International Business School with a master of business administration. He is a senior engineer. He joined the Company in 2001 and previously served as the Company's director of electronic control, deputy chief engineer and general manager of the WTG Business Unit of the Group. He served as vice president of the Company between March 2007 to March 2010. He was appointed as an executive vice president of the Company in March 2010, and an executive Director in June 2013.

Mr. Cao is concurrently a director of Swancor (Shanghai) Fine Chemical Co., Ltd. and the Deputy Chairman of JL MAG Rare-Earth Co., Ltd., which is listed on the Shenzhen Stock Exchange.

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Cao is deemed to be directly interested in a total of 15,343,183 A Shares. Save for the information disclosed in this circular, Mr. Cao does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Cao does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Cao as an executive Director.

NON-EXECUTIVE DIRECTORS

Mr. Gao Jianjun (高建軍先生)

Mr. Gao Jianjun (“**Mr. Gao**”), aged 52, is currently a non-executive Director. Mr. Gao graduated from Xinjiang Coal Academy with a major in mining engineering and attained his postgraduate degree from Graduate School of China Academy of Social Sciences with a major in economic management. From April 2001 to August 2008, Mr. Gao served in the Xinjiang Uygur Autonomous Region (the “**Autonomous Region**”) Economic and Trade Commission (“**SETC**”) as Director of Investment and Planning Department, Director of Industrial Park Management Department and Deputy Secretary General of the SETC. From August 2008 to August 2012, Mr. Gao served as party Secretary and Officer of the Autonomous Region Machinery Electronics Industry Management Office. From August 2012 to November 2018, Mr. Gao has served as Deputy Party Secretary, General Manager and Director of Xinjiang New Energy (Group) Co., Ltd.. Since November 2018, he has served as Party Secretary and the Chairman of Xinjiang New Energy (Group) Co., Ltd. Since December 2016, Mr. Gao has served as Party Secretary and Chairman of Xinjiang Wind Energy, a substantial shareholder of the Company. Mr. Gao was appointed as a non-executive Director of the Company in March 2017.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Gao does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Gao as a non-executive Director.

Ms. Gu Hongmei (古紅梅女士)

Ms. Gu Hongmei (“**Ms. Gu**”), aged 50, is currently a non-executive Director. Ms. Gu is a PhD is and a vice research associate. From July 1991 to February 1994, Ms. Gu served as a senior public relations officer, public relations manager of Holiday Hotel in China and she was responsible for various business operations of the hotel. She was a senior publisher, general manager of Beijing representative office of Hong Kong Yishi Press from April 1994 to February 1995. Ms. Gu was a principle staff member, deputy chief of Foreign Affairs Office of Haidian District of Beijing from February 1995 to November 1995. She served as a deputy director and a director in the Tourist Administration of Haidian District of Beijing from November 1995 to December 2006. Ms. Gu concurrently served as an assistant to the district mayor, deputy director of Development and Construction Commission of the North and office director of Development Office of the People’s Government of Haidian District, Beijing from December 2006 to July 2010. Ms. Gu served as Officer of the People Commerce Commission of Haidian District, Beijing from July 2010 to November 2010. She served as a Vice Principal of Beijing Union University from November 2010 to March 2016, and served as a director of Endowment Insurance in the Global Insurance Business Division of Anbang Insurance Group from March 2016 to December 2016. Ms. Gu has been a chairman of Hexie Health Insurance Co., Ltd. since December 2016 and a director of Financial Street Holdings Co., Ltd. since August 2018 and a non-executive Director of the Company since October 2018.

As at the Latest Practicable Date, save for the information disclosed in this circular, Ms. Gu does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Gu as a non-executive Director.

Mr. Lu Hailin (盧海林先生)

Mr. Lu Hailin (“**Mr. Lu**”), aged 47, master degree, senior accountant, registration tax expert and Securities Qualification Professional level II. He currently serves as chief accountant and general counsel of China Three Gorges New Energy Co., Ltd. From January 1999 to July 2003, Mr. Lu served as accountant of the Finance Department of China International Water & Electric Corporation and Chief Accountant stationed in Ghana. From July 2003 to April 2006, he served as Deputy Factory Director and Chief Accountant of Printing Factory of Water Conservancy and Electric Power Publishing House. From April 2006 to August 2007, he served as Deputy Director of the Financial Centre of China Water Investment Group Corporation. From August 2007 to July 2010, he served as Director of the Asset Finance Department (Financial Centre) of China Water Investment Group Corporation. From July 2010 to November 2015, he served as Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd. From November 2015 to April 2016, he served as Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd. From April 2016 to July 2017, he served as Chief Economist and Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd. From July 2017 to July 2018, he served as Chief Accountant, Chief Economist and Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd. From July 2018 to September 2018, he served as Chief Accountant and Chief Economist of China Three Gorges New Energy Co., Ltd. From September 2018 to April 2019, he served as Chief Accountant of China Three Gorges New Energy Co., Ltd. Since April 2019, he has served as Chief Accountant and General Counsel of China Three Gorges New Energy Co., Ltd. Mr. Lu is currently a supervisor of China Three Gorges Group Fujian Energy Investment Co., Ltd.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Lu does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Lu as a non-executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS**Dr. Tin Yau Kelvin Wong (黃天祐博士)**

