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**Goldwind**

**GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.\***

**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 GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.\* (the “**Company**”) for the year ended 31 December 2023 will be held at Conference Room, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 25 June 2024 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 10 May 2024.

### **SPECIAL RESOLUTIONS:**

1. To consider and approve the proposed amendments to the Articles of Association (I). Please refer to the circular of the Company dated 10 May 2024 for details.
2. To consider and approve the proposed amendments to the Articles of Association (II). Please refer to the circular of the Company dated 10 May 2024 for details.
3. To consider and approve the proposed amendments to the Rules of Procedure for the General Meeting. Please refer to the circular of the Company dated 10 May 2024 for details.

\* For identification purpose only

## **ORDINARY RESOLUTIONS:**

4. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year of 2023.
5. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2023.
6. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2023.
7. To consider and approve the final dividend distribution for the year ended 31 December 2023.
8. To consider and approve the annual report of the Company for the year of 2023.
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 of this resolution at the annual general meeting of the Company for the year ended 31 December 2023 until the date of the annual general meeting of the Company for the year ending 31 December 2024.
10. To consider and approve the proposed provision of guarantees for the Company’s wholly-owned and controlled subsidiaries within the scope of the consolidated statement. Please refer to Appendix I for details.
11. To consider and approve the proposed provision of letter of guarantee for the Company’s wholly-owned and controlled subsidiaries within the scope of the consolidated statements. Please refer to Appendix II for details.

12. To consider and approve the shareholders' return plan for the next three years (2024-2026). Please refer to Appendix III for details.
13. 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, with a term of one year, effective from the date of passing of this resolution at the annual general meeting of the Company for the year ended 31 December 2023, and authorise the Board to determine their remuneration, respectively.
14. To consider the election of Mr. Chang Qing (常青) as a supervisor of the Company.

By order of the Board  
**GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.**  
**MA Jinru**  
*Company Secretary*

10 May 2024

*As of the date of this notice, the executive directors of the Company are Mr. Wu Gang, Mr. Cao Zhigang and Mr. Liu Rixin; the non-executive directors of the Company are Mr. Gao Jianjun, Ms. Yang Liying and Mr. Zhang Xudong; 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 Saturday, 25 May 2024 to Tuesday, 25 June 2024 (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, 24 May 2024 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, 24 May 2024.

3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2023, the Company's H Share register of members will be closed from Tuesday, 2 July 2024 to Monday, 8 July 2024 (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 Friday, 28 June 2024 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 Friday, 28 June 2024.
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 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 2:30 p.m. on Tuesday, 4 June 2024 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](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.

## **APPENDIX I TO THE NOTICE OF AGM – THE APPENDIX OF PROPOSED PROVISION OF GUARANTEES**

GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Company**”) has made a forecast and analysis on the guarantees for its 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 2024, 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 2023 (“**2023 AGM**”) and ending on the date of the resolutions of the annual general meeting of the Company for the year ending 31 December 2024 (“**2024 AGM**”). The specific details are as follows:

### **I. BASIC INFORMATION OF THE GUARANTEE**

#### **1. Types of guarantee**

The guarantees to be provided by the Company 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 2023 AGM and ending on the date of the resolutions of the 2024 AGM.

### ***Guaranteed parties:***

The Subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2023 AGM of the Company and ending on the date of the resolutions of the 2024 AGM.

### **3. Guarantee amount**

The total amount of new guarantees for the year shall not exceed RMB20 billion, accounting for 53.18% of the audited net assets of the Company as of 31 December 2023 and 13.94% of the audited total assets of the Company as of 31 December 2023.

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

(Unit: RMB100 million)

<b>Guarantor</b>	<b>Guaranteed parties</b>	<b>Shareholding percentage of the Guarantors</b>	<b>The balance of the guarantee as at 28 March 2024</b>	<b>The additional Guarantee amount</b>	<b>The percentage of the guarantee amount accounts for the latest net assets of the listed company</b>	<b>Whether related guarantees are provided</b>
The Company and its wholly-owned and controlled subsidiaries within the scope of consolidated statements	Subsidiaries with gearing ratio below 70%	the wholly-owned and controlled subsidiaries within the scope of consolidated statements	1.06	93	24.73%	No
	Subsidiaries with gearing ratio over 70%	the wholly-owned and controlled subsidiaries within the scope of consolidated statements	27.09	107	28.45%	No
	<b>Total</b>		<b>28.15</b>	<b>200</b>	<b>53.18%</b>	

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 2023 AGM to the date of the 2024 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.

