
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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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 CHANGE OF COMPANY NAME
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR
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 2022 to be held at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 20 June 2023 is set out on pages 11 to 14 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 2022 are enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.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.

* *For identification purpose only*

4 May 2023

CONTENTS

DEFINITIONS	1
 LETTER FROM THE BOARD	
1. INTRODUCTION.....	3
2. PROPOSED CHANGE OF COMPANY NAME	4
3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION	5
4. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR.....	8
5. ANNUAL GENERAL MEETING.....	10
6. RECOMMENDATION	10
 NOTICE OF ANNUAL GENERAL MEETING	 11
 APPENDIX I – ISSUE OF BONDS AND ASSET-BACKED SECURITIES INSIDE OR OUTSIDE THE PRC	 15
 APPENDIX II – PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES	 17
 APPENDIX III – PROPOSED PROVISION OF LETTER OF GUARANTEE BY THE COMPANY FOR ITS SUBSIDIARIES	 20
 APPENDIX IV – PROVISION OF GUARANTEES FOR AN ASSOCIATE COMPANY AUSTRALIA WHITE ROCK WIND FARM	 21

DEFINITIONS

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

“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;
“Amendments to the Articles”	the proposed amendments to the Articles of Association according to the Change of Company Name and relevant requirements of Guidelines for Articles of Association of Listed Companies, the particulars of which are set out on pages 5 to 8 of this circular;
“AGM” or “Annual General Meeting”	the annual general meeting, or any adjournment thereof, of the Company for the year ended 31 December 2022 to be convened at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 20 June 2023, the notice of which is set out on pages 11 to 14 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;
“Chairman”	chairman of the Board;
“Change of Company Name”	the proposed change of the Chinese name of the Company from “新疆金風科技股份有限公司” to “金風科技股份有限公司”, and the English name of the Company from “Xinjiang Goldwind Science & Technology Co., Ltd.” to “Goldwind Science & Technology Co., Ltd.”;
“Company” or “Goldwind”	Xinjiang Goldwind Science & Technology Co., Ltd., a joint stock limited liability company incorporated in the PRC on 26 March 2001;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“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”	26 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“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;
“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(ies)”	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; and
“SZSE”	Shenzhen Stock Exchange.

LETTER OF 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

Cao Zhigang

Non-executive Directors:

Gao Jianjun

Wang Yili

Independent non-executive Directors:

Yang Jianping

Tsang Hin Fun Anthony

Wei Wei

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

4 May 2023

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to set out the details of (1) the proposed Change of Company Name; (2) the proposed Amendments to the Articles; (3) the proposed election of non-executive Director; and (4) 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.

* *For identification purpose only*

LETTER OF THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made the Company's announcement dated 26 April 2023 in relation to, among others, the proposed Change of Company Name.

The Board proposed to change the Chinese name of the Company from “新疆金風科技股份有限公司” to “金風科技股份有限公司”, and the English name of the Company from “Xinjiang Goldwind Science & Technology Co., Ltd.” to “Goldwind Science & Technology Co., Ltd.”.

The English stock short name and the Chinese stock short name of the Company will remain unchanged.

REASONS FOR THE CHANGE OF COMPANY NAME AND ADOPTION OF NEW CHINESE AND ENGLISH COMPANY NAMES

With more than 20 years of experience in the wind power sector, the Company has more than 800 subsidiaries, and has developed from a regional enterprise to an enterprise with business coverage in 38 countries and regions. In order to more comprehensively and accurately reflect the current status of the Company's cross-regional business development and future strategic planning, effectively enhance the Company's brand value, and facilitate the development of various businesses, the Board proposed to change the name of the Company. The Board is of the view that the proposed Change of Company Name is in the interest of the Company and the Shareholders as a whole.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is subject to the following conditions:

- (i) the passing of the special resolution by the Shareholders at the AGM approving the Change of Company Name and the Amendments to the Articles; and
- (ii) the completion of the registration procedures for industrial and commercial change, registration of Articles, and other related matters by the Company.

