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

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 2013 will be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, the Peoples' Republic of China ("**PRC**") at 10:30 a.m. on Tuesday, 20 May 2014 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 2013.

2. To consider and approve the report of the supervisory committee of the Company (the "**Supervisory Committee**") for the year of 2013.

3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the financial year ended 31 December 2013.

4. To consider and approve the final dividend distribution for the financial year ended 31 December 2013.

5. To consider and approve the annual report of the Company for the year of 2013.

* *For identification purpose only*

6. To consider and approve the *Report on Use of Proceeds for the Year of 2013* (A Share), appended hereto this notice.

7. To consider and approve the proposed application to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB65 billion for the period from the date of passing of this resolution until the day of the annual general meeting of the Company to be held in the year of 2015, and authorise the chairman of the Board, Mr. Wu Gang, to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.

8. To consider and approve the proposed application to banks by the Company for the issuance of letters of guarantee for the benefit of its subsidiaries with a total amount of not more than RMB2.5 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 to be held in the year of 2015.

9. To consider and approve the proposed provision of guarantees by the Company for its subsidiaries (including guarantees provided by its subsidiaries for other subsidiaries) with a total amount of not more than RMB4 billion during the period from the date of passing of this resolution until the day of the annual general meeting of the Company to be held in the year of 2015, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto.

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 provide auditing and internal control auditing services in 2014, and authorise the Board to determine their remunerations, respectively.

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

Beijing, 4 April 2014

As at the date of this announcement, the Company's executive directors are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; non-executive directors are Mr. Li Ying, Ms. Hu Yang and Mr. Yu Shengjun; and independent non-executive directors are Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng and Mr. Luo Zhenbang.

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 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, 20 April 2014 to Tuesday, 20 May 2014 (both dates 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 Thursday, 17 April 2014 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 Thursday, 17 April 2014.

3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2013, the Company's H Share register of members will be closed from Saturday, 24 May 2014 to Thursday, 29 May 2014 (both dates inclusive). During the abovementioned 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 Thursday, 29 May 2014 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, 23 May 2014.

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 Tuesday, 29 April 2014 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 at 31 December 2013, the Company used a total of RMB1,744,663,841.73 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 became available;

ii. RMB1,342,249,941.73 were directly invested in share proceed projects.

As at 31 December 2013, the balance of the Company's proceeds was nil.

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 PRC, 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 account with China Construction Bank, Dafeng Sub-branch had been fully used, and the account had been closed.

As at 31 December 2013, the balance of proceeds in all accounts of the Company totalled RMB26,951,683.85. Details are as follows:

Unit: RMB

Bank	Account No.	Account Type	Balance	Company
Bank of China, Xinjiang Uygur Autonomous Region Branch	107600000963	Notice deposit	26,900,000.00	Goldwind
Bank of China, Xinjiang Uygur Autonomous Region Branch	107000000908	Designated account	51,683.85	Goldwind
Total			26,951,683.85	

As at 31 December 2013, the balance of proceeds of the Company was nil. The total balance in the designated accounts was RMB26,951,683.85 which exceeded the actual balance of the proceeds. The difference was due to the fact that the Company had not remitted an amount of RMB25,454,141.73 out of the designated accounts to replace the funds previously invested by the Company with its owns funds. Interests from the proceeds amounted to RMB1,497,542.12.

III. USE OF PROCEEDS IN THE FINANCIAL YEAR OF 2013

Details of the use of proceeds in 2013 are set out in Table I attached below;

Details of the change of share proceed projects in 2013 are set out in Table II 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 Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng, and Mr. Luo Zhenbang, is as follows:

The independent non-executive Directors were in agreement with the *Report on Use of Proceeds for the Year of 2013* 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 2013* issued by the Board had accurately and completely reflected the Company's use of share proceeds in 2013.

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 I:

ACTUAL USE OF SHARE PROCEEDS

Unit: RMB ten thousand

Total amount of share proceeds	174,466.38	Share proceeds invested between January – December 2013	8,324.33
Total amount of share proceeds involving changes in investment purpose	2,545.41	Accumulated total of share proceed investments	174,466.38
As a percentage of the total amount of share proceeds	1.46%		

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 at 2012 2012 (3) = (2)-(1)	Investment Rate (%) as the End of (4) = (2)/(1)	Date of Projects becoming Ready for Intended Use Year	Profits Achieved during the Reporting	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 wind turbine generator ("**WTG**") high technology industrialisation project	No	15,000	15,000	15,000	0	15,000	0	100	May 2008	24.85	Yes	No
Xinjiang MW-level WTG capacity expansion project	No	46,100	46,100	46,100	0	46,100	0	100	Oct 2008	1,817.39	Yes	No
Inner Mongolia MW-level DDPM WTG industrialisation project	No	12,700	12,700	12,700	0	12,700	0	100	Dec 2008	0	–	No
Nanjing MW-level WTG industrialisation project	Yes	11,506.38	0	0	0	0	0	0	–	0	–	Yes
Jiangsu Dafeng Offshore WTG R&D and manufacturing base	Yes	0	8,960.97	8,960.97	5,778.92	8,960.97	0	100	June 2013	2,686.17	Yes	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	0	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	Yes	4,587.97	7,133.38	7,133.38	2,545.41	7,133.38	0	100	Dec 2013	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	8,324.33	174,466.38	0	–	–	4,528.41	–	–

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

Part of proceeds allocated for the Nanjing MW-level WTG industrialization project, being a total of RMB25.4541 million, was re-allocated for the 6MW DDPM WTG project.

Table II:

CHANGE OF SHARE PROCEED PROJECTS

Unit: RMB ten thousand

Changed Project	Privious Project	Planed Invested Amount after Changes	Total Amount Committed Accumulated for Investment as at the End of 2013 (1)	Total Amount Invested during the Reporting Year	Total Amount Accumulated for Investment (2)	Investment Rate (%) (3) = (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 Project
6MW DDPM WTG	Nanjing MW-level WTG industrialisation project	7,133.38	7,133.38	2,545.41	7,133.38	100	Dec 2013	2,686.177	Yes	No

Notes:

1. Reasons for change, approval procedures and relevant disclosure status:

   Following the change of the Nanjing MW-level WTG industrialisation project in 2011, part of the proceeds initially allocated to Nanjing Goldwind Wind Technology Co., Ltd. ("**Nanjing Goldwind**") were not transferred out of Nanjing Goldwind as it had applied such funds to pay for the land premium for a plot of land located in Phase II of Jiangning District Technology Park in Nanjing. Having considered the change of location of the MW-level WTG industrialisation project, the Company would no longer invest in the industrialisation project in Nanjing, Nanjing Goldwind has entered into an agreement with the government of Jiangning District of Nanjing relating to the refund of the land premium of RMB25.4541 million. Nanjian Goldwind will transfer such funds to the Company's 6MW DDPM WTG R&D project upon receipt of such funds.

   The changes described above were considered and approved by shareholders of the Company at the annual general meeting of the Company for the year of 2012. Details are set out in the *Announcement (A Share) for Change of Use of Proceeds for the Nanjing MW-level WTG Industrialisation Project* (No. 2013-012) and *Announcement for the Results of the Annual General Meeting for the Year of 2012* (No. 2013-026), both published on the website of CNINFO on 23 March 2013 and 26 June 2013, respectively.

2. Reasons for not progressing as scheduled

   N/A

3. Explanation for material changes in the feasibility of the project

   N/A