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XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China) Stock Code: 02208

NOTICE OF 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.

^{*} For identification purpose only

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.
- 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

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.
- 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 assetbacked 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.

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:

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% Subsidiaries with gearing ratio below 70%	the wholly-owned and controlled subsidiaries within the scope of consolidated statements the wholly-owned and controlled subsidiaries within the scope of	34.50 1.29	100 100	26.25% 26.25%	No
Total		consolidated statements	35.79	200	52.50%	

(Unit: RMB100 million)

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 below 70%, and not more than RMB10 billion for 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 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.

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.

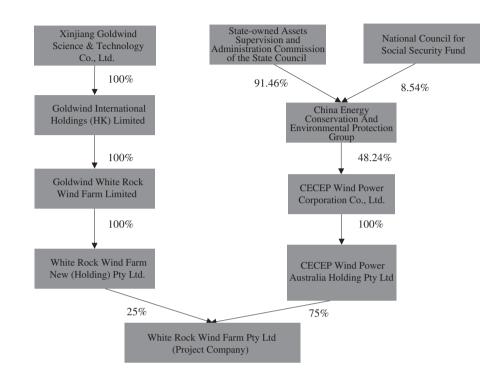
The Project Company intends to enter into a Financing Agreement with the Syndicate with an amount not exceeding AUD160 million with a term of 5 years through re-financing, for the repayment of loans and ensuing a stable operation of the Project Company due to the reasons that the above-mentioned bank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

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



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 whollyowned subsidiary of Goldwind International Holdings (HK) Limited (a wholly-owned subsidiary of Goldwind).

8. Financial Position of the guaranteed party:

Unit: RMB0,000

	January to	January to	
	December 2022	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			

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%.

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.