Subject to the satisfaction of the conditions set out above, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

LETTER OF THE BOARD

EFFECT OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name will not affect any rights of the Shareholders. All existing share certificates in issue bearing the existing English and Chinese names of the Company will, after the Change of Company Name, continue to be evidence of the title and be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. Once the proposed Change of Company Name has become effective, new share certificates of the Company will be issued only in the new name of the Company and the securities of the Company will be traded on the Hong Kong Stock Exchange in the new name. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company.

3. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made the Company's announcement dated 26 April 2023 in relation to, among others, the proposed Amendments to the Articles.

According to the Change of Company Name and relevant requirements of Guidelines for Articles of Association of Listed Companies, the Board proposes to make following amendments to the Articles:

No.	Before amendments	After the proposed amendments
1	<p>Article 1.01</p> <p>These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of the Company and its shareholders and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the <i>Company Law of the PRC</i>, the <i>Securities Law of the PRC</i>, the <i>Mandatory Provisions</i>, and the <i>Guidelines on Articles of Association</i>, the <i>Rules for the General Meeting of Listed Company</i>, the <i>Listing Rules of Shenzhen Stock Exchange</i> and the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>.</p>	<p>Article 1.01</p> <p>These Articles of Association (these “Articles”) have been formulated in order to protect the lawful rights and interests of Goldwind Science & Technology Co., Ltd. and its shareholders and creditors, and to govern the activities and organization of the Company. These Articles are formulated in accordance with relevant national laws and administrative regulations, including the <i>Company Law of the PRC</i>, the <i>Securities Law of the PRC</i>, the <i>Mandatory Provisions</i>, and the <i>Guidelines on Articles of Association</i>, the <i>Rules for the General Meeting of Listed Company</i>, the <i>Listing Rules of Shenzhen Stock Exchange</i> and the <i>Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited</i>.</p>

LETTER OF THE BOARD

No.	Before amendments	After the proposed amendments
2	<p>Article 1.02</p> <p>Registered corporate name:</p> <p>Chinese: 新疆金風科技股份有限公司</p> <p>English: XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.</p>	<p>Article 1.02</p> <p>Registered corporate name:</p> <p>Chinese: 金風科技股份有限公司</p> <p>English: GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.</p>
3	<p>Article 8.02</p> <p>The shareholders' general meeting shall exercise the functions and powers to:</p> <p>(1) decide on the business policies and investment plans of the Company;</p> <p>(2) elect and replace Directors and non-employee represented Supervisors, and decide on matters concerning the remuneration of Directors and Supervisors;</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the Supervisory Committee;</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company's plans for profit distribution and making up losses;</p> <p>(7) make resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(8) make resolutions concerning the issuance of corporate bonds;</p> <p>(9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company;</p>	<p>Article 8.02</p> <p>The shareholders' general meeting shall exercise the functions and powers to:</p> <p>(1) decide on the business policies and investment plans of the Company;</p> <p>(2) elect and replace non-employee Directors and Supervisors, and decide on matters concerning the remuneration of Directors and Supervisors;</p> <p>(3) deliberate and approve reports of the Board;</p> <p>(4) deliberate and approve reports of the Supervisory Committee;</p> <p>(5) deliberate and approve the annual financial budget and final account proposals of the Company;</p> <p>(6) deliberate and approve the Company's plans for profit distribution and making up losses;</p> <p>(7) make resolutions concerning the increase or reduction of the Company's registered capital;</p> <p>(8) make resolutions concerning the issuance of corporate bonds;</p> <p>(9) make resolutions on matters such as the mergers, divisions, dissolution, liquidation, or changes to the structure of the Company;</p>

LETTER OF THE BOARD

No.	Before amendments	After the proposed amendments
	<p>(10) amend these Articles;</p> <p>(11) make resolutions on the employment, dismissal, or non-renewal of the accounting firms by the Company;</p> <p>(12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares;</p> <p>(13) deliberate and approve the guarantees described in Article 8.03 of these Articles;</p> <p>(14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide the connected transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE;</p> <p>(16) deliberate and approve changes to the usage of raised funds;</p> <p>(17) deliberate the stock option incentive plan and employee shareholding schemes;</p> <p>(18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company.</p>	<p>(10) amend these Articles;</p> <p>(11) make resolutions on the employment, dismissal, or non-renewal of the accounting firms by the Company;</p> <p>(12) deliberate the proposals raised by shareholders representing 3% or more of the Company's voting shares;</p> <p>(13) deliberate and approve the guarantees described in Article 8.03 of these Articles;</p> <p>(14) deliberate the Company's (including its Subsidiaries') significant acquisition or sales of material assets conducted within the period of one year with a value exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide the connected transactions as required to be decided in the shareholders' general meetings in accordance with the provisions of the SZSE;</p> <p>(16) deliberate and approve changes to the usage of raised funds;</p> <p>(17) deliberate the stock option incentive plan and employee shareholding schemes;</p> <p>(18) deliberate other matters as required to be decided in the shareholders' general meetings in accordance with laws, administrative regulations, departmental regulations, these Articles, and the listing rules of the place of listing of the Company.</p>

