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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 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 Tuesday, 18 July 2023 for the purposes of considering and, if thought fit, approving the following matters.

### **ORDINARY RESOLUTIONS:**

1. To consider and approve the resolution to provide full guarantees and to issue letters of guarantee on behalf of majority-owned subsidiaries in South Africa. Please refer to Appendix I for details.
2. To consider and approve the resolution in relation to the variation of guarantee for the wind turbines supply and installation contract and service contract of Goldwind New Energy South Africa (PTY) Ltd., a majority-owned subsidiary. Please refer to Appendix II for details.

\* For identification purpose only

3. To consider the election of Mr. Liu Rixin (劉日新) as an executive director of the Company. Please refer to the circular of the Company dated 2 June 2023 for details.

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

2 June 2023

*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 Sunday, 18 June 2023 to Tuesday, 18 July 2023 (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 Friday, 16 June 2023 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 Friday, 16 June 2023.
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 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 Tuesday, 27 June 2023 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.
8. If the EGM 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](http://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.

*As of the date of this notice, the executive directors of the Company are Mr. Wu Gang and Mr. Cao Zhigang; the non-executive directors of the Company are and 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.*

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## **APPENDIX I      RESOLUTION ON THE PROVISION OF FULL GUARANTEES AND ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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On 29 May 2023, at the twelfth meeting of the eighth session of the Board, Xinjiang Goldwind Science & Technology Co., Ltd.\* (“Goldwind” or the “Company”) considered and approved the Resolution on the Provision of Full Guarantees and Issuance of Letters of Guarantee on Behalf of majority-owned subsidiaries in South Africa. It was approved that Goldwind, Goldwind International Holdings (Hong Kong) Limited (the “Goldwind International”), a wholly-owned subsidiary of the Company, or Goldwind and Goldwind International will jointly provide full guarantees for the majority-owned subsidiaries established in South Africa and Goldwind will apply for the issuance of the letters of guarantee to the banks on its behalf, of which the guarantees amount shall not exceed RMB8 billion and the amount of the letters of guarantee shall not exceed RMB3 billion (the total liability of the guarantees and the letters of guarantee shall remain capped at RMB8 billion), for a period from the date of the resolution at the EGM to the date of the general meeting to consider the resolution in 2024. Details are as follows:

### **I.      GUARANTEE AMOUNT**

#### **1.      Guarantor and guaranteed party**

Guarantor: Goldwind, Goldwind International or Goldwind and Goldwind International jointly guarantee;

Guaranteed Party: Goldwind New Energy South Africa (PTY) Ltd. (hereinafter referred to as “Goldwind New Energy South Africa”), a majority-owned subsidiary of Goldwind International, a wholly owned subsidiary of the Company, or any other newly established majority-owned subsidiaries in South Africa pursuant to the terms of the projects (with no less than 70% holding by Goldwind International).

#### **2.      Guarantee content and type of guarantee**

Since other shareholders of the guaranteed party are unable to provide equivalent guarantees in proportion to their capital contributions, the guaranteed party is required to provide a general guarantee or joint and several liability guarantee in relation to the full contract performance by Goldwind, Goldwind International or Goldwind and Goldwind International jointly for the guaranteed party when it enters into the wind power design, procurement and construction general contract, the wind turbine supply and installation contract, the wind turbine supply contract and the service contract with the owner.

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ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF  
MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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**3.      Guarantee amount**

The amount of guarantees shall not exceed RMB8 billion, representing 21% of the Company's latest audited net assets and 5.85% of the Company's latest audited total assets. The above guarantee amount is allocated as follows:

(Unit: RMB100 million)

Guarantor	Guaranteed parties	Shareholding percentage of the Guarantors	The balance of the guarantee as of 29 May 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
Goldwind, Goldwind International or Goldwind and Goldwind International Joint Guarantee	Subsidiaries with gearing ratio over 70%	Majority-owned subsidiaries within the scope of consolidated statements	0	80	21%	No
	Subsidiaries with gearing ratio below 70%	Majority-owned subsidiaries within the scope of consolidated statements	/	/	/	No
Total				<u>80</u>	<u>21%</u>	