Dr. Tin Yau Kelvin Wong (“**Dr. Wong**”), aged 59, is currently an independent non-executive Director. He obtained his Master of Business Administration from Andrews University in Michigan, the USA and his Doctorate of Business Administration from The Hong Kong Polytechnic University. He currently serves as executive director and deputy managing director of COSCO SHIPPING Ports Limited, which is a company listed on the Hong Kong Stock Exchange. Dr. Wong previously served as an independent non-executive Director of the Company from June 2011 to June 2016 and was appointed as an independent non-executive Director of the Company again in October 2016.

Dr. Wong served as the credit analysis of Wing Lung Bank Co., Ltd. between 1985 to 1987; as credit manager of Tokyo Bank between 1987 to 1988; as credit manager and securities analysis of French Credit Lyonnais between 1988 to 1991; as senior finance manager of Chuang’s China between 1992 to 1994; as corporate development general manager of Termbray IND between 1994 to 1996; and serves as executive director and deputy managing director of COSCO SHIPPING Ports Limited from 1996.

Dr. Wong is currently the past chairman of The Hong Kong Institute of Directors, the chairman of Financial Reporting Council, a member of the Operations Review Committee of the ICAC and a member of the Hong Kong Management Association. Dr. Wong was appointed as Justice of the Peace by the Government of Hong Kong Special Administrative Region in 2013.

Dr. Wong is concurrently an independent non-executive Director of China ZhengTong Auto Services Holdings Limited, I.T Limited, Huarong International Financial Holdings Limited and Bank of Qingdao Co., Ltd. The securities of the above companies are listed on the Hong Kong Stock Exchange. He is also an independent non-executive Director of Shanghai Fosun Pharmaceutical (Group) Co., Ltd. and the securities of which are listed on the Hong Kong Stock Exchange and the Shanghai Stock Exchange.

As at the Latest Practicable Date, save for the information disclosed in this circular, Dr. Wong does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Dr. Wong does not hold any position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Dr. Wong as an independent non-executive Director.

Mr. Wei Wei (魏煒先生)

Mr. Wei Wei (“**Mr. Wei**”), aged 54, holds a PhD in Management Science and Engineering from Huazhong University of Science and Technology. He is currently a professor of Peking University HSBC Business School. From May 1990 to August 2000, Mr. Wei served as Associate Professor in the Faculty of Management Engineering of Xinjiang Institute of Technology. From August 2000 to December 2013, he served as Associate Professor in the School of Economics and Management of Xinjiang University. From June 2014 to July 2016, he was a Postdoctoral Fellow at the China Center for Economic Research of Peking University. Since July 2016, he has served as Professor of Peking University HSBC Business School.

Mr. Wei is concurrently an independent director of AVIC International Holdings Limited and a non-independent director of Wuxi Hodgen Technology Co., Ltd.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Wei does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Mr. Wei does not hold any position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wei as an independent non-executive Director.

Ms. Yang Jianping (楊劍萍女士)

Ms. Yang Jianping (“**Ms. Yang**”), aged 52, graduated from the Central University of Finance and Economics. She is currently a partner, Vice President, Chief Assessor of Zhongshui Zhiyuan Assets Appraisal Co., Ltd. She is a Certified Public Accountant (CPA), Certified Property Valuer (CPV), Certified Risk Appraiser (CRAP), International Certified Valuation Specialist (IACVA), fellow of Royal Institution of Chartered Surveyors (RICS) and M&A trader. She is a member of the Education and Training Committee of China Appraisal Society, member of the Professional Technical Steering Committee of Beijing Appraisal Society, member of the Technical Assistance Committee of Small & Medium-Sized Appraisal Organizations, and continuing education trainer of China Appraisal Society. She is one of the first gold medal members of the assets appraisal industry in the PRC and one of the first leading talents in the assets appraisal industry. She is a part-time postgraduate off-site tutor of the Central University of Finance and Economics, Capital University of Economics and Business and Shandong University of Business and Technology. She is also a project appraisal expert of large-scale state-owned enterprises such as SASAC, the Ministry of Finance, COFCO Group, China North Industries Group Corporation, etc.