LETTER OF THE BOARD

No.	Before amendments	After the proposed amendments
4	<p>Article 22.04</p> <p>The following words shall have the following meanings in these Articles, excluding different meaning when viewed in context:</p> <p>“The Company” Xinjiang Goldwind Science & Technology Co., Ltd.</p>	<p>Article 22.04</p> <p>The following words shall have the following meanings in these Articles, excluding different meaning when viewed in context:</p> <p>“The Company” Goldwind Science & Technology Co., Ltd.</p>

Save for the aforesaid proposed Amendments to the Articles, the other provisions of the Articles remain unchanged.

The proposed Amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution at the AGM and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

The English version of the Articles is an unofficial translation of its Chinese version and is for reference only. In case of any discrepancies, the Chinese version shall prevail.

4. PROPOSED ELECTION OF NON-EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated 26 April 2023 in relation to the proposed election of non-executive Director. Based on the recommendation of China Three Gorges New Energy (Group) Co., Ltd., a shareholder of the Company, and the review by the nomination committee of the Company, the Board proposed to elect Ms. Yang Liying (楊麗迎) (“**Ms. Yang**”) as a non-executive Director. The term of office of Ms. Yang shall expire upon the expiry of the term of the eighth session of the Board.

LETTER OF THE BOARD

Ms. Yang, aged 41, graduated from Tsinghua University with a master's degree in law. Ms. Yang served as an assistant to the Public Administration Department of China Three Gorges Project Corporation Junction Management Bureau from July 2008 to September 2009, an assistant to the Public Administration Department of China Three Gorges Corporation Junction Management Bureau from September 2009 to August 2011, the chief officer of the General Office of China Three Gorges Corporation from August 2011 to June 2015, and the chief officer of the Legal Affairs Department of China Three Gorges Corporation from June 2015 to February 2017. She also served as the deputy director of Legal Affairs Division One under the Legal Affairs Department of China Three Gorges Corporation from February 2017 to August 2020, the chief officer of the Legal Affairs Department of China Three Gorges New Energy (Group) Co., Ltd., whose securities are listed on the Shanghai Stock Exchange, from August 2020 to August 2021, and the chief officer of the Legal and Compliance Department (Corporate Management Department) of China Three Gorges New Energy (Group) Co., Ltd. from August 2021 to March 2023. She has been the chief officer of the Investment, Merger and Acquisition Department and the Investment, Merger and Acquisition Center of China Three Gorges New Energy (Group) Co., Ltd. since March 2023.

As at the Latest Practicable Date, Ms. Yang (i) does not have any interests in the Company's securities within the meaning of Part XV of the Securities and Futures Ordinance; (ii) does not have any relationship with any Directors, senior management, or substantial shareholders of the Company save as disclosed above; (iii) does not hold any other position with the Company or any other member of the group of companies of which the Company forms part save as disclosed above; (iv) does not have any major appointments and professional qualifications save as disclosed above; and (v) has not held any directorship in other listed public companies in the last three years save as disclosed above.

Save as disclosed in this circular, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of shareholders of the Company in relation to the proposed election of Ms. Yang as a non-executive Director.

Subject to the approval of shareholders of the Company at the AGM, the Company will enter into a service contract with Ms. Yang, which will state, among other things, her annual remuneration and length of service. Ms. Yang as a non-executive Director will not receive any remuneration from the Company.

