THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, accountant or other professional adviser.

If you have sold or transferred all your shares in Xinjiang Goldwind Science & Technology Co., Ltd., you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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

ELECTION OF THE FIFTH SESSION OF THE BOARD
ELECTION OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2012 to be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 25 June 2013 is set out on pages 24 to 32 of this circular.

A form of proxy and a reply slip for use in connection with the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2012 are enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). Whether or not you are able to attend the meeting, please complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 20 days and 24 hours, respectively, before the time designated for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

10 May 2013

* *For identification purpose only*

CONTENTS

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

"A Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the SZSE and traded in RMB;
"AGM" or "Annual General Meeting"	the annual general meeting, or any adjournment thereof, of the Company for the year ended 31 December 2012 to be convened at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 25 June 2013, the notice of which is set out on pages 24 to 32 of this circular;
"Articles"	the *articles of association* of the Company, as amended, modified or otherwise supplemented from time to time;
"Board"	the board of directors of the Company;
"CEO"	chief executive officer of the Company;
"Chairman"	chairman of the Board;
"China Three Gorges New Energy"	China Three Gorges New Energy Corporation（中國三峽新能源公司）, a limited liability company incorporated under the laws of the PRC and a substantial shareholder of the Company;
"Company"	Xinjiang Goldwind Science & Technology Co., Ltd., a joint stock limited liability company incorporated in the PRC on 26 March 2001;
"Director(s)"	the director(s) of the Company;
"H Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;

"Hong Kong Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Listing Rules"	the *Rules Governing the Listing of Securities on the Hong Kong Stock Exchange*;
"Latest Practicable Date"	25 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
"MBA"	master of business administration degree;
"NEA"	the National Energy Administration of the PRC;
"PRC"	the People's Republic of China. References in this circular to the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
"RMB"	Renminbi, the lawful currency of the PRC;
"SFC"	Securities and Futures Commission;
"SFO"	the *Securities and Futures Ordinance*, Chapter 571 of the *Law of Hong Kong* (as amended, modified or otherwise supplemented from time to time);
"Shareholder(s)"	shareholder(s) of the Company;
"subsidiary"	has the meaning as ascribed in the Listing Rules;
"Supervisor(s)"	the supervisor(s) of the Company;
"Supervisory Committee"	the supervisory committee of the Company;
"SZSE"	Shenzhen Stock Exchange;
"Vice Chairman"	vice chairman of the Board;
"WTG"	wind turbine generator; and
"Xinjiang Wind Power"	Xinjiang Wind Power Co., Ltd. (新疆風能有限責任公司), a state-owned enterprise incorporated under the laws of the PRC and a substantial shareholder of the Company.

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

Directors:

Executive Directors:
Wu Gang
Wang Haibo

Non-executive Directors:
Li Ying
Hu Yang
Yu Shengjun
Ji Dongmei

Independent non-executive Directors:
Wang Yousan
Shi Pengfei
Tin Yau Kelvin Wong

Registered Office:
No. 107 Shanghai Road
Economic & Technological
Development District
Urumqi
Xinjiang
PRC

Place of Business in Hong Kong:
Edinburgh Tower, 33/F, The Landmark
15 Queen's Road Central
Hong Kong

10 May 2013

To the Shareholders,

Dear Sir or Madam,

ELECTION OF THE FIFTH SESSION OF THE BOARD
ELECTION OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to set out the details of (1) the proposed appointment of directors for the fifth session of the Board; (2) the proposed appointment of supervisors for the fifth session of the Supervisory Committee; and (3) to give you notice of the AGM to consider and approve the proposed resolutions.

* *For identification purpose only*

2. ELECTION OF THE FIFTH SESSION OF THE BOARD

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Directors shall be elected by the Shareholders at general meetings and serve a term of three years. In the event that a timely election fails to be conducted upon expiry of the term of office of the Directors, the original Directors shall perform their duties as Directors before the newly elected directors take office. Accordingly, as the term of office of the fourth session of the Board had expired on 24 March 2013, the Directors of the fourth session of the Board shall remain in office and perform their duties until the fifth session of the Board have been elected by the Shareholders at the AGM. Resolutions regarding the election of the fifth session of the Board have been proposed for consideration and approval by the Shareholders at the AGM.

Mr. Wu Gang (武鋼先生) and Mr. Wang Haibo (王海波先生) have been proposed for re-election as executive Directors, Mr. Li Ying (李熒先生), Ms. Hu Yang (胡陽女士) and Mr. Yu Shengjun (于生軍先生) as non-executive Directors, and Dr. Tin Yau Kelvin Wong (黃天祐博士) as an independent non-executive Director at the AGM. In addition, Mr. Cao Zhigang (曹志剛先生) has been proposed for election as an executive Director, and Mr. Yang Xiaosheng (楊校生先生) and Mr. Luo Zhenbang (羅振邦先生) as independent non-executive Directors at the AGM.

Subject to approval by the Shareholders at the AGM, the term of office of the fifth session of the Board shall be three years beginning on 26 June 2013 until 25 June 2016 and the Company will enter into a service contract with each of the Directors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. Subject to approval by the Shareholders at the AGM, the annual remuneration for the re-elected and elected executive and non-executive Directors shall be decided by the Shareholders at a shareholders' general meeting to be held in due course. Subject to approval by the Shareholders at the AGM, an annual remuneration of RMB200,000.00 (before tax) shall be given to each of the re-elected and elected independent non-executive Directors.

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the number of directors proposed to be elected for the fifth session of the Board that also hold senior management positions of the Company or is an employee of the Company shall not exceed one half of the Board.