- 4.**      Validity period of the guarantee amount: from the date of resolution of the EGM to the date of the general meeting to consider the resolution in 2024.
- 5.**      Approval and authorization: The chairman of the Company is authorized to sign the guarantee contracts and related legal documents during the validity period of the above credits without convening a separate board meeting, and the Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

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### **II.    THE AMOUNT OF THE LETTER OF GUARANTEE ISSUED ON BEHALF OF OTHER SUBSIDIARIES**

#### **1.    Contents of the letters of guarantee**

The wind power design, procurement and construction general contract, wind turbine supply and installation contract, and wind turbine supply contract require a certain percentage of prepayment guarantee, performance guarantee and quality guarantee in favour of the owner, and the wind turbine service contract requires a certain percentage of performance guarantee in favour of the owner. Since other shareholders of the Company's controlled subsidiaries established in South Africa are unable to provide the corresponding percentage of guarantees, Goldwind is required to apply for full guarantee letters from banks on behalf of Goldwind New Energy South Africa, or other newly established majority-owned subsidiaries in South Africa (with no less than 70% holding by Goldwind International) depending on the specific circumstances of the project.

2.    Amount of the letters of guarantee: The total amount of the letters of guarantee shall not exceed RMB3 billion.
3.    Validity period of the letters of guarantee: from the date of resolution of the EGM to the date of the general meeting to consider the resolution in 2024.

### **III.   MAXIMUM TOTAL GUARANTEE LIABILITY**

The above guarantees and the letters of guarantee issued on behalf of other subsidiaries shall be based on the same wind power design, procurement and construction general contract, the wind turbine supply and installation contract, the wind turbine supply and installation contract and service contract with the same guarantee content. The claim coverage shall be mutually exclusive. Issuing guarantees and the letters of guarantee under the same project shall not increase the total guarantees amount at any one time. Therefore, the total guarantee liability limit of the guarantee amount and the amount of the letter of guarantee issued on behalf of other subsidiaries are RMB8 billion.

### **IV.   BASIC INFORMATION OF THE GUARANTEED PARTY**

Basic information of Goldwind New Energy South Africa:

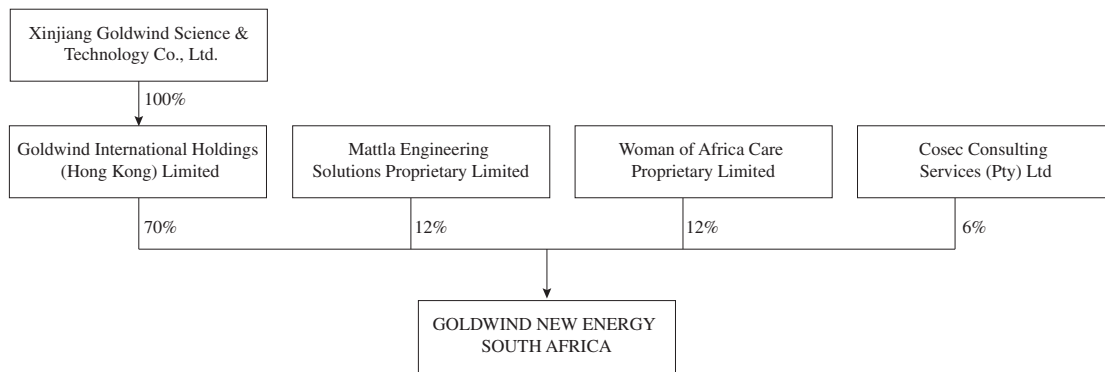
1.    Company Name: Goldwind New Energy South Africa
2.    Date of Establishment: 9 December 2021

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**APPENDIX I      RESOLUTION ON THE PROVISION OF FULL GUARANTEES AND  
ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF  
MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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3. Place of Registration: 3rd Floor, China Construction Bank Building, 95 Grayston Drive, Thornton, Johannesburg, South Africa
4. Registered capital: ZAR9 million
5. Scope of business: Sales, construction and operation and maintenance services of wind turbines
6. Ownership and control relationship of the guaranteed party



7. Relationship between the guaranteed party and the Company: Goldwind New Energy South Africa is a majority-owned subsidiary of Goldwind International (a wholly owned subsidiary of the Company), in which Goldwind International holds 70% of the shares and local small and medium enterprises in South Africa hold 30% of the shares.

