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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Goldwind Science&Technology Co., Ltd.\* (the “**Company**”) will be held at Conference Room of the Company, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Tuesday, 19 November 2024 for the purposes of considering and, if thought fit, approving the following matters.

### **SPECIAL RESOLUTIONS:**

1. To consider and approve the resolution of the 2024 Restricted A Share Incentive Scheme (Draft) and its summary of the Company, for details please refer to the circular of the Company dated 31 October 2024;
2. To consider and approve the resolution of the implementation and appraisal management measures of the 2024 Restricted Share Incentive Scheme of the Company, for details please refer to the circular of the Company dated 31 October 2024;
3. To consider and approve the resolution of requesting the general meeting of the Company to authorize the Board to handle matters related to the 2024 Restricted Share Incentive Scheme, for details please refer to the circular of the Company dated 31 October 2024;

\* *For identification purpose only*

**ORDINARY RESOLUTION:**

4. To consider and approve the resolution of the application for the estimated annual cap for connected transactions conducted in the ordinary course of business (A Share) for 2025, for details please refer to Appendix I.

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

31 October 2024

*Notes:*

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy 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. The shareholder shall have one vote for each share that they hold.
2. The register of members of the Company will be closed from Friday, 15 November 2024 to Tuesday, 19 November 2024 (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 registers of members as at the close of business on Thursday, 14 November 2024 are entitled to attending 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 Thursday, 14 November 2024.
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 under the hand of its 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, Wanchai, Hong Kong, for holders of the H shares of the Company, 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. 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.
6. If the EGM is seriously affected by a typhoon or bad weather condition, the Company will post an announcement on the website of the Hong Kong 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, 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.*

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**APPENDIX I THE APPLICATION FOR THE ESTIMATED ANNUAL CAP FOR CONNECTED TRANSACTIONS  
CONDUCTED IN THE ORDINARY COURSE OF BUSINESS (A SHARE) FOR 2025**

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**I. Overview of Connected Transactions**

In accordance with the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange and the estimated connected transactions conducted in the ordinary course of business between Goldwind and its connected persons in 2025, the 27th meeting of the eighth session of the board of the Company considered and approved the Resolution regarding the Application for the Estimated Annual Cap for Connected Transactions conducted in the ordinary course of business (A share) for 2025 on 25 October 2024. The connected director Ms. Yang Liying abstained from voting for the relevant motion. Details of connected transactions are followings.

*Unit: RMB ten thousand*

Connected persons	Business type	January to September 2024		2025 Estimated cap
		Actual transacted amount	Proportion in similar activities	
<b>China Three Gorges New Energy (Group) Co., Ltd.* and its holding subsidiaries</b>	Sales of product	84,708	3.29%	699,701

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

**II. Basic Information of the Connected Person**

China Three Gorges New Energy (Group) Co., Ltd.

1. Basic Information

Legal representative:	Zhu Chengjun
Registered capital:	RMB28,625.2192 million
Registered address:	Room 206-23, 2nd Floor, Building 1, Gongyuan Street No.1, Tongzhou District, Beijing, PRC.

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Office location:	Building 5, Chengda Centre, Liangshi Street No.2, Tongzhou District, Beijing, PRC
Main businesses:	Development and investment of wind and solar power; investment of clean energy, hydro works, hydro power, power generation, water supply, desilting, coastal reclamation, environmental works, agriculture, livestock, and tourism; investment consulting; asset management and investment consulting; manufacturing and sales of mechanical equipment sets and components; domestic hydro works and power generation project and international tendering contracting; technical and information consulting services related to the above areas.
Ownership structure:	The controlling shareholder and de facto controller, China Three Gorges Corporation (中國長江三峽集團有限公司) directly holds 28.18% of the shares of Three Gorges Energy, and indirectly holds 20.96% of the shares of Three Gorges Energy through its wholly-owned subsidiary Yangtze River Three Gorges Investment Management Co., Ltd. (長江三峽投資管理有限公司), and indirectly holds 3.49% of the shares of Three Gorges Energy through its holding subsidiary Three Gorges Capital Holding Co., Ltd. (三峽資本控股有限責任公司).

## 2. Financial Statements

As of 31 December 2023, the total assets and net assets of Three Gorges Energy were RMB311,707.5609 million and RMB95,484.9391 million, respectively. Three Gorges Energy realized operating revenue of RMB26,485.4724 million and net profits of RMB8,269.9529 million from January to December 2023.

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As of 30 June 2024, the total assets and net assets of Three Gorges Energy were RMB331,142.8235 million and RMB99,858.2773 million, respectively. Three Gorges Energy realized operating revenue of RMB15,058.6646 million and net profits of RMB4,830.9884 million from January to June 2024.

3. Connected Relations with the Company

Three Gorges Energy is a main shareholder of the Company, holding 386,909,686 A shares of the Company as at 30 September 2024, representing for 9.16% of the Company's total issued shares, which is in compliance with connected persons descriptions under paragraphs 2 (iii) of Rules 6.3.3 of the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange.

4. Contract Fulfilment Analysis

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

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

**III. Main Contents of Connected Transactions**

(I) Pricing Terms and Principles

The price will be determined by the following principles and priorities:

1. Price of WTGs, Parts and Components Mainly Determined by Tender

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

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

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During the tendering process, the tendering department of the Company is responsible for estimating the cost based on the scope, duration and degree of complexity (with reference to subcontractors' and suppliers' quotations) of the contracts, as well as estimating prevailing market price. The estimated costs will facilitate the monitoring of tendering budgets and help the Company's procurement department to control costs.

2. Price Determined by Market Price

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

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

(II) Details of Entering Agreements

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

**IV. Purpose of Connected Transactions and Impact on the Listed Company**

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