Upon approval by the Shareholders of the relevant resolutions at the AGM, the composition of the proposed fifth session of the Board shall be as follows:

Executive Directors	Non-executive Directors	Independent non-executive Directors
Mr. Wu Gang	Mr. Li Ying	Dr. Tin Yau Kelvin Wong
Mr. Wang Haibo	Ms. Hu Yang	Mr. Yang Xiaosheng
Mr. Cao Zhigang	Mr. Yu Shengjun	Mr. Luo Zhenbang

Profiles of the directors proposed to be elected, or re-elected (as the case may be), as members of the fifth session of the Board at the AGM are set out in the Appendix headed "Profiles of Proposed and Elected Directors and Supervisors" on pages 8 to 23 of this circular.

3. ELECTION OF THE FIFTH SESSION OF THE SUPERVISORY COMMITTEE

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Supervisors that are representatives of the Shareholders shall be elected by the Shareholders at general meetings and serve a term of three years. In the event that a timely election fails to be conducted upon expiry of the term of office of the Supervisors, the original Supervisors shall perform their duties as Supervisors before the newly elected supervisors take office. Accordingly, as the term of office of the fourth session of the Supervisory Committee had expired on 24 March 2013, the Supervisors of the fourth session of the Supervisory Committee shall remain in office and perform their duties until the fifth session of the Supervisory Committee have been elected by the Shareholders at the AGM. Pursuant to the Articles, the Supervisory Committee shall compose of three Supervisors elected by the Shareholders and two employee representative Supervisors elected by the employees of the Company. Resolutions regarding the election of the fifth session of the Supervisory Committee have been proposed for consideration and approval by the Shareholders at the AGM.

Mr. Wang Mengqiu（王孟秋先生）, Mr. Wang Shiwei（王世偉先生）and Mr. Luo Jun（洛軍先生）have been proposed for re-election as Supervisors by the Shareholders at the AGM.

Subject to approval by the Shareholders at the AGM, the term of office of the fifth session of the Supervisor Committee shall be three years beginning on 26 June 2013 until 25 June 2016 and the Company will enter into a service contract with each of the Supervisors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. Subject to approval by the Shareholders at the AGM, the annual remuneration for the re-elected Supervisors shall be decided by the Shareholders at a shareholders' general meeting to be held in due course.

In accordance with the Articles and the relevant laws, regulations and rules of the PRC, the re-election of Ms. Zhang Xiaotao（張曉濤女士）and Mr. Xiao Zhiping（肖治平先生）has been considered and approved by the employees of the Company as employee representative Supervisors for the fifth session of the Supervisory Committee on 25 April 2013.

The term of office of Ms. Zhang Xiaotao and Mr. Xiao Zhiping, who are employee representative Supervisors for the fifth session of the Supervisory Committee, shall be three years beginning on 26 June 2013, which is the day after the date of the AGM to be held for approving, among others, the election of Supervisors that are representatives of Shareholders for the fifth session of the Supervisory Committee, until 25 June 2016. The Company has entered into a service contract with each of the employee representative Supervisors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. Ms. Zhang Xiaotao and Mr. Xiao Zhiping shall not receive remuneration for their service as employee representative Supervisors.

Pursuant to the relevant laws, regulations and rules of the PRC, no supervisor candidates proposed to be elected for the fifth session of the Supervisory Committee held directorships or senior management positions of the Company during the last two years, nor does the number of supervisors proposed to be elected for the fifth session of the Supervisory Committee that were solely nominated by Shareholders exceed one half of its total.

Upon approval by the Shareholders of the proposed re-election of Mr. Wang Mengqiu, Mr. Wang Shiwei and Mr. Luo Jun at the AGM, the composition of the proposed fifth session of the Supervisory Committee, including the employee representative Supervisors shall be as follows:

Supervisors	**Employee Representative Supervisors**
Mr. Wang Mengqiu	Ms. Zhang Xiaotao
Mr. Wang Shiwei	Mr. Xiao Zhiping
Mr. Luo Jun	

Profiles of Supervisors that are representatives of the Shareholders and are proposed to be re-elected as, and the employee representative Supervisors re-elected as, members of the fifth session of the Supervisory Committee at the AGM are set out in the Appendix headed "Profiles of Proposed and Elected Directors and Supervisors" on pages 8 to 23 of this circular.

4. ANNUAL GENERAL MEETING

The Annual General Meeting is proposed to be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 25 June 2013, at which resolutions to be approved, including, among other things, the proposed appointment of directors for the fifth session of the Board and supervisors for the fifth session of the Supervisory Committee will be proposed to the Shareholders (details has been set out in the Notice of Annual General Meeting on pages 24 to 32 of this circular).

The register of members of the Company will be closed from Sunday, 26 May 2013 to Tuesday, 25 June 2013 (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 registers of members as at the close of business on Friday, 24 May 2013 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 2013.

Pursuant to Rule 13.39(4) of the Listing Rules, the votes of the Shareholders at the AGM shall be taken by poll.

5. RECOMMENDATION

The Directors believe that the proposed resolutions in respect of, among other things, the proposed re-election and election of directors for the fifth session of the Board and the proposed re-election of supervisors for the fifth session of the Supervisory Committee are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of all resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Xinjiang Goldwind Science & Technology Co., Ltd.
WU Gang
Chairman

EXECUTIVE DIRECTORS

Mr. Wu Gang（武鋼先生）

Mr. Wu Gang ("**Mr. Wu**"), aged 55, is currently the Chairman and CEO. Mr. Wu graduated from Dalian University of Technology with a master's degree. Mr. Wu is a professor-level senior engineer and he is an expert entitled to a special allowance granted by the State Council. He currently also acts as the chairman of the board of Xinjiang New Energy (Group) Co., Ltd. and the vice chairman of the board of Xinjiang Wind Power, a substantial shareholder of the Company. He is one of the founders of the Company and has been with the Company for over 10 years. His previous experiences are set out as follows:

Period	Institution	Position
1983 – 1987	Xinjiang Water Resources and Hydropower School	Professor
1987 – 1992	Xinjiang Wind Power Company	Wind farm project manager
1992 – 1998	Xinjiang Wind Power Company	Deputy general manager
1998 – 2001	Xinjiang New Wind Kegongmao Co., Ltd. (the predecessor of the Company)	General manager
2001 – 2002	the Company	Director, General Manager
2002 – 2006	the Company	Chairman, General Manager
2006 – Present	the Company	Chairman, CEO
Mar 2012 – Jan 2013	the Company	President (concurrently with Chairman and CEO)

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Wu is deemed to be directly interested in a total of 40,167,040 A Shares. Save for the information disclosed herein, Mr. Wu does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Wu does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wu as an executive Director.