From May 1992 to September 1993, Ms. Yang served as Manager of the Finance Department of Beijing LesKang Co., Ltd. From October 1993 to December 1997, she served as Project Manager of China Tong Cheng Assets Appraisal Co., Ltd. From January 1998 to December 1999, she served as Senior Project Manager of Zhonghua Accounting Firm. From January 2000 to December 2011, she served as partner, Vice President and Chief Valuer of Zhongtianhua Asset Appraisal Co., Ltd. Since January 2012, she has served as partner, Vice President and Chief Valuer of Zhongshui Zhiyuan Assets Appraisal Co., Ltd.

Ms. Yang is concurrently an Independent Director of Guangzhou Seagull Kitchen & Bath Products Co., Ltd. and an Independent Director of Jinzhong Kaifaqu Rural Commercial Bank Company Limited.

As at the Latest Practicable Date, save for the information disclosed in this circular, Ms. Yang does not hold any interest in the Company’s securities within the meaning of Part XV of the SFO and does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Ms. Yang does not hold any position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Yang as an independent non-executive Director.

SUPERVISORS

Mr. Han Zongwei (韓宗偉先生)

Mr. Han Zongwei (“**Mr. Han**”), aged 38, holds a Master’s degree. He obtained an MBA from Nankai University. He is currently the Director of the Asset Finance Department of Three Gorges New Energy Co., Ltd., one of the substantial shareholder of the Company. From July 2006 to September 2008, Mr. Han served as employee, Business Manager and Senior Director of the Financial Centre of China Water Investment Group Corporation. From September 2008 to April 2009, he served as Senior Director of the Financial Centre of China Water Investment Group Corporation and Deputy Manager of the Finance Department of Guoshui Investment Group Baotou Wind Power Science Technology Co., Ltd. From April 2009 to July 2010, he served as Senior Director of the Financial Centre of China Water Investment Group Corporation, as well as Deputy Manager and Manager of the Finance Department of Guoshui Group Huade Wind Power Co., Ltd. From July 2010 to February 2011, he served as Senior Director of the Asset Finance Department of China Three Gorges New Energy Corporation and Manage of the Finance Department of Guoshui Group Huade Wind Power Co., Ltd. From February 2011 to September 2011, he served as Manager of the Finance Department of Guoshui Group Huade Wind Power Co., Ltd., as well as Financial Controller and Chief Financial Officer of Beijing Xingqiyuan Energy Conservation Technology Co., Ltd. From September 2011 to December 2013, he served as Senior Manager and Assistant Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd., as well as Chief Financial Officer of Beijing Xingqiyuan Company. From December 2013 to July 2018, he served as Deputy Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd. Since July 2018, he has served as Director of the Asset Finance Department of China Three Gorges New Energy Co., Ltd.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Han does not hold any interest in the Company's securities within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the "**Listing Rules**"), nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Han as a Supervisor.

Mr. Luo Jun (洛軍先生)

Mr. Luo Jun ("**Mr. Luo**"), aged 52, is currently a Supervisor. Mr. Luo holds a bachelor's degree and is an accountant. He previously served as an employee of finance department and reform office and the head of equity management office of Xinjiang Wind Power Co., Ltd. ("**Xinjiang Wind Power**"), a substantial shareholder of the Company, between 2002 and 2013. Mr. Luo previously served as the director of asset management department of Xinjiang Wind Power between May 2013 to March 2017. He currently serves as the secretary of the board and director. He was appointed as a Supervisor in May 2004.

Mr. Luo currently also serves as a director of Xinjiang Xinfengqi Energy Services Co., Ltd., Xi'an Guoshui Wind Power Co., Ltd. and Xinjiang New Energy Research Institution Co., Ltd.; and an executive director of Xinjiang Yutian New Wind Power Generation Co., Ltd., Urumqi Tianpeng Wind Power Generation Co., Ltd., Xinjiang Tianxiang Wind Power Generation Co., Ltd., Buerjin Tianpeng New Energy Limited Company, Urumqi Xinfeng Tianxiang New Energy Limited Company and Fuyun Tianxiang New Energy Co., Ltd. All of the aforementioned companies are private companies.

As at the Latest Practicable Date, save for the information disclosed in this circular, Mr. Luo does not hold any interest in the Company's securities within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Luo as a Supervisor.

Ms. Xiao Hong (肖紅女士)

Ms. Xiao Hong (“**Ms. Xiao**”), aged 52, graduated from Zhongnan University of Economics and Law with a bachelor degree. Ms. Xiao served as chief accountant of Xinjiang Wind Power Research Laboratory from September 1999 to December 2001. Ms. Xiao served as chief accountant of Xinjiang Wind Power from January 2002 to February 2005. Ms. Xiao served as manager of finance department of Xinjiang Wind Power, one of the substantial shareholders of the Company, from March 2005 to April 2013. Ms. Xiao served as finance director of Xinjiang Wind Power Co., Ltd. from May 2013 until now. Ms. Xiao has served as Supervisor since June 2017.