LETTER OF THE BOARD

5. ANNUAL GENERAL MEETING

The Annual General Meeting is proposed to be held at Conference Room, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 20 June 2023, at which resolutions to be approved, include, among other things, (1) the proposed Change of Company Name; (2) the proposed Amendments to the Articles; and (3) the proposed election of non-executive Director. The details of the resolutions to be proposed at the AGM has been set out in the Notice of Annual General Meeting on pages 11 to 14 of this circular.

The register of members of the Company will be closed from Sunday, 21 May 2023 to Tuesday, 20 June 2023 (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, 19 May 2023 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, 19 May 2023.

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

6. 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

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 2022 will be held at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 20 June 2023 for the purposes of considering and, if thought fit, approving the following matters. Unless otherwise stated, the capitalized used herein shall have the same meanings as defined in the circular of the Company dated 4 May 2023.

SPECIAL RESOLUTIONS:

1. To consider and approve the issue of bonds and asset-backed securities inside or outside the PRC. Please refer to Appendix I for details.
2. To consider and approve the proposed Change of Company Name. Please refer to the circular of the Company dated 4 May 2023 for details.
3. To consider and approve the proposed Amendments to the Articles. Please refer to the circular of the Company dated 4 May 2023 for details.

ORDINARY RESOLUTIONS:

4. To consider and approve the report of the board of directors (the “**Directors**”) of the Company (the “**Board**”) for the year of 2022.
5. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2022.
6. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2022.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and approve the final dividend distribution for the year ended 31 December 2022.
8. To consider and approve the annual report of the Company for the year of 2022.
9. To consider and approve the proposed operation of exchange rate hedging business with a total amount of not more than USD2 billion and the interest rate hedging business with a total amount of not more than USD500 million during the period from the date of passing this resolution until the date of the annual general meeting of the Company for the year ending 31 December 2023.
10. To consider and approve the proposed provision of new guarantees by the Company for its Subsidiaries with a total amount of not more than RMB20 billion during the period from the date of passing of this resolution until the date of the annual general meeting of the Company for the year ending 31 December 2023, 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. Please refer to Appendix II for details.
11. 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 date of the annual general meeting of the Company for the year ending 31 December 2023. Please refer to Appendix III for details.
12. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the PRC auditor of the Company and Deloitte Touche Tohmatsu as the international auditor of the Company to hold office from the date of passing of this resolution until date of the annual general meeting of the Company for the year ending 31 December 2023, and authorise the Board to determine their remuneration, respectively.
13. To consider and approve the proposed provision of parent company guarantee based on shareholding ratio for the refinancing of the White Rock Wind Farm project in Australia. Please refer to Appendix IV for details.
14. To consider and approve the election of Ms. Yang Liying (楊麗迎) as a non-executive Director of the Company. Please refer to the circular of the Company dated 4 May 2023 for details.

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

4 May 2023

NOTICE OF ANNUAL GENERAL MEETING

As of the date of this announcement, the executive directors of the Company are Mr. Wu Gang and Mr. Cao Zhigang; the non-executive directors of the Company are Mr. Gao Jianjun and Mr. Wang Yili; and the independent non-executive directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.

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 Sunday, 21 May 2023 to Tuesday, 20 June 2023 (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, 19 May 2023 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, 19 May 2023.
3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2022, the Company's H Share register of members will be closed from Wednesday, 28 June 2023 to Wednesday, 5 July 2023 (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 Tuesday, 27 June 2023 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 Tuesday, 27 June 2023.
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 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 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 Tuesday, 30 May 2023 by hand, by post or by fax.

NOTICE OF ANNUAL GENERAL MEETING

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.
9. If the AGM is seriously affected by a typhoon or bad weather condition, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

APPENDIX I ISSUE OF BONDS AND ASSET-BACKED SECURITIES INSIDE OR OUTSIDE THE PRC

In order to meet the operation and development needs of Xinjiang Goldwind Science & Technology Co., Ltd.* and its subsidiaries, the Board has approved the proposed issue of the bonds and asset-backed securities (“**Bonds and Asset-Backed Securities**”) inside or outside the PRC.