Mr. Wang Haibo（王海波先生）

Mr. Wang Haibo ("**Mr. Wang**"), aged 39, is currently an executive Director and the President of the Company. Mr. Wang graduated from Xinjiang Finance and Economics Institute with a bachelor's degree. He joined the Company in 2001 and has been with the Company for over 10 years. His previous experiences are set out as follows:

Period	**Institution**	**Position**
Aug 1996 – Mar 2000	Suntime International Economic-Trading Co., Ltd.	Regional director
Mar 2000 – Aug 2000	Shenzhen Subeier Co., Ltd., Xinjiang Office	Sales manager
Aug 2000 – Mar 2001	Xinjiang New Wind Kegongmao Co., Ltd. (the predecessor of the Company)	Sales and marketing department
Mar 2001 – Mar 2007	the Company	Director of sales and marketing, then director of investment and development
2005 – Mar 2010	the Company	Employee representative supervisor
Apr 2007 – Present	Beijing Tianrun New Energy Investment Co., Ltd. (a wholly-owned subsidiary of the Company)	Deputy general manager, then general manager, currently chairman of the board
Mar 2010 – Jan 2013	the Company	Vice president
Jan 2011 – Present	Goldwind International Holdings (HK) Limited (a wholly-owned subsidiary of the Company)	General manager
Jun 2012 – Present	the Company	Executive Director
Jan 2013 – Present	the Company	President

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Wang does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as an executive Director.

Mr. Cao Zhigang（曹志剛先生）

Mr. Cao Zhigang ("**Mr. Cao**"), aged 38, is currently an executive vice president of the Company. Mr. Cao graduated from Xinjiang University with a bachelor's degree. Mr. Cao is a senior engineer. He joined the Company in 2001 and has been with the Company for over 10 years. His previous experiences are set out as follows:

Period	**Institution**	**Position**
Jul 1998 – Feb 1999	Xinjiang Wind Power Company	Employee
Mar 1999 – Mar 2001	Xinjiang New Wind Kegongmao Co., Ltd. (the predecessor of the Company)	Employee of the technical department
Mar 2001 – Apr 2002	the Company	Employee of the technical department
May 2002 – Feb 2005	the Company	Director of Electronic Control Affairs
Mar 2005 – Feb 2006	the Company	Director of Chief Engineer's Office, deputy chief engineer
Mar 2006 – Dec 2009	the Company	Vice president
Jan 2010 – Present	the Company	Executive vice president

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Cao is deemed to be directly interested in a total of 9,368,024 A Shares. Save for the information disclosed herein, Mr. Cao does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Cao does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Cao as an executive Director.

NON-EXECUTIVE DIRECTORS

Mr. Li Ying (李熒先生)

Mr. Li Ying ("**Mr. Li**"), aged 78, is currently the Vice Chairman. Mr. Li graduated from Wuhan College of Hydraulics. Mr. Li is a professor-level senior engineer and he is an expert entitled to a special allowance granted by the State Council. He currently also acts as the chairman of the board of Ningde City Dagang Hydropower Station Development Co., Ltd.. He was appointed as the Vice Chairman in March 2001 and has been with the Company for over 10 years. His previous experiences are set out as follows:

Period	Institution	Position
1955 – 1958	Xinjiang Water Resources and Hydropower Design Institute	Employee
1958 – 1979	Xinjiang Water Resources	Department of hydropower
1980 – 1985	Ministry of Water Resources, Bureau of Rural Hydropower	Office of water resources
1985 – 1996	Ministry of Water Resources, Department of Water Resources	Manager, deputy director
1996 – 2011	Jianghe Rural Electricity Development Co., Ltd.	Chairman of the board
Mar 2001 – Present	the Company	Vice Chairman

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Li does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Li as a non-executive Director.

Ms. Hu Yang (胡陽女士)

Ms. Hu Yang ("**Ms. Hu**"), aged 46, is currently a non-executive Director. Ms. Hu graduated from Minzu University of China with a master's degree in economics. Ms. Hu is a senior economist. She currently also acts as the chief economist and director of corporate governance and legal affairs of China Three Gorges New Energy, a substantial shareholder of the Company, the vice chairman of the board of Qinghai Hydropower (Group) Co., Ltd., and a director of the board of Inner Mongolia of Gimhae New Energy Technology Co., Ltd.. She was appointed as a Director in September 2011. Her previous experiences are set out as follows:

Period	Institution	Position
Jul 1994 – Apr 1998	China Jianghe Water Resources and Hydropower Development Company	Department of water supply development
Apr 1998 – May 2000	China Water Resources Investment Company	Department of investment and development, management position with the water supply subsidiary
Jul 2000 – Dec 2002	Government of Yicheng, Hubei province	Deputy mayor of technology (temporary)
Jan 2003 – Feb 2003	China Water Resources Investment Company	Deputy director of office
Feb 2003 – Feb 2004	China Water Resources Investment Company, Asset Management Company	Assistant to the general manager
Feb 2004 – Apr 2006	China Water Resources Investment Company, Asset Management Company	Deputy general manager

