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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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Xinjiang Goldwind Science & Technology Co., Ltd.* (the “**Company**”) will be held at Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 23 December 2022 for the purposes of considering and, if thought fit, approving the following matters.

SPECIAL RESOLUTIONS:

1. To consider and approve the motion on the proposed amendments to the Articles of Association. Please refer to the circular of the Company dated 7 November 2022 for details.
2. To consider and approve the motion on the proposed amendments to the Rules of Procedure for the General Meeting. Please refer to the circular of the Company dated 7 November 2022 for details.

* For identification purpose only

ORDINARY RESOLUTIONS:

3. To consider and approve the motion on the remuneration of the chairman of the eighth session of the board of the Company. Please refer to the circular of the Company dated 7 November 2022 for details.
4. To consider and approve the motion on the application for the estimated annual cap for connected transactions conducted in the ordinary course of business (A share) for 2023. Please refer to Appendix I for details.
5. To consider and approve the recommendation of Mr. Wang Yili (王義禮) as a non-executive director of the Company. Please refer to the circular of the Company dated 7 November 2022 for details.

By order of the Board

Xinjiang Goldwind Science & Technology Co., Ltd.*

MA Jinru

Company Secretary

7 November 2022

Notes:

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. A proxy of a shareholder may vote on a poll. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only 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 Wednesday, 23 November 2022 to Friday, 23 December 2022 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM. During the above-mentioned period, no share transfer will be registered. Holders of H Shares whose names appear on the register of members as at the close of business on Tuesday, 22 November 2022 are entitled to attend the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at 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, 22 November 2022.

3. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. 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 authorising that attorney to sign or other authorisation documents must be notarised.
4. The proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Office of Secretary of the Board of the Company, at the H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, for holders of the H Shares not less than 24 hours before the time fixed for holding the EGM 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.

5. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the Office of Secretary of the Board of the Company at the address as stated in Note 6 below on or before 5:00 p.m. on Friday, 2 December 2022 by hand, by post or by fax.
6. The contact details of the Office of Secretary of the Board of the Company are as follows:

No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC
Telephone No.: +86 10-67511888
Facsimile No.: +86 10-67511985
7. The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.

APPENDIX I
APPLICATION FOR THE ESTIMATED ANNUAL CAP
FOR CONNECTED TRANSACTIONS
CONDUCTED IN THE ORDINARY COURSE
OF BUSINESS (A SHARE) FOR 2023

I. OVERVIEW OF CONNECTED TRANSACTIONS

In accordance with the SZSE Listing Rules and the possible connected transactions conducted in the ordinary course of business between Xinjiang Goldwind Science & Technology Co., Ltd.* (the “**Company**”) and its connected persons in 2023, the fifth meeting of the eighth session of the board of the Company considered and approved the Resolution regarding the Application for the Estimated Annual Cap for Connected Transactions conducted in the ordinary course of business (A Share) for 2023 on 26 October 2022. The connected directors Mr. Lu Hailin abstained from voting for the relevant motion. Details of connected transactions are followings.

Unit: RMB ten thousand

Connected transactions conducted in the ordinary course of business	Business type	January to September 2022		2023
		Actual transacted amount	Proportion in similar activities	Estimated cap
China Three Gorges New Energy (Group) Co., Ltd.* and its holding subsidiaries	Sales of product	63,031	3.63%	845,524

The estimated cap shall be submitted to the shareholders’ general meeting of the Company for consideration in respect of connected transactions thereof conducted in the ordinary course of business between the Company and China Three Gorges New Energy (Group) Co., Ltd.* (“**Three Gorges Energy**”) and its holding subsidiaries. Connected shareholders Three Gorges Energy will abstain from voting at the general meeting.

II. BASIC INFORMATION OF CONNECTED PERSONS

Three Gorges Energy

1. *Basic Information*

Legal representative:	Wang Wubin
Registered capital:	RMB28,571 million
Date of incorporation:	5 September 1985
Address:	Room 206-23, 2nd Floor, Building 1, Gongyuan Street No.1, Tongzhou District, Beijing, PRC.
Main businesses:	development and investment of wind and solar power; investment of clean energy, hydro works, hydro power, power generation, water supply, desilting, coastal reclamation, environmental works, agriculture, livestock, and tourism; investment consulting; asset management and investment consulting; manufacturing and sales of mechanical equipment sets and components; domestic hydro works and power generation project and international tendering contracting; technical and information consulting services related to the above areas.
Ownership structure:	Three Gorges Energy is a 48.92%-owned holding subsidiary of the China Three Gorges Group Co., Ltd.* (中國長江三峽集團有限公司), which is wholly owned by and its actual controller is the State-owned Assets Supervision and Administration Commission of the State Council.