According to the laws and regulations of the PRC and the Articles of Association, the proposed issue of the Bonds 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 (including the amount duly approved by an authorized organization within the Company and pending issuance), and the actual issue amount shall be within the scope set out by the regulatory authorities;
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 notes, long-term restricted medium-term notes, green debt financing instructions, corporate bonds, debt financing plans and perpetual bonds; one or several categories of asset-backed securities including but not limited to asset-backed securities (ABS), asset backed notes (ABN), and other types of bonds, asset-backed securities and asset backed notes issued in the domestic market and/or the international market denominated in RMB or foreign currencies as 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;

APPENDIX I ISSUE OF BONDS AND ASSET-BACKED SECURITIES INSIDE OR OUTSIDE THE PRC

Reasons for securities registration or issuance;	expand financing channels, including outbound and innovative financing, optimize financial structure and financing costs, and meet business development needs;
Use of Proceeds:	daily operation of the Company, including but not limited to the supplement of working capital, investment and operation of projects, the repayment of bank loans, etc.; and
Authorization of Period of Validity:	24 months from the date of the adoption of this motion at a Shareholders' general meeting. If the Board has authorized issuance within the period of validity, and the Company and its subsidiary holding company have obtained regulatory approval, license or registration, then the Company and its subsidiaries are permitted to complete the specific issuance within the valid period of such approval, license or registration.

2. AUTHORIZATION TO THE BOARD

The Board shall submit to the general meeting of the Shareholders to consider and, if thought fit, approve generally and unconditionally authorize the Board to deal with all matters relating to the proposed issue of the Bonds and Asset-Backed Securities within the period of validity with reference to the Company's specific needs and other market conditions, 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 securities 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;
- (3) Other matters relating to the issuance of Bonds or Asset-Backed Securities which are not mentioned above.

APPENDIX II PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) has made a forecast and analysis on the guarantees for the wholly-owned and controlled subsidiaries (the “**Subsidiaries**”) within the scope of the consolidated statements based on the overall production and operation, capital requirements and financing conditions in 2023, and proposes the provision of guarantees to the Subsidiaries within the scope of the consolidated statements (and among such Subsidiaries) starting from the date of the resolutions of the annual general meeting of the Company for the year ended 31 December 2022 (“**2022 AGM**”) and ending on the date of the resolutions of the annual general meeting of the Company for the year ending 31 December 2023 (“**2023 AGM**”). The specific details are as follows:

I. BASIC INFORMATION OF THE GUARANTEE

1. Types of guarantee

The guarantees to be provided for the Subsidiaries of the Company (including those to be provided among Subsidiaries) include financing guarantees and non-financing guarantees. Financing guarantees mainly include guarantees provided by the Company for the financing provided by banks or other financial institutions for domestic and overseas Subsidiaries. Non-financing guarantees refer to economic guarantee activities indirectly related to monetary funds, which mainly include guarantees for project performance and other businesses.

2. Guarantors and guaranteed parties

Guarantors:

The Company and the Subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2022 AGM and ending on the date of the resolutions of the 2023 AGM.

Guaranteed parties:

The Subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2022 AGM of the Company and ending on the date of the resolutions of the 2023 AGM.

APPENDIX II PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

3. Guarantee amount

The total amount of new guarantees for the year shall not exceed RMB20 billion, accounting for 52.50% of the audited net assets of the Company as of 31 December 2022 and 14.62% of the audited total assets of the Company as of 31 December 2022.

The distribution of the above new guarantee quota is as follows:

(Unit: RMB100 million)

Guarantor	Guaranteed parties	Shareholding percentage of the Guarantors	The balance of the guarantee as at 30 March 2023	The additional Guarantee amount	The percentage of the guarantee amount accounts for the latest net assets of the listed company	Whether related guarantees are provided
The Company and its wholly-owned and controlled subsidiaries within the scope of consolidated statements	Subsidiaries with gearing ratio over 70%	the wholly-owned and controlled subsidiaries within the scope of consolidated statements	34.50	100	26.25%	No
	Subsidiaries with gearing ratio below 70%	the wholly-owned and controlled subsidiaries within the scope of consolidated statements	1.29	100	26.25%	No
Total			35.79	200	52.50%	

The use of the above guarantee quotas under the guarantees to be provided for the controlled Subsidiaries by the Company is subject to the conditions that the Company will provide such guarantees based on the shareholding ratio, and other shareholders shall also provide same guarantees or counter-guarantees based on the shareholding ratio.