Period	Institution	Position
Apr 2006 – Apr 2007	(China Water Resources Investment Company) China Water Resources Investment Group Company, Asset Operations and Management Company	Deputy general manager
Apr 2007 – May 2009	China Water Resources Investment Group Company, Asset Operations and Management Company	Deputy general manager
May 2009 – Jul 2010	China Water Resources Investment Group Company	General manager of operations management department
Jul 2010 – Aug 2011	China Three Gorges New Energy	General manager of operations management department
Aug 2011 – Sep 2011	China Three Gorges New Energy	Director of corporate governance and legal affairs
Sep 2011 – Present	China Three Gorges New Energy	Chief economist, director of corporate governance and legal affairs
Sep 2011 – Present	the Company	Non-executive Director

As at the Latest Practicable Date, save for the information disclosed herein, Ms. Hu does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has she held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Ms. Hu as a non-executive Director.

Mr. Yu Shengjun（于生軍先生）

Mr. Yu Shengjun ("**Mr. Yu**"), aged 39, is currently a non-executive Director. Mr. Yu graduated from Xinjiang University of Finance & Economics with an MBA. Mr. Yu is a senior engineer. He currently also acts as the chairman of the board and secretary of Party Committee of Xinjiang Wind Power, a substantial shareholder of the Company. He was appointed as a Director in January 2013. His previous experiences are set out as follows:

Period	Institution	Position
Sep 1996 – Sep 1998	Urumqi Bureau of Geology and Mineral Resources, Jiangou Coal Mine	Technician, deputy officer-in-charge
Oct 1998 – Jun 2012	Xinjiang Wind Power	Duty officer-in-charge, project manager, director of R&D, director of project construction, director of project development, member of Party Committee, deputy general manager
Jan 2011 – Jun 2012	China Three Gorges New Energy, Xinjiang Office	Deputy general manager
Jul 2012 – Present	Xinjiang New Energy (Group) Co., Ltd.	Assistant to the general manager
Sep 2012 – Present	Xinjiang Wind Power	Secretary of Party Committee
Nov 2012 – Present	Xinjiang Wind Power	Chairman of the board
Jan 2013 – Present	the Company	Non-executive Director

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Yu is deemed to be directly interested in a total of 6,500 A Shares and interested in a total of 8,600 A Shares which is held by his spouse, Ms. Wang Chunmei. Save for the information disclosed herein, Mr. Yu does not hold any interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Yu does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Yu as a non-executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Dr. Tin Yau Kelvin Wong（黃天祐博士）

Dr. Tin Yau Kelvin Wong ("**Dr. Wong**"), aged 52, is currently an independent non-executive Director. Dr. Wong obtained his MBA from Andrews University in Michigan, USA, and his Doctorate of Business Administration from The Hong Kong Polytechnic University. He currently also acts as the deputy managing director of COSCO Pacific Limited, an independent non-executive director and chairman of the audit committee of China Metal International Holdings Inc. and China ZhengTong Auto Services Holdings Limited, and an independent non-executive director of CIG Yangtze Ports PLC and I.T Limited. All the aforementioned companies are listed on the Hong Kong Stock Exchange.

Dr. Wong is a member of the Chartered Institute of Bankers and Hong Kong Securities Institute, the chairman of The Hong Kong Institute of Directors, non-executive director of the SFC, a member of the Main Board and GEM Listing Committee of the Hong Kong Stock Exchange, a member of the SFC (HKEC Listing) Committee of the SFC, a member of the Standing Committee on Company Law Reform, a member of the Corruption Prevention Advisory Committee of the Independent Commission Against Corruption, a member of the Appeal Board Panel (Town Planning), a member of The Board of Review (Inland Revenue Ordinance), a member of the board of Hong Kong Sports Institute Limited, a council member of The Hong Kong Management Association, a member of the OECD/World Bank Asian Corporate Governance Roundtable, and the council advisor and former chairman of the Hong Kong Chinese Orchestra Limited.

Dr. Wong was appointed as a Director in June 2011. His previous experiences are set out as follows:

Period	Institution	Position
1985 – 1987	Wing Lung Bank Ltd.	Employee
1987 – 1988	Bank of Tokyo, Ltd.	Credit manager
1988 – 1991	Crédit Lyonnais	Credit manager, securities analyst
1992 – 1994	Chuang's China Investments Limited	Senior finance manager
1994 – 1996	Termbray Industries International (Holdings) Limited	General manager
1996 – Present	COSCO Pacific Limited	Deputy managing director
Jun 2011 – Present	the Company	Independent non-executive Director

As at the Latest Practicable Date, save for the information disclosed herein, Dr. Wong does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Apart from being an independent non-executive Director and chairman of the Audit Committee of the Company, Dr. Wong does not hold any other position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Dr. Wong as an independent non-executive Director.

Mr. Yang Xiaosheng（楊校生先生）

Mr. Yang Xiaosheng ("**Mr. Yang**"), aged 61, graduated from Beijing University of Agricultural Engineering with a master's degree in agricultural electrification. Mr. Yang is a senior engineer.

Mr. Yang is the secretary general of the renewable power generation study committee of Chinese Society for Electrical Engineering and the National Energy Industries Wind Power Standardisation Committee, the editor-in-chief of *Wind Power* magazine, a member of the climatic resource research committee of Chinese Meteorological Society, master's degree students' guidance committee of Tsinghua University, the wind power utilisation key laboratory academic committee of Chinese Academy of Sciences and the academic committee of the National Offshore Wind Power Engineering and Technology Research Centre, an expert of the judging panel of the National Science & Technology Progress Award, deputy head of the experts group for renewable energy development planning under the *Twelfth Five-Year Plan* of the Ministry of Science and Technology of China, an expert of the energy experts committee of the NEA, deputy head of the energy industries wind power standardisation committee of the NEA, deputy editor-in-chief of the third edition's new energy section of the *Complete Encyclopaedia of China's Wind Power* and editor-in-chief of its wind farm operations branch, a member of the national electrical safety experts committee and head of new energy department of the State Electricity Regulatory Commission, and the director general of the wind power equipment sub-committee of China Association of Agricultural Machinery Manufacturers.