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**APPENDIX I      RESOLUTION ON THE PROVISION OF FULL GUARANTEES AND  
ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF  
MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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8. Financial position of the guaranteed party:

Currency: RMB

	<b>January – December 2022</b>	<b>January – March 2023</b>
Operating income	0	0
Total profit	180,661.75	–1,311,388.84
Net profit	–130,076.46	–944,196.37
	<b>31 December 2022</b>	<b>31 March 2023</b>
Total assets	180,717,057.49	364,199,247.94
Total liabilities	177,963,023.70	362,265,850.96
Net assets	2,754,033.79	1,933,396.98

*Note:* As of 31 March 2023, the gearing ratio of Goldwind New Energy South Africa was 99.47%.

As of the Latest Practicable Date, there are no external guarantees, mortgages, material litigation and arbitration in Goldwind New Energy South Africa.



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## **APPENDIX II      RESOLUTION ON THE VARIATION OF THE PROVISION OF GUARANTEE FOR THE MAJORITY-OWNED SUBSIDIARY GOLDWIND NEW ENERGY SOUTH AFRICA (PTY) LTD.**

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### **I.      OVERVIEW OF THE ORIGINAL GUARANTEE**

On 20 December 2022, at the seventh meeting of the eighth session of the Board, Xinjiang Goldwind Science & Technology Co., Ltd.\* (“Goldwind” or the “Company”) considered and approved the “Resolution on the Provision of Guarantee for the Wind Turbine Supply and Installation Contract and Service Contract of the majority-owned subsidiary Goldwind New Energy South Africa (PTY) Ltd.”, and approved the Company’s provision of guarantee for the performance and liability for breach under the wind turbine supply and installation contract and the wind turbine service contract signed by Goldwind New Energy South Africa (PTY) Ltd. (hereinafter referred to as “Goldwind New Energy South Africa”), a majority-owned subsidiary of the Company, and the South African project company of African Clean Energy Developments (Pty) Ltd, a new energy development company. The guarantee amount under the wind turbine supply and installation contract shall not exceed RMB661,448,610, US\$27,493,080 and ZAR539,456,968 (equivalent to approximately RMB1.071 billion in total). The guarantee period shall commence from the signing and effective date of the wind turbine supply and installation contract until the conclusion of the 3-year latent defects liability period under the contract; the guarantee amount under the wind turbine service contract shall not exceed US\$8,120,000 and ZAR58,705,520 (equivalent to approximately RMB80 million in total), and the guarantee period shall be 5 years from the date of commercial operation of the project.

On 10 February 2023, at the eighth meeting of the eighth session of the Board, the Company considered and approved the “Resolution on the Changes of the Provision of Guarantee for the Wind Turbine Supply and Installation Contract and Service Contract of the majority-owned subsidiary Goldwind New Energy South Africa (PTY) Ltd.”, granting approval to the addition of Goldwind International Holdings (HK) Limited (“Goldwind International”), a wholly-owned subsidiary of the Company, as a guarantor of the aforesaid wind turbine supply and installation contract and service contract. The term of the wind turbine service contract shall be extended from 5 years to 10 years from the date of operation of the project, and the guarantee period provided by Goldwind and Goldwind International shall also be extended from 5 years to 10 years from the date of operation; the guarantee amount shall decrease from no more than US\$8,120,000 and ZAR58,705,520 (equivalent to approximately RMB80 million in total) to no more than US\$5,325,600 and ZAR38,503,488 (equivalent to approximately RMB51 million in total). For details, please refer to the Company’s “Announcement on the Provision of Guarantee for the Holding Subsidiary Goldwind New Energy South Africa” (No.: 2022-075) and “Announcement on Changes of the Provision of Guarantee for the Majority-owned Subsidiary Goldwind New Energy South Africa” (No.: 2023-005) disclosed on various websites, including Securities Times, the website of CNINFO (<http://www.cninfo.com.cn>) and the website of The Stock Exchange of Hong Kong Limited (<https://www.hkexnews.hk>) on 21 December 2022 and 11 February 2023, respectively.