4. **Validity period of the guarantee amount:** from the date of the passing of the resolution at the 2022 AGM to the date of the 2023 AGM.
5. **Type of guarantee:** joint liability guarantee, guarantee, mortgage, pledge, etc.
6. **Authorization for approval:** The chairman of the Company is authorized to sign the guarantee contract and relevant legal documents within the validity period of the above-mentioned guarantee amount, and no further board meeting will be convened. The Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

APPENDIX II PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

II. CONSIDERATION OF THE BOARD

On 30 March 2023, at the ninth meeting of the eighth session of the Board, the Board considered and approved the Proposal on Providing Guaranteed Amount for the Subsidiaries within the scope of the consolidated statement, granting approval to the provision by the Company (and among Subsidiaries) of guarantee with an amount of not more than RMB10 billion for Subsidiaries within the scope of the consolidated statements with a gearing rate below 70%, and not more than RMB10 billion for Subsidiaries within the scope of the consolidated statements with a gearing rate above 70% (and among subsidiaries) starting from the date of the resolutions of the 2022 AGM and ending on the date of the resolutions of the 2023 AGM. The use of the above guarantee quotas under the guarantees to be provided for the controlled subsidiaries by the Company is subject to the conditions that the Company will provide such guarantees based on the shareholding ratio, and other shareholders shall also provide same guarantees or counter-guarantees based on the shareholding ratio.

Types of guarantee include joint liability guarantee, guarantee, mortgage, pledge, etc. The chairman of the Company is authorized to sign the guarantee contract and relevant legal documents within the validity period of the above-mentioned guarantee amount, and no further board meeting will be convened. The Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

III. IMPACT ON THE COMPANY

The provision of guarantees by the Company for its Subsidiaries and the provision of guarantees between Subsidiaries are conducive to improving financing efficiency and reducing financing costs, and can effectively guarantee the normal production and operation of the Subsidiaries. The above-mentioned provision of guarantees is in line with the needs of the Company's daily operations and is beneficial to the development of the Company's business.

The qualification, credit status and approval procedures for external guarantees of the above Subsidiaries of the Company are in compliance with the relevant provisions on external guarantees of the Company. It is expected that the above guarantees will not bring financial and legal risks to the Company. At the same time, the Company will reduce guarantee risks by improving guarantee management, strengthening financial internal control, monitoring the performance of the guaranteed parties' contracts and timely tracking the economic operation of the guaranteed parties.

APPENDIX III PROPOSED PROVISION OF LETTER OF GUARANTEE BY THE COMPANY FOR ITS SUBSIDIARIES

I. OVERVIEW

Xinjiang Goldwind Science & Technology Co., Ltd. (hereinafter referred to as the “**Company**” or “**Goldwind**”) will apply to the bank for the issuance of letters of guarantee on behalf of its subsidiaries according to the overall production and operation plan of the Company in 2023, in order to save financial expenses, reduce risks and strengthen capital management.

II. IMPLEMENTATION PLAN

1. Guarantee Amount under the Letters of Guarantee

Goldwind will apply to the bank on behalf of its subsidiaries for the issuance of letters of guarantee with an aggregate amount not exceeding RMB10 billion.

2. Term

The term shall commence from the date of the passing of the resolution at the annual general meeting of the Company for the year ended 31 December 2022 (“**2022 AGM**”) to the date of the annual general meeting of the Company for the year ending 31 December 2023 (“**2023 AGM**”).

3. Scope of subsidiaries

The wholly-owned and controlled subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2022 AGM and ending on the date of the resolutions of the 2023 AGM.

The use of the above guarantee quotas through application to bank for the issuance of a letter of guarantee for the controlled subsidiaries is subject to the conditions that the Company will issue such letter of guarantee based on the shareholding ratio, and other shareholders shall also provide same letter of guarantees or counter-guarantees based on the shareholding ratio

4. Risk prevention

The Company will control guarantee risks by strengthening the management of the letters of guarantee, strengthening financial internal control and timely monitoring and tracking the expiry of the letters of guarantee.

III. CONSIDERATION OF THE BOARD

On 30 March 2023, the Resolution on the Issuance of Letters of Guarantee for Subsidiaries was considered and approved at the ninth meeting of the eighth session of the board of the Company (the “**Board**”), pursuant to which the Board approved the issuance of letters of guarantee by the Company on behalf of its subsidiaries.