Mr. Yang's previous experiences are set out as follows:

Period	**Institution**	**Position**
Jan 1970 – Mar 1972	Bureau of Shipping of Han River, Hubei province	Worker
Mar 1972 – Dec 1977	Automobile Company of Yunyang district, Hubei province	Worker
Jan 1982 – Sep 1983	China Second Automobile	Assistant engineer of product design
Nov 1986 – Apr 1988	Hydropower Bureau Labour and Capital Office	Engineer
May 1988 – Nov 1992	Energy Bureau Agricultural Power Office	Deputy chief
Dec 1992 – Jul 2000	China Fulin Wind Power Development Company	Deputy chief engineer and manager of project management, chief engineer, deputy general manager

Period	Institution	Position
Jan 2000 – Jan 2007	China Longyuan Power Group Limited	Deputy chief engineer, (since 2002) manager of development department, manager of technological development (wind power R&D centre), director of wind power R&D centre, manager of production safety, a member of Beijing Longyuan direct committee, director of technological information
Jan 2007 – Jul 2009	China Longyuan Power Group Limited	Chief engineer, director of technological information, a member of Beijing Longyuan direct committee, director of renewable energy R&D centre, general manager of Suzhou Longyuan Bailu Wind Power Technique Vocational Training Centre Co., Ltd., director of construction preparations of Jiangsu Longyuan Offshore Wind Power Project
Jul 2009 – Apr 2012	China Longyuan Power Group Corporation Limited	Chief engineer and general manager of Suzhou Longyuan Bailu Wind Power Technique Vocational Training Centre Co., Ltd.

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Yang does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Mr. Yang does not hold any position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Yang as an independent non-executive Director.

Mr. Luo Zhenbang（羅振邦先生）

Mr. Luo Zhenbang ("**Mr. Luo**"), aged 48, graduated from Tsinghua University with a master's degree in corporate governance and innovation. Mr. Luo is a China Certified Public Accountant, Certified Tax Agent, Certified Public Valuer, and an accountant. He currently acts as an independent non-executive director of China Aerospace International Holdings Limited, China City Railway Transportation Technology Holdings Company Limited and Shenzhou Digital Information Technology Co., Ltd., and a member of the internal audit committee of Northeast Securities Co., Ltd.. Both China Aerospace International Holdings Limited and China City Railway Transportation Technology Holdings Company Limited are listed on the Hong Kong Stock Exchange. His previous experiences are set out as follows:

Period	**Institution**	**Position**
1991 – 1994	Bureau of Commerce of Lingwu, Ningxia Hui Autonomous Region	Employee
1994 – 1998	Ningxia Certified Public Accountants	Department manager
1998 – 1999	Zhongzhou Certified Public Accountants	Deputy director accountant
2000 – 2001	Zhongtianxin Certified Public Accountants	Deputy director accountant
2002 – 2008	Tianhua Certified Public Accountants	Deputy director accountant
2008 – Present	BDO China Shu Lun Pan Certified Public Accountants	Director, senior partner

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Luo does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any other public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Mr. Luo does not hold any position with the Company or any other member of the group of companies of which the Company forms part.

Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Luo as an independent non-executive Director.

SUPERVISORS

Mr. Wang Mengqiu（王孟秋先生）

Mr. Wang Mengqiu ("**Mr. Wang**"), aged 55, is currently the chairman of the Supervisory Committee. Mr. Wang holds a university degree and is an assistant accountant. He currently also acts as the director of internal audit of China Three Gorges New Energy, a substantial shareholder of the Company, the chairman of the supervisory committee of Sinomatech Wind Power Blade Co., Ltd. and Inner Mongolia of Gimhae New Energy Technology Co., Ltd., and a supervisor of Shangdu Tianrun Co., Ltd.. He was appointed as a Supervisor in August 2008. His previous experiences are set out as follows:

Period	Institution	Position
Apr 1998 – Apr 2006	China Water Investment Group Corp.	Deputy director, director of finance centre
Apr 2006 – Present	China Three Gorges New Energy	Director of internal audit
Aug 2008 – Mar 2010	the Company	Supervisor
Mar 2010 – Present	the Company	Chairman of the Supervisory Committee

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Wang does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as a Supervisor.

Mr. Wang Shiwei（王世偉先生）

Mr. Wang Shiwei ("**Mr. Wang**"), aged 56, is currently a Supervisor. Mr. Wang holds a college degree and is an engineer. He currently also acts as the deputy general manager of Xinjiang Wind Power, a substantial shareholder of the Company. He was appointed as a Supervisor in September 2009. His previous experiences are set out as follows:

Period	Institution	Position
Jun 1998 – Oct 2005	Xinjiang Wind Power	Director of materials management of Dabancheng wind farm, plant manager and quality inspector of the WTG assembly plant of New Energy Kegongmao, deputy general manager of Dabancheng wind farm
Oct 2005 – Present	Xinjiang Wind Power	Deputy general manager
Sep 2009 – Present	the Company	Supervisor

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Wang does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Wang as a Supervisor.