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## **APPENDIX II      RESOLUTION ON THE VARIATION OF THE PROVISION OF GUARANTEE FOR THE MAJORITY-OWNED SUBSIDIARY GOLDWIND NEW ENERGY SOUTH AFRICA (PTY) LTD.**

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### **II.      CHANGES TO THE TERMS OF THE GUARANTEE**

After discussions with the South African project company of African Clean Energy Developments (Pty) Ltd (the owner) and the project financing bank, the following changes are proposed in relation to the guarantee:

1. The amount of the wind turbine supply and installation contract shall increase and the corresponding guarantee amount shall increase from no more than RMB661,448,610, US\$27,493,080 and ZAR539,456,968 (equivalent to approximately RMB1.071 billion in total) to no more than RMB661,448,610, US\$27,493,080 and ZAR550,456,968 (equivalent to approximately RMB1.075 billion in total);
2. The guarantee period of the wind turbine supply and installation contract shall change from commencing from the signing and effective date of the wind turbine supply and installation contract until the conclusion of the 3-year latent defects liability period under the contract to commencing from the signing and effective date of the wind turbine supply and installation contract until the expiration date of the 5th anniversary of the Latent Defects Commencement Date stipulated in the contract. The above changes are made only in the description of the guarantee period; the guarantee period is not changed in substance;
3. The guarantee amount under the wind turbine service contract shall change from no more than US\$5,325,600 and ZAR38,503,488 (equivalent to approximately RMB51 million) to no more than US\$30,662,840 and ZAR240,216,387 (equivalent to approximately RMB300 million). Thereafter, if there is no breach of contract, the guarantee amount shall be reduced every year according to the liability limit of the year.

The Company held the twelfth meeting of the eighth session of the Board on 29 May 2023 and considered and approved the Resolution on the Changes of the Guarantee for the Wind Turbine Supply and Installation Contract and Service Contract of the Majority-owned Subsidiary Goldwind New Energy South Africa, and approved the aforesaid changes.

### **III.      BASIC INFORMATION OF THE GUARANTEED PARTY**

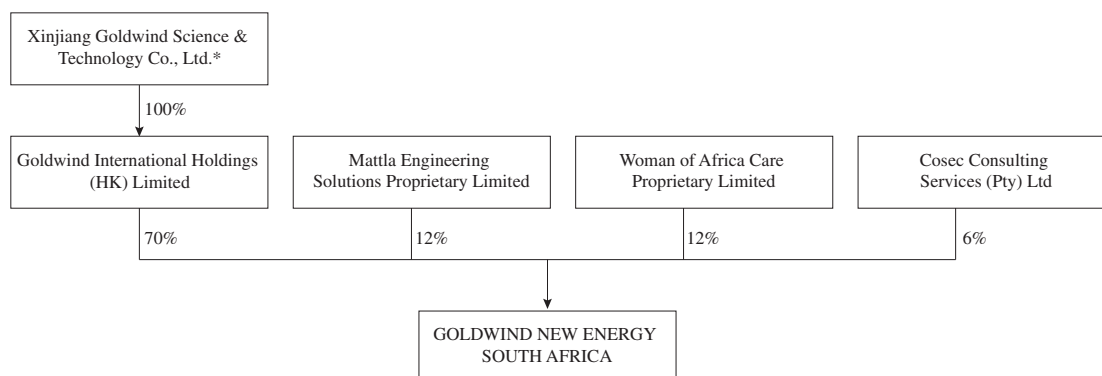
1. Company name: Goldwind New Energy South Africa
2. Date of Establishment: 9 December 2021
3. Place of registration: 3rd Floor, China Construction Bank Building, 95 Grayston Drive, Sandton, Johannesburg, South Africa
4. Registered capital: ZAR9 million

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## APPENDIX II      RESOLUTION ON THE VARIATION OF THE PROVISION OF GUARANTEE FOR THE MAJORITY-OWNED SUBSIDIARY GOLDWIND NEW ENERGY SOUTH AFRICA (PTY) LTD.

