



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)

PROXY FORM FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2011

I/We¹ _____
of (address) _____

being the shareholder(s) of Xinjiang Goldwind Science & Technology Co., Ltd. (the "Company") holding _____
shares², hereby appoint the chairman of the meeting or³ _____ as my/our proxy to attend and vote for and on my/our behalf
in respect of the resolutions set out in the notice of the Annual General Meeting ("AGM") at the AGM of the Company to be held at No. 107, Shanghai Road, Economic &
Technological Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Wednesday, 20 June 2012, or at any adjournment thereof, as indicated hereunder or, if no such indication
is given, as the proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴	ABSTAIN ⁴
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year of 2011.			
2.	To consider and approve the report of the Supervisory Committee of the Company for the year of 2011.			
3.	To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2011.			
4.	To consider and approve the final dividend distribution for the year ended 31 December 2011.			
5.	To consider and approve the appointment of Ernst & Young Hua Ming as the PRC auditors of the Company and Ernst & Young as the international auditor of the Company to hold office for one year and authorise the Board to determine their remunerations, respectively.			
6.	To consider and approve the election of Mr. Wang Haibo as an executive director of the Company.			
7.	To consider and approve the election of Ms. Ji Dongmei as a non-executive director of the Company.			
8.	To consider and approve the report on use of proceeds for the year 2011.			
9.	To consider and approve the provision by the Company for the benefit of its subsidiaries of guarantees with a total amount of no more than RMB1.6 billion and a term not exceeding five years during the period from the passing of this resolution until the conclusion of the annual general meeting of the Company for the year of 2012.			
10.	To consider and approve the annual report of the Company for the year 2011.			
11.	To consider and approve the applications to commercial banks by the Company for credit facilities with an aggregate principal amount of not more than RMB51 billion, and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.			

Dated this _____ day of _____ 2012 Signature(s) _____

Notes:

- Full name(s) (in Chinese or English) and address(es) as shown in the register of members to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all shares of the Company registered in your name(s).
- If you wish to appoint any person other than the chairman of the AGM as your proxy, please delete the words "the chairman of the meeting or" and insert the name and address of the proxy you duly appointed. Any member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company. Any alterations made in this proxy form should be initialled by the person who signs it.

IMPORTANT:

- Please indicate with a "✓" in the appropriate box under the column marked "For" if you wish to vote in favour of a resolution. Please indicate with a "✓" in the appropriate box under the column marked "Against" if you wish to vote against. Please indicate with a "✓" in the appropriate box under the column marked "Abstain" if you wish to abstain from voting. If no direction is given, the proxy is entitled to vote or abstain as he/she thinks fit. The proxy is also entitled to vote at his/her discretion on any other resolution duly submitted to the AGM in addition to those set out in the notice of AGM. Any abstain vote or waiver to vote shall be disregarded as voting rights for the purpose of calculating the result of that resolution.
- Voting at the AGM in respect of resolutions 6 and 7 (namely the election of directors) shall be conducted by way of accumulative voting, whereby in respect of the two resolutions you are entitled to a number of votes equivalent to twice of the number of shares represented by you, and you may cast all or part of such number of votes in favour of all or one of the two candidates under the two resolutions. You may also opt to abstain from voting, provided that the number of votes you cast shall not, on an accumulative basis, exceed twice of the number of shares represented by you. Otherwise, all votes cast by you in respect of the two resolutions will be rendered null and void and you will be deemed as having waived your right to vote. For example, if you hold 100 shares, you will be entitled to a total of 200 votes in respect of resolutions 6 or 7. Out of the 200 votes, you can either cast 100 votes for each director candidate; or cast all your 200 votes for one director candidate; or cast 150 votes for the candidate under resolution 6 and 50 votes for the candidate under resolution 7; or only cast 150 votes for the candidate under resolution 6; and on the analogy of this.

Please note with particular attention that, if the total number of votes cast by you on one or all of the director candidate(s) exceeds the total number of the votes carried by all your shares, all the votes cast by you shall be invalid and you shall be deemed to be abstained from voting; if the total number of votes cast by you on one or all of director candidate(s) is less than the total number of the votes carried by all your shares, the votes cast by you shall be valid and the votes not cast shall be deemed to have been waived by you. For example, if you hold 100 shares, the total number of votes represented by your shares in respect of resolution 6 or 7 will be 200 and (a) if you state "200" in the column "For" on one particular director candidate under resolution 6, all your votes have been cast and you have no vote for the other director candidate under resolution 7. As such, if you state the number of votes (other than 0 vote) in other columns in respect of resolution 6, all your votes in respect of resolution 6 will be deemed to be invalid; or (b) if you state "100" in the column "For" in respect of resolution 6 and "50" in the column "For" in respect of resolution 7, the 150 votes cast shall be valid and the remaining 50 votes not cast shall be deemed to have been waived by you.

A director candidate who has received favourable votes exceeding half of the number of shares carrying voting rights (assuming the cumulative voting has not been applied) represented by the shareholders attending the AGM shall be elected as the director

- This proxy form must be signed by you or your attorney duly authorised in writing, or under the company seal or under the hand of a director or a duly authorised attorney in case of a corporation. If the proxy form is signed by an attorney, the power of attorney or other authorisation document giving such authorisation shall be notarised.
- In cases of joint holders of a share, any one of such holders is entitled to vote at the AGM, by himself/herself/itself or by proxy, as if he/she/it is the only one entitled to do so among the joint holders. However, only the vote of the person whose name stands first on the register of members in respect of such share shall be accepted if more than one joint holder attend the meeting personally or by proxy.
- To be valid, this proxy form together with any notarised copy of the power of attorney or other authorisation documents (if any) must be deposited, not less than 24 hours before the time appointed for holding the AGM or any of its adjournments (as the case may be) at the Office of Secretary of the Board at No. 107, Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC for holders of the A Shares, or at the Company's 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.
- The AGM is expected to last for half a day. Shareholders attending the AGM shall be responsible for their own transportation and accommodation expenses.

* For identification purposes only