Mr. Luo Jun（洛軍先生）

Mr. Luo Jun ("**Mr. Luo**"), aged 46, is currently a Supervisor. Mr. Luo holds a bachelor's degree and is an accountant. He currently also acts as the director of equity management of Xinjiang Wind Power, and a director of the board of Xinjiang Sichisun Wind Power Technology Co., Ltd., Beijing Jindaban New Energy Technology Co., Ltd., Xinjiang Xinfengqi Energy Services Co., Ltd. and Xi'an Wind Power Co., Ltd. of China Water Investment Group. He was appointed as a Supervisor in May 2004.

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Luo does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Luo as a Supervisor.

EMPLOYEE REPRESENTATIVE SUPERVISORS

Ms. Zhang Xiaotao（張曉濤女士）

Ms. Zhang Xiaotao ("**Ms. Zhang**"), aged 42, is currently an employee representative Supervisor and the director of internal audit and supervision of the Company. Ms. Zhang holds a bachelor's degree. She joined the Company in 2001 and has been with the Company for over 10 years. Her previous experiences are set out as follows:

Period	Institution	Position
May 1994 – May 2001	Xinjiang Wind Power Company	Accountant of finance department
May 2001 – Aug 2006	the Company	Head of finance department
Sep 2006 – Dec 2008	the Company	Head of internal audit
Dec 2008 – Dec 2009	the Company	Director of finance system
Jan 2010 – Dec 2010	the Company	Director of operations system
Jan 2011 – Dec 2011	the Company	Director of production of wind turbine sub business unit
Dec 2012 – Present	the Company	Director of internal audit and supervision

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Ms. Zhang is deemed to be interested in a total of 18,850,400 A shares of the Company which is held by her spouse, Mr. Wang Xiangming, a member of the senior management of the Company. Save for the information disclosed herein, as at the date of this announcement, Ms. Zhang does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, save for the information disclosed herein, Ms. Zhang does not have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has she held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there is no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of Shareholders in relation to the proposed appointment of Ms. Zhang as an employee representative Supervisor.

Mr. Xiao Zhiping（肖治平先生）

Mr. Xiao Zhiping ("**Mr. Xiao**"), aged 36, is currently an employee representative Supervisor and the general manager of Goldwind Investment Holding Co., Ltd., a wholly-owned subsidiary of the Company. Mr. Xiao holds a university degree. He joined the Company in April 2006. His previous experiences are set out as follows:

Period	Institution	Position
Jul 1999 – Jan 2000	Bank of China, Xinjiang branch	Employee
Jan 2000 – Apr 2002	Suntime International Economic-Trading Co., Ltd.	Employee
Apr 2002 – Apr 2006	Xinjiang Financial Leasing Co., Ltd.	Manager of leasing department II, deputy general manager of leasing department
Apr 2006 – Jan 2012	the Company	Deputy head, head, and investment director of investment and equity management
Jan 2012 – Present	Goldwind Investment Holding Co., Ltd. (a wholly-owned subsidiary of the Company)	General manager

As at the Latest Practicable Date, save for the information disclosed herein, Mr. Xiao does not hold any interest in the Company's securities within the meaning of Part XV of the SFO, have any relationships with any directors, senior management or substantial or controlling shareholders of the Company, nor has he held directorships in any public companies the securities of which are listed on any securities markets in Hong Kong or overseas during the last three years. Save for the information disclosed herein, there are no other information to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of the Shareholders in relation to the proposed appointment of Mr. Xiao as an employee representative Supervisor.

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of Xinjiang Goldwind Science & Technology Co., Ltd. (the "**Company**") for the year ended 31 December 2012 will be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC at 10:30 a.m. on Tuesday, 25 June 2013 for the purposes of considering and, if thought fit, approving the following matters:

AS ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company (the "**Board**") for the year of 2012.

2. To consider and approve the report of the supervisory committee of the Company (the "**Supervisory Committee**") for the year of 2012.

3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2012.

4. To consider and approve the final dividend distribution for the year ended 31 December 2012.

5. To consider and approve the annual report of the Company for the year of 2012.

6. To consider and approve the *Report on Use of Proceeds for the Year of 2012* (A Share), appended hereto this notice.

* *For identification purpose only*

7. To consider and approve a proposed change in investment of committed projects of share proceeds (A Share), whereby it is proposed that the Nanjing MW-level wind turbine generator ("**WTG**") industrialisation project be changed to the 6MW direct-drive permanent magnet ("**DDPM**") WTG R&D project and in addition, deregister Nanjing Goldwind Science & Technology Co., Ltd. and reallocate approximately RMB26.90 million recovered from its deregistration to the 6MW DDPM WTG R&D project.

8. To consider and approve the proposed applications to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB51 billion for the period from the date of passing of this resolution until the day of the annual general meeting of the Company held in the year of 2014, and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.

9. To consider and approve the provision by the Company for the benefit of its subsidiaries of guarantees with a total amount of not more than RMB1.6 billion and a term not exceeding five years during the period from the date of passing of this resolution until the day of the annual general meeting of the Company held in the year of 2014.

10. To consider and approve the appointment of Ernst & Young Hua Ming LLP as the PRC auditor 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.

11. To consider and approve the re-election/appointment of the following directors as directors of the Company (the "**Directors**") for the fifth session of the Board:

(a) Executive and non-executive directors:

(1) Mr. Wu Gang as an executive Director;
(2) Mr. Li Ying as a non-executive Director;
(3) Ms. Hu Yang as a non-executive Director;
(4) Mr. Yu Shengjun as a non-executive Director;
(5) Mr. Wang Haibo as an executive Director;
(6) Mr. Cao Zhigang as an executive Director;

(b) Independent non-executive directors:

(1) Dr. Tin Yau Kelvin Wong as an independent non-executive Director;
(2) Mr. Yang Xiaosheng as an independent non-executive Director;
(3) Mr. Luo Zhenbang as an independent non-executive Director.