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5. Scope of business: Sales, construction and operation and maintenance services of wind turbine
6. Ownership and control relationship of the guaranteed party



7. The relationship between the guaranteed party and the Company: Goldwind New Energy South Africa is a majority-owned subsidiary of Goldwind International (a wholly owned subsidiary of the Company), in which, Goldwind International holds 70% of the shares, and local small and medium enterprises in South African hold 30% of the shares.
8. The financial condition of the guaranteed party:

Currency: RMB

	January – December 2022	January – March 2023
Operating income	0	0
Total profit	180,661.75	–1,311,388.84
Net profit	–130,076.46	–944,196.37
	<b>31 December 2022</b>	<b>31 March 2023</b>
Total assets	180,717,057.49	364,199,247.94
Total liabilities	177,963,023.70	362,265,850.96
Net assets	2,754,033.79	1,933,396.98

As of the Latest Practicable Date, Goldwind New Energy South Africa had no external guarantees, pledges, major litigations, and arbitrations.

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## **APPENDIX II      RESOLUTION ON THE VARIATION OF THE PROVISION OF GUARANTEE FOR THE MAJORITY-OWNED SUBSIDIARY GOLDWIND NEW ENERGY SOUTH AFRICA (PTY) LTD.**

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As of 31 March 2023, Goldwind New Energy South Africa's asset-liability ratio was 99.47%. Since Goldwind New Energy South Africa's asset-liability ratio exceeded 70%, the guarantee is required to be submitted to the Company's shareholders' meeting for consideration.

### **IV. MAIN CONTENT OF THE GUARANTEE AGREEMENT**

#### **(1) The wind turbine supply and installation contract**

1. Guarantor: Xinjiang Goldwind Science & Technology Co., Ltd.\* and Goldwind International Holdings (HK) Limited
2. Guaranteed party: Goldwind New Energy South Africa
3. Guarantee content: Goldwind and Goldwind International provide guarantees for the performance and breach of contract liabilities of Goldwind New Energy South Africa under the wind turbine supply and installation contract.
4. Guarantee method: General guarantee
5. Guarantee period: From the signing and effective date of the wind turbine supply and installation contract until the expiration date of the 5th anniversary of the Latent Defects Commencement Date stipulated in the contract.
6. Guarantee amount: No more than RMB661,448,610, US\$27,493,080 and ZAR550,456,968 (equivalent to approximately RMB1.075 billion in total), accounting for 2.82% of the Company's audited net assets in 2022.

#### **(2) The wind turbine service contract**

1. Guarantor: Xinjiang Goldwind Science & Technology Co., Ltd.\* and Goldwind International Holdings (HK) Limited
2. Guaranteed party: Goldwind New Energy South Africa

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**APPENDIX II      RESOLUTION ON THE VARIATION OF THE PROVISION OF  
GUARANTEE FOR THE MAJORITY-OWNED SUBSIDIARY  
GOLDWIND NEW ENERGY SOUTH AFRICA (PTY) LTD.**

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3.     Guarantee content: Goldwind and Goldwind International provide guarantees for the performance and breach of contract liabilities of Goldwind New Energy South Africa under the wind turbine service contract.
4.     Guarantee method: General guarantee
5.     Guarantee period: 10 years from the date of commercial operation of the project.
6.     Guarantee amount: No more than US\$30,662,840 and ZAR240,216,387 (equivalent to approximately RMB300 million), accounting for 0.79% of the Company's audited net assets in 2022. Thereafter, if there is no breach of contract, the guarantee amount shall be reduced every year according to the liability limit of the year.