2. *Financial Statements*

As of 31 December 2021, the total assets and net assets of Three Gorges Energy were RMB217,196.4480 million and RMB76,595.2767 million, respectively. Three Gorges Energy realized operating revenue of RMB15,484.1058 million and net profits of RMB6,086.1970 million from January to December 2021.

As of 30 June 2022, the total assets and net assets of Three Gorges Energy were RMB249,583.6099 million and RMB84,735.0022 million, respectively. Three Gorges Energy realized operating revenue of RMB12,129.2718 million and net profits of RMB5,726.0466 million from January to June 2022.

3. *Connected Relations with the Company*

Three Gorges Energy is a main shareholders of the Company, holding 352,723,945 A shares of the Company, representing for 8.35% of the Company's total issued shares. At the same time, Mr. Lu Hailin is a senior management of Three Gorges Energy. The above qualifies as connected persons under paragraphs 2 (iii) and (iv) of Rules 6.3.3 of the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange.

4. *Contract Fulfilment Analysis*

Three Gorges Energy is in normal operation and sound financial positions, and possesses the capability to fulfil its contracts.

5. *upon enquiry, Three Gorges Energy is not a dishonest person subject to enforcement.*

III. MAIN CONTENTS OF CONNECTED TRANSACTIONS

(1) Pricing Terms and Principles

The price will be determined by the following principles in hierarchical order:

1. Price Determined by Tender

Since connected persons are state-owned enterprises, sales of WTGs, parts and components to the connected persons are required to be conducted mainly through tender. The Company, as the tenderer, shall submit tender documents in response to the invitation to tender.

The Company formulates tender documents in accordance with wind test results of test sites and tender requirements. Tender documents set out major regulations and major terms for completing the contracts, including many tender requirements such that the WTGs' allocation requirements, technical plans and quality assurance requirements. The terms and price in respect of sales of WTGs, parts and components will be determined through the tender.

During the tendering process, the tendering department of the Company is responsible for estimating the cost based on the scope, duration and degree of complexity (with reference to subcontractors' and suppliers' quotations) of the contracts, as well as prevailing market price. The estimated cost will be used by the Company to supervise the budget and control actual costs to be incurred.

2. *Price Determined by Marker Price*

For sales of parts and components that do not require tender according to the *Tendering and Bidding Law of the PRC* (《中華人民共和國招標投標法》), on the premise that the price is not lower than costs, the Company determines the price and terms with reference to the prevailing market price and the quality assurance requirements of the parts and components, the requirements of contracts, and the risks involved. Reference is made to the average transaction price of the same or similar products provided by the Company in at least two independent third party transactions in the ordinary and usual course of business. The terms and price in respect of sales of products conducted by the Company shall be consistent with those conducted to the independent third parties.

The Company has formulated a series of monitoring system and formed a professional team to carry out its product sales. In accordance monitoring procedures, the sales center works with other departments including the financial center, audit and supervisory department, and law department to ensure the terms and price in respect for selling products by the Company to the connected persons shall be consistent with those available to independent third parties.

(2) *Details of Entering Agreements*

In accordance with actual demands and market price, the Company will enter into relevant agreements on each individual transaction thereunder with connected person.

IV. PURPOSE OF CONNECTED TRANSACTIONS AND IMPACT ON THE LISTED COMPANY

The estimated annual cap for connected transaction conducted in the ordinary course of business between the Company and its connected persons is determined by the Company's actual operating demands and the price is determined by fair market price. Such transaction is subject to normal and necessary business activities. The Company conducting connected transactions conducted in the ordinary course of business do not rely on any members of connected persons, nor does it prejudice the interests of the Company and its shareholders. Such transactions thereunder have no adverse impact on the current and future financial position and operating results of the Company, and do not affect the independent operations of the Company.

As of the date of this notice, the executive Directors of the Company are Mr. Wu Gang, Mr. Cao Zhigang and Mr. Wang Haibo; the non-executive Directors of the Company are Mr. Lu Hailin and Mr. Gao Jianjun; and the independent non-executive Directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.