12. To consider and approve the re-election of the following supervisors as supervisors of the Company (the "**Supervisors**") for the fifth session of the Supervisory Committee:

    (a) Mr. Wang Mengqiu as a Supervisor;
    (b) Mr. Wang Shiwei as a Supervisor;
    (c) Mr. Luo Jun as a Supervisor.

13. To consider and approve an annual remuneration of RMB200,000.00 (before tax) for each independent non-executive Director.

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

10 May 2013

As at the date of this announcement, the executive directors of the Company are Mr. Wu Gang and Mr. Wang Haibo; the non-executive directors are Mr. Li Ying, Ms. Hu Yang, Mr. Yu Shengjun and Ms. Ji Dongmei; and the independent non-executive directors are Mr. Wang Yousan, Mr. Shi Pengfei and Dr. Tin Yau Kelvin Wong.

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 Sunday, 26 May 2013 to Tuesday, 25 June 2013 (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 2013 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 2013.

3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2012, the Company's H Share register of members will be closed from Monday, 1 July 2013 to Sunday, 7 July 2013 (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 2013 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 2013.

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 Company's Office of Secretary of the Board at the address as stated in Note 7 below for holders of the A Shares and at the H Share registrar, Computershare Hong Kong Investor Services Limited, at the address as stated in Note 2 above for holders of the 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 5:00 p.m. on Wednesday, 5 June 2013 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. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC
   Telephone No. : +86 991-3767411
   Facsimile No. : +86 991-3767411

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.

I. SUMMARY OF PROCEEDS

In accordance with the *Notice of Approval regarding the Initial Public Offering of Shares by Xinjiang Goldwind Science & Technology Co., Ltd.* (Zheng Jian Fa Xing Zi [2007] No.453) issued by China Securities Regulatory Commission, the Company received approval and issued to the public 50,000,000 ordinary shares (A Share) at a price of RMB36.00 per share on 13 and 14 December 2007. The total proceeds raised by the Company were RMB1,800,000,000.00, and net proceeds (less issuance fees) totalled RMB1,744,663,841.73. The figures above have been audited by Wuzhou Songde Accountants Firm on 19 December 2007, in accordance with the *Capital Verification Report* (Wu Zhou Shen Zi (2007) No.8-622) issued.

As of 31 December 2012, the Company used a total of RMB1,686,874,600.00 of the proceeds. Details are as follows:

i. RMB402,413,900.00 were used for replacing those investments made by the Company utilising its own capital resources in the projects before such share proceeds become available;

ii. RMB1,284,460,700.00 were directly invested in share proceed projects.

As at 31 December 2012, the balance of the Company's proceeds was RMB57,789,241.73.

II. MANAGEMENT OF PROCEEDS

In order to standardise the management and use of proceeds, and protect the investors' interests, the Company issued the *Administration Rules for Use of Proceeds* (the "**Administration Rules**") pursuant to the *Company Law of the People's Republic of China* (the "**PRC**" or "**China**"), the *Securities Law of the PRC*, the *Rules Governing the Listing of Stocks on the Shenzhen Stock Exchange* (the "**SZSE Listing Rules**"), and the *Administration Rules for Proceeds of Companies Listed on the Small and Medium-sized Enterprise Board*. In accordance with the Administration Rules, the Company deposited the proceeds in designated accounts, performed strict approval procedures, and guaranteed its designated use.

During the reporting year, the proceeds deposited in accounts with China Construction Bank, Urumqi, Zhongshan Road Sub-branch by the Company and Bank of China, Baotou Development District Sub-branch by Inner Mongolia Goldwind Science & Technology Co., Ltd. had been fully used, and the respective accounts had been closed.

As at 31 December 2012, the balance of proceeds in all accounts of the Company totalled RMB131,780,800.79. Details are as follows:

Unit: RMB

Bank	Account No.	Account Type	Balance	Company
Bank of China, Xinjiang Uygur Autonomous Region Branch	107600000963	Notice deposit	20,000,000.00	Goldwind
Bank of China, Xinjiang Uygur Autonomous Region Branch	107600000963	Notice deposit	20,000,000.00	Goldwind
Bank of China, Xinjiang Uygur Autonomous Region Branch	107600000963	Notice deposit	32,000,000.00	Goldwind
Bank of China, Xinjiang Uygur Autonomous Region Branch	107000000908	Designated account	888,489.48	Goldwind
China Construction Bank, Dafeng Sub-branch	32001737636052513214	Designated account	58,892,311.31	Goldwind Jiangsu
Total			131,780,800.79	

As at 31 December 2012, the balance of proceeds of the Company was RMB131,780,800.79. The total balance in the designated accounts was RMB73,991,559.06 more than the actual balance of the proceeds. The difference was due to the fact that the Company had not remitted an amount of RMB56,659,575.33 out of the designated accounts to replace the funds previously invested by the Company with its owns funds. Interests from the proceeds amounted to RMB17,331,983.73.

III. USE OF PROCEEDS IN THE FINANCIAL YEAR OF 2012

Details of the use of proceeds in 2012 are set out in the table attached below.

IV. DISCLOSURE OF USE OF PROCEEDS

The Company acted in strict compliance with relevant regulations including *the Guidelines for the Proper Management of Companies Listed on the Small and Medium-sized Enterprise Board of the Shenzhen Stock Exchange* (the "**Management Guidelines for SZSE SME-Listed Companies**") and the Company's Administration Rules, and disclosed the deposit and use of proceeds truthfully and accurately, and information disclosed was complete and provided in a timely manner.