APPENDIX IV PROVISION OF GUARANTEES FOR AN ASSOCIATE COMPANY AUSTRALIA WHITE ROCK WIND FARM

The proposed resolution in relation to the Provision of Parent Guarantees to Australia White Rock Wind Farm Project through Re-financing based on Shareholding Ratios was considered and approved by the tenth meeting of the eighth session of the Board of Xinjiang Goldwind Science & Technology Co., Ltd. (“**Goldwind**” or the “**Company**”) on 26 April 2023. Pursuant to which, it was agreed that the Company and its wholly-owned subsidiary White Rock Wind Farm New (Holding) Pty Ltd. shall provide guarantees for White Rock Wind Farm Pty Ltd. (“**Project Company**”, an associate company with 25% shareholdings) based on the shareholding ratios for the performance obligations under the Financing Agreement entered into between White Rock Wind Farm Pty Ltd and the Syndicate. The proposal shall be submitted to the shareholders’ general meeting for consideration with details as follows:

I. BASIC INFORMATION OF THE GUARANTEES

In April 2018, the Project Company applied for bank financing with an amount not exceeding AUD280 million, which is expected to due in July 2023, for the repayment of loans arising during project construction period as well as ensuring a stable operation of the Project Company. The proposed resolution in relation to the Provision of Parent Guarantees by Goldwind for Australia White Rock Wind Farm (the Project Company) through Re-financing based on the Shareholding Ratios was considered and approved by the sixteenth meeting of the sixth session of the Board on 25 April 2018. Pursuant to which, it was agreed that the Company shall provide guarantees with a guaranteed amount not exceeding AUD70 million to the Project Company based on the shareholding ratios as bank financing mentioned above for a term of less than 64 months.

The Project Company intends to enter into a Financing Agreement with the Syndicate with an amount not exceeding AUD160 million with a term of 5 years through re-financing, for the repayment of loans and ensuing a stable operation of the Project Company due to the reasons that the above-mentioned bank financing is expected to be due in July 2023.

Goldwind and CECEP Wind Power Corporation Co., Ltd. (“**CECEP Wind Power**”) entered into the Guarantees Agreement with the Syndicate respectively. At the same time, each of CECEP Wind Power Australia Holding Pty Ltd (“**CECEP Wind Power Australia**”), a wholly-owned subsidiary of CECEP Wind Power, and White Rock Wind Farm New (Holding) Pty Ltd. pledged its equity in the Project Company to provide guarantees for the performance obligations under the Project Company’s Financing Agreement as mentioned above. In view of the above, Goldwind and White Rock Wind Farm New (Holding) Pty Ltd., CECEP Wind Power and CECEP Wind Power Australia, provide 25% and 75% guarantees respectively. The total guaranteed amount provided by the Company and White Rock Wind Farm New (Holding) Pty Ltd. will not exceed AUD40 million (equivalent to approximately RMB183.68 million) with a term of less than 64 months. The guarantees will be released upon completion and exit of the project.

