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GOLDWIND

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 ISSUE OF CORPORATE BONDS
PROPOSED CHANGE IN DIRECTORS
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS
AND
CLOSURE OF BOOKS**

A. PROPOSED ISSUE OF CORPORATE BONDS

The Board has resolved to submit to the Shareholders at the AGM for considering and, if thought fit, approving the offer and issue of the Corporate Bonds with an aggregate principal amount of not more than RMB5 billion in the PRC.

B. PROPOSED CHANGE IN DIRECTORS

The Board hereby announces that Mr. Li, an independent non-executive director has indicated to the Company that he wishes to resign as the independent non-executive director as well as a member and the chairman of the Audit Committee at the AGM due to his increasing engagement in other businesses. Mr. Li has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

According to the requirements of the relevant PRC law and regulations to which the Company is subject, the resignation of Mr. Li shall not become effective until the election of a new independent non-executive director by the shareholders of the Company at its general meeting. The Company is currently in the process of evaluating potential candidates for nomination of a new independent non-executive director to the Board.

C. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS

The Board proposed to amend the Articles of Association of the Company. The proposed amendments to the Articles of Association are subject to the approval by the Shareholders at the AGM and all necessary approvals, authorisations, or registration (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities.

D. CLOSURE OF BOOKS

The register of the members of the Company will be closed from Wednesday, 25 May 2011 to Friday, 24 June 2011 (both days inclusive) for determining the shareholders entitled to the final dividends of the year 2010 and attending the AGM of the Company.

A. PROPOSED ISSUE OF CORPORATE BONDS

The board (the “**Board**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) has resolved to submit to the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company to be held for the year of 2010 (the “**AGM**”) for considering and, if thought fit, approving the offer and issue of the corporate bonds in the Peoples Republic of China (the “**PRC**”, for the purposes of this announcement, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan) with an aggregate principal amount of not more than RMB 5 billion (the “**Corporate Bonds**”). The Corporate Bonds to be issued are not convertible into shares of the Company.

1. The proposed arrangements for issue of the Corporate Bonds

Aggregate principal amount:	not more than RMB5 billion
Maturity :	not more than 10 years (subject to final determination by the Board according to market conditions prevailing at the time of issue)
Interest rate:	Subject to the approval and authorization of the Shareholders, to be determined by the Board according to the prevailing marketing conditions and other circumstances relating to the issue of the Corporate Bonds
Use of proceeds:	The net proceeds from issue of the Corporate Bonds shall be used for working capital of the Company and repayment of bank loans to reduce its financing cost and adjust its debt structure

2. Authorization to the Board

It will be submitted to the Shareholders to consider and, if thought fit, approve to authorize the Board to deal with (including, but not limited to) the following matters in relation to the issue of Corporate Bonds according to the applicable laws and regulations and the market conditions prevailing at the time of issue:

- (a) to determine, depending the needs of the Company and the prevailing market conditions, the specific terms and arrangements of the issue of Corporate Bonds,

including but not limited to, total amount, maturity, interest rate, intended investors, use of proceeds, placing to the Shareholders, offer tranches (if any) and produce, filing, execution, signing, acceptance and publication of any necessary legal documents;

- (b) to make, within the authorisation of the Shareholders, any changes and adjustments to the terms and arrangements of the issue of Corporate Bonds in accordance with any change to the regulatory policies or the market conditions except for matters relating to the laws, regulations or the Articles of Association of the Company which require the shareholders' approval,
- (c) to appoint the relevant intermediaries;
- (d) to determine any other matters relating to the issue of Corporate Bonds;
- (e) to further authorise Mr. Wu Gang, the chairman of the Board, to sign on behalf of the Company any legal documents and to implement the issue of Corporate Bonds; and

The above mentioned authorization, if granted, shall be valid for 18 months from the date of approval by the Shareholders at the AGM.

B. PROPOSED CHANGE IN DIRECTORS

The Board hereby announces that Mr. Li Man Bun, Brian David (“**Mr. Li**”), an independent non-executive director has indicated to the Company that he wishes to resign as the independent non-executive director as well as a member and the chairman of the Audit Committee at the AGM due to his increasing engagement in other businesses. Mr. Li has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

According to the requirements of the relevant PRC law and regulations to which the Company is subject, the resignation of Mr. Li shall not become effective until the election of a new independent non-executive director by the shareholders of the Company at its general meeting. The Company is currently in the process of evaluating potential candidates for nomination of a new independent non-executive director to the Board.

C. PROPOSED AMENDMENTS TO ARTICLES

A special resolution will be proposed at the AGM for the Shareholders to approve certain amendments to the articles of association of the Company (the “**Articles of Association**”). The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the AGM and all necessary approvals, authorisations, or registration (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities.

D. CLOSURE OF BOOKS

The register of the members of the Company will be closed from Wednesday, 25 May 2011 to

Friday, 24 June 2011 (both days inclusive), during which no transfer of shares will be effected. In order to qualify for the final dividends disclosed in the result announcement of the Company dated 25 March 2011 and be entitled to attend the AGM of the Company, instruments of transfer accompanied by share certificates and other appropriate documents in respect of H shares of the Company must be lodged with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 24 May 2011.

A circular containing, among other things, details and explanation of the proposed issue of Corporate Bonds, the proposed change in directors and the proposed amendments to the Articles of Association together with the notice of the AGM will be dispatched to the Shareholders in due course.

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

Beijing China, 19 April 2011

As at the date of this announcement, the executive directors of the Company are Mr. Wu Gang, Mr. Guo Jian and Mr. Wei Hongliang; the non-executive directors are Mr. Li Ying, Mr. Gao Zhong and Mr. Lv Houjun; and the independent non-executive directors are Mr. Wang Yousan, Mr. Shi Pengfei and Mr. Li, Man Bun, Brian David.

** For identification purpose only*