V. ADVICE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The advice of the independent non-executive directors (the "**Directors**") of the Company, namely Mr. Wang Yousan, Mr. Shi Pengfei, and Dr. Tin Yau Kelvin Wong, is as follows:

The independent non-executive Directors were in agreement with the *Report on Use of Proceeds for the Year of 2012* issued by the Board. The report had truthfully reflected the Company's management and use of proceeds. The disclosed information relating to the Company's use of proceeds were true, accurate, complete, and provided in a timely manner and there were no violations regarding the management of proceeds.

VI. COMMENTS OF HAITONG SECURITIES CO., LTD.

The management and use of the Company's proceeds were in compliance with the SZSE Listing Rules, the *Guidelines for Sponsor Related Matters of the Small and Medium-sized Enterprise Board of the Shenzhen Stock Exchange*, the Management Guidelines for SZSE SME-Listed Companies, and other relevant regulations and guidelines. There were no violations regarding the Company's management of proceeds. Proceeds were deposited in designated accounts and were used for designated projects, and there were no changes to the use of proceeds. There were no circumstances in which the interests of the shareholders of the Company have been damaged, and there were no violations regarding the Company's use of proceeds.

The *Report on Use of Proceeds for the Year of 2012* issued by the Board had accurately and completely reflected the Company's use of share proceeds in 2012.

VII. ADVICE OF SUPERVISORY COMMITTEE

The Company acted in strict compliance with the Administration Rules. During the reporting year, the Company's proceeds were not pledged or entrusted to secure loans, and the use of proceeds were in compliance with the Company's project plans. There were no violations with regards to the Company's use of proceeds. The Supervisory Committee considered that the disclosure of relevant information by the Company were true, accurate, and complete.

Table:

ACTUAL USE OF SHARE PROCEEDS

Unit: RMB ten thousand

Total amount of share proceeds	174,466.38	Share proceeds invested between January-December 2012	14,014.08
Total amount of share proceeds involving changes in investment purpose	0	Accumulated total of share proceed investments	168,687.46
As a percentage of the total amount of share proceeds	0		

Committed Projects	If Changed (including partial changes)	Committed Total Investment from Proceeds	Total Investment after Adjustments	Total Amount Committed for Investment as at the End of 2012 (1)	Total Amount Invested during the Reporting Year	Accumulated Amount Invested as at the End of 2012 (2)	Difference between Accumulated Total Amount Invested and the Total Amount Committed for Investment as at the End of 2012 (3) = (2)-(1)	Investment Rate (%) as at the End of 2012 (4) = (2)/(1)	Date of Projects becoming Ready for Intended Use	Profits Achieved during the Reporting Year	Whether the Expected Profits have been Achieved	Whether there were any Material Changes in relation to the Feasibility of the Projects
I. Capacity Expansion												
Beijing MW-level WTG high technology industrialisation project	No	15,000	15,000	15,000	0	15,000	0	100	May 2008	–2,924.67	Yes	No
Xinjiang MW-level WTG capacity expansion project	No	46,100	46,100	46,100	0	46,100	0	100	Oct 2008	1,665.18	Yes	No
Inner Mongolia MW-level DDPM WTG industrialisation project	No	12,700	12,700	12,700	0	12,700	0	100	Dec 2008	680.67	Yes	No
Nanjing MW-level WTG industrialisation project	Yes	11,506.38	2,545.41	2,545.41	0	2,545.41	0	100	Jul 2011	0	–	No
Jiangsu Dafeng Offshore WTG R&D and manufacturing base	Yes	0	8,960.97	8,960.97	3,182.05	3,182.05	–5,778.92	35.51	Dec 2013	0	–	No
II. R&D Projects												
1.5MW WTG series	No	12,800	12,800	12,800	0	12,800	0	100	Sep 2008	0	–	No
2.5MW DDPM WTG	No	16,000	16,000	16,000	0	16,000	0	100	Oct 2010	0	–	No
3MW hybrid PM WTG	No	23,200	23,200	23,200	8,387.38	23,200	0	100	Dec 2012	0	–	No
5MW WTG	No	412.03	412.03	412.03	0	412.03	0	100	Jun 2010	0	–	No
Testing laboratory	No	4,000	4,000	4,000	0	4,000.00	0	100	Jun 2011	0	–	No
6MW DDPM WTG	No	4,587.97	4,587.97	4,587.97	2,444.65	4,587.97	0	100	Dec 2012	0	–	No
III. Wind Farm Development and Sales												
Capital increase to Fuhui wind power for Wulate project	No	8,160	8,160	8,160	0	8,160	0	100	Aug 2008	0	Yes	No
Tacheng Mayitasi 49.5MW Trial Demonstration Wind Farm	No	10,000	10,000	10,000	0	10,000	0	100	Mar 2009	0	Yes	No
Goldwind Damao National Demonstration Wind Farm	No	10,000	10,000	10,000	0	10,000	0	100	Oct 2009	0	Yes	No
Total	–	174,466.38	174,466.38	174,466.38	14,014.08	168,687.46	–5,778.92	–	–	–578.82	–	–

Projects not progressing as scheduled or not achieving expected profits and the reasons	nil
Explanation for material changes in the feasibility of projects	nil
Change of location of share proceed projects	nil
Adjustments to the implementation for share proceed projects	nil
Initial investment in share proceed projects and replacement with share proceeds	nil
Idle share proceeds used for short-term liquidity	nil
Surplus share proceeds after implementation of projects and the reasons	nil
Other uses of share proceeds	nil

Notes:

1. The total amount of share proceeds as shown in the above table is RMB1,744,663,800. This is the actual net amount after deducting underwriting fees and issuance expenses.

2. Projects that achieved profits during the reporting year as shown in the above table: profits shown for Beijing MW-level WTG high technology industrialisation project, Inner Mongolia MW-level DDPM WTG industrialisation project, and Xinjiang MW-level WTG capacity expansion project were net profits; profits of R&D projects cannot be calculated individually and were consolidated into the overall financial performance of the Company.