## **II. CONSIDERATION OF THE BOARD**

On 28 March 2024, at the 21st 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 of guarantee with an amount of RMB9.3 billion (inclusive) for Subsidiaries (and among Subsidiaries) within the scope of the consolidated statements with a gearing rate below 70%, and RMB10.7 billion (inclusive) for Subsidiaries (and among subsidiaries) within the scope of the consolidated statements with a gearing rate above 70% starting from the date of the resolutions of the 2023 AGM and ending on the date of the resolutions of the 2024 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 II TO THE NOTICE OF AGM – THE APPENDIX OF PROPOSED PROVISION OF LETTER OF GUARANTEE**

### **I. OVERVIEW**

GOLDWIND SCIENCE&TECHNOLOGY CO., LTD. (the “**Company**”) on behalf of its subsidiaries and its subsidiaries on behalf of its subsidiaries will apply to the financial institutions such as banks for the issuance of letters of guarantee according to the overall production and operation plan of the Company in 2024, in order to meet the development of its wholly-owned and controlled subsidiaries (the “**Subsidiaries**”) within the scope of the consolidated statements based on the principals of save financial expenses, reduce risks and strengthen capital management.

### **II. IMPLEMENTATION PLAN**

#### **1. Guarantee Amount under the Letters of Guarantee**

Goldwind on behalf of its Subsidiaries and its subsidiaries on behalf of its subsidiaries will apply to the financial institutions such as banks for the issuance of letters of guarantee with an aggregate amount not exceeding RMB12 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 2023 (“**2023 AGM**”) to the date of the annual general meeting of the Company for the year ending 31 December 2024 (“**2024 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 2023 AGM and ending on the date of the resolutions of the 2024 AGM (including the wholly-owned and controlled subsidiaries established in that period).

The use of the above guarantee quotas through application for the issuance of a letter of guarantee by the Company for its Subsidiaries and by its Subsidiaries for its Subsidiaries is subject to the conditions that the Company and its Subsidiaries 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 28 March 2024, the Resolution on the Issuance of Letters of Guarantee for the Subsidiaries within the scope of the consolidated statements was considered and approved at the 21st 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 and its subsidiaries on behalf of its subsidiaries.

**APPENDIX III TO THE NOTICE OF AGM –  
THE APPENDIX OF SHAREHOLDERS’ RETURN PLAN FOR  
THE NEXT THREE YEARS (2024-2026)**

**1. MANNER OF THE DISTRIBUTION**

Over the next three years from 2024 to 2026, the Company shall distribute dividends in cash, shares or a combination of cash and shares. The Company shall take cash distribution as a preferable way of profit distribution.

**2. CONDITIONS AND MINIMUM PROPORTION OF CASH DIVIDEND**

Conditional upon the Company being profitable and the accumulated undistributed profit being positive as well as the cash flow being able to satisfy the normal operation and long-term development of the Company, the Company shall actively distribute cash dividends and value the importance of shareholders’ return. The profits which the Company has accumulatively distributed in cash over the recent three years shall not be less than 30% of the average annual distributable profits realized in such three years.

**3. CASH DIVIDEND PAYMENT INTERVAL**

Subject to ensuring the normal operation and long-term development of the Company, and provided that the conditions for cash dividends are met, the Company shall pay dividends once a year in principle. The Board may propose payment of interim dividends in line with the profitability of the Company.

**4. DIFFERENTIATED CASH DIVIDEND POLICY**

From 2024 to 2026, when proposing distribution of dividends, the board of directors (the “**Board**”) of the Company shall take into account the features of the industries where the Company operates, its development stage, business model, profit level and whether it has any significant capital expenditure plans to distinguish the following situations, and propose cash distribution policies in accordance with procedures provided in the Articles:

- (1) If the Company is at a mature stage of development and has no significant capital expenditure plan, the proportion of cash dividends shall be at least 80% of the profit distribution;
- (2) If the Company is at a mature stage of development and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 40% of the profit distribution;
- (3) If the Company is at a growth stage and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 30% of the profit distribution. If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the rules applied in the previous provision.

## **5. CONDITIONS OF DIVIDEND PAYMENT IN SHARES**

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