Ms. Xiao currently also serves as supervisor of Xinjiang Xinfengqi Energy Services Co., Ltd., Xi'an Guoshui Wind Power Co., Ltd., Xinjiang New Energy Research Institution Co., Ltd., Xinjiang Yutian New Wind Power Generation Co., Ltd., Urumqi Tianpeng Wind Power Generation Co., Ltd., Xinjiang Tianxiang Wind Power Generation Co., Ltd., Buerjin Tianpeng New Energy Limited Company, Urumqi Xinfeng Tianxiang New Energy Limited Company and Fuyun Tianxiang New Energy Co., Ltd. All of the aforementioned companies are private companies.

As at the Latest Practicable Date, save for the information disclosed in this circular, Ms. Xiao does not hold any interest in the Company's securities within the meaning of Part XV of the SFO and does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed in this circular, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Xiao as a Supervisor.

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) for the year ended 31 December 2018 will be held at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 14:30 p.m. on Friday, 21 June 2019 for the purposes of considering and, if thought fit, approving the following matters:

AS SPECIAL RESOLUTION:

1. To consider and approve the Provision 15.19 of the proposed amendment of articles of association.
2. To consider and approve the proposed issue of bonds and asset-backed securities inside or outside of the PRC.

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year of 2018.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2018.
3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2018.
4. To consider and approve the final dividend distribution for the year ended 31 December 2018.
5. To consider and approve the annual report of the Company for the year of 2018.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and approve the provision of letter of guarantee by the Company for the benefit of its subsidiaries with a total amount of not more than RMB10 billion during 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 2020.
7. To consider and approve the proposed provision of new guarantees by the Company for its 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 2020, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto.
8. To consider and approve the proposed operation of exchange rate hedging business with a total amount of not more than USD1 billion and the interest rate hedging business with a total amount of not more than USD1 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 2020.
9. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the PRC auditors of the Company and Ernst & Young as the international auditors of the Company to hold office for one year, and authorise the Board to determine their remunerations, respectively.
10. To consider and approve the remuneration of the Directors of the Seventh Session of the Board and the independent non-executive Directors.
11. To consider and approve the remuneration of the Supervisors of the Seventh Session of the Supervisory Committee.
12. To consider and approve the re-election/appointment of the following directors as executive and non-executive directors of the Company (the “**Directors**”) for the seventh session of the Board:
 - (1) Mr. Wu Gang as an executive Director;
 - (2) Mr. Wang Haibo as an executive Director;
 - (3) Mr. Cao Zhigang as an executive Director;
 - (4) Mr. Gao Jianjun as a non-executive Director;
 - (5) Ms. Gu Hongmei as a non-executive Director;
 - (6) Mr. Lu Hailin as a non-executive Director;

NOTICE OF ANNUAL GENERAL MEETING

13. To consider and approve the re-election/election of the following directors as independent non-executive Directors of the Company for the seventh session of the Board:
- (1) Dr. Tin Yau Kelvin Wong as an independent non-executive Director;
 - (2) Mr. Wei Wei as an independent non-executive Director;
 - (3) Ms. Yang Jianping as an independent non-executive Director.
14. To consider and approve the re-election/election of the following supervisors as supervisors of the Company (the “**Supervisors**”) for the seventh session of the Supervisory Committee:
- (a) Mr. Han Zongwei as a Supervisor;
 - (b) Mr. Luo Jun as a Supervisor;
 - (c) Ms. Xiao Hong as a Supervisor.

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

6 May 2019

As at the Latest Practicable Date, the executive directors of the Company are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; the non-executive directors are Mr. Gao Jianjun, Mr. Zhao Guoqing and Ms. Gu Hongmei; and the independent non-executive directors are Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng and Mr. Luo Zhenbang.

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.

NOTICE OF ANNUAL GENERAL MEETING

2. The register of members of the Company will be closed from Wednesday, 22 May 2019 to Friday, 21 June 2019 (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 Tuesday, 21 May 2019 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 Tuesday, 21 May 2019.
3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2018, the Company's H Share register of members will be closed from Thursday, 27 June 2019 to Thursday, 4 July 2019 (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 Wednesday, 26 June 2019 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 Wednesday, 26 June 2019.
4. The instruments appointing a proxy must be in writing under the hand of a shareholder or duly authorised 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 authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney or other authorisation documents authorising that attorney to sign must be notarised.
5. The proxy form together with the power of attorney or other authorisation 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 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 Friday, 31 May 2019 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.