**APPENDIX IV PROVISION OF GUARANTEES FOR AN ASSOCIATE
COMPANY AUSTRALIA WHITE ROCK WIND FARM**

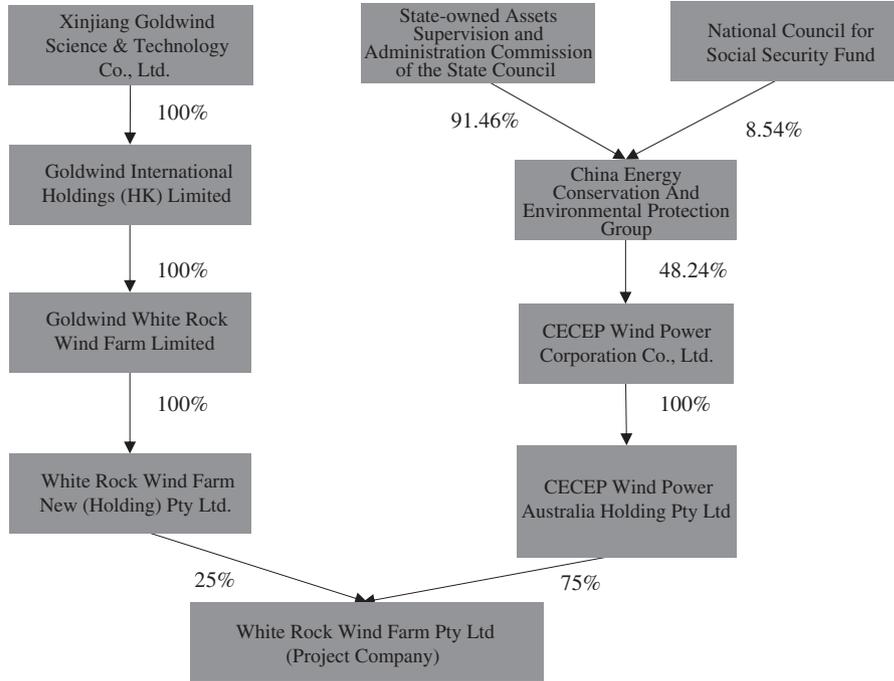
Accordingly, the Project Company will enter into the Counter Guarantee Agreement with the Company and CECEP Wind Power to provide a counter guarantee in favor of Goldwind and CECEP Wind Power with a lower seniority than the obligations under the guarantees mentioned above.

II. BASIC INFORMATION OF THE GUARANTEED PARTY

1. Company Name: White Rock Wind Farm Pty Ltd
2. Date of Incorporation: 6 October 2011
3. Registered Address: Suite 2, Level 32, 126-130 Phillip Street, Sydney NSW 2000
Australia
4. Registered Capital: AUD33,944,347
5. Business Scope: wind farm development, construction, operation and after-sales
services

APPENDIX IV PROVISION OF GUARANTEES FOR AN ASSOCIATE COMPANY AUSTRALIA WHITE ROCK WIND FARM

6. Shareholding Structure and Controlling Relationship of the Guaranteed Parties



7. Relationship between the guaranteed parties and the Company: the Project Company is an associate company of White Rock Wind Farm New (Holding) Pty Ltd. which holds 25% of its shares, while White Rock Wind Farm New (Holding) Pty Ltd. is a wholly-owned subsidiary of Goldwind International Holdings (HK) Limited (a wholly-owned subsidiary of Goldwind).

**APPENDIX IV PROVISION OF GUARANTEES FOR AN ASSOCIATE
COMPANY AUSTRALIA WHITE ROCK WIND FARM**

8. Financial Position of the guaranteed party:

Unit: RMB0,000

	January to December 2022	January to March 2023
Operating revenue	49,912.52	7,720.53
Total profit	28,699.71	2,817.90
Net profit	22,756.05	1,972.53
	31 December 2022	31 March 2023
Total assets	165,755.27	164,717.28
Total liabilities	131,863.65	129,823.75
Net assets	33,891.62	34,893.53

As at 26 April 2023, Project Company has pledged of its assets to the loan syndicate. Apart from the foregoing, there are no other external guarantee, pledges, major litigation or arbitration of the guaranteed party's assets.

As of 31 March 2023, the debt to asset ratio of the Project Company was 78.81%. The guarantee is to be submitted to the shareholders' general meeting for consideration as Project Company's debt to asset ratio is over 70%.

**APPENDIX IV PROVISION OF GUARANTEES FOR AN ASSOCIATE
COMPANY AUSTRALIA WHITE ROCK WIND FARM**

III. PARTICULARS OF THE GUARANTEE

1. Guarantor: Xinjiang Goldwind Science & Technology Co., Ltd., and White Rock Wind Farm New (Holding) Pty Ltd.
2. Guaranteed party: White Rock Wind Farm Pty Ltd
3. Content of the guarantees: Goldwind and White Rock Wind Farm New (Holding) Pty Ltd shall provide guarantees for the performance obligations under the Financing Agreement entered into between the Project Company and the Syndicate based on the 25% shareholding ratios. The Project Company will provide Counter Guarantee in favor of Goldwind.
4. Method of Guarantee: joint liability guarantee and pledge guarantee
5. Term of guarantee: less than 64 months, the guarantees will be released upon completion and exit of the project
6. Amount of Guarantee: no more than AUD40 million (equivalent to approximately RMB183.68 million), accounting for 0.48% of audited net assets of the Company in 2022.