THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares of Xinjiang Goldwind Science & Technology Co., Ltd., you should at once hand this circular 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 the 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

SUBSCRIPTION OF NEW A SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EGM AND CLASS MEETINGS

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

TC Capital
天財資本

TC Capital Asia Limited

A letter from the Board is set out on pages 6 to 18 of this circular. A letter from the Independent Board Committee is set out on pages 19 to 20 of this circular. A letter from the Independent Financial Adviser to the Independent Board Committee and Independent Shareholders is set out on pages 21 to 38 of this circular.

Notices convening the EGM and the Class Meetings to be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, the PRC at 2:30 p.m. on Tuesday 11 November 2014 are set out on pages 44 to 56 of this circular. Forms of proxy and reply slips for use in connection with the EGM and the Class Meetings 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 slips and the forms 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 meetings or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meetings or any adjourned meetings should you so wish.

24 September 2014

* *For identification purpose only*

CONTENTS

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

"Articles of Association"	the articles of association of the Company, as amended from time to time
"A Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in RMB
"A Shareholders"	the holder of A Shares
"A Shareholders' Meeting"	the class meeting of A Shareholders of the Company to be held immediately after the conclusion of the EGM for the purpose of considering and if thought fit, approving, among other things, the Subscription and the proposed amendments to the Articles of Association
"associates"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of directors of the Company
"China Three Gorges"	中國長江三峽集團公司 (China Three Gorges Corporation†), a company incorporated under the laws of the PRC and the parent company of China Three Gorges New Energy
"China Three Gorges New Energy"	中國三峽新能源公司 (China Three Gorges New Energy Corporation†), a company incorporated under the laws of the PRC, a wholly-owned subsidiary of China Three Gorges, and a substantial shareholder of the Company
"China" or "PRC"	the People's Republic of China,, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
"Class Meetings"	the A Shareholders' Meeting and the H Shareholders' Meeting

"close associate"	has the meaning ascribed thereto under the Listing Rules
"Company"	新疆金風科技股份有限公司 (Xinjiang Goldwind Science & Technology Co., Ltd.†), a joint stock limited company incorporated in the PRC with its H Shares listed and traded on the main board of the Stock Exchange
"connected person"	has the meaning ascribed thereto under the Listing Rules
"core connected person"	has the meaning ascribed thereto under the Listing Rules
"CSRC"	China Securities Regulatory Commission
"Directors"	the directors of the Company
"EGM"	the extraordinary general meeting of the Company to be held at 2:30 p.m. on Tuesday 11 November 2014 for the purpose of considering and if thought fit, approving, among other things, the Subscription and the proposed amendments to the Articles of Association
"Fixed Price Period"	the 20 trading days period ending on the date immediately preceding 3 September 2014 (excluding 3 September 2014)
"Goldwind Plan I"	a plan established and managed by Haitong Asset Management pursuant to the agreements between Haitong Asset Management and certain members of senior management and employees of the Group in connection with subscription of 17,140,000 New A Shares
"Goldwind Plan II"	a plan established and managed by Haitong Asset Management pursuant to the agreements between Haitong Asset Management and certain members of senior management and employees of the Group in connection with subscription of 19,563,000 New A Shares
"Group"	the Company and its subsidiaries

"Haitong Asset Management"	上海海通證券資產管理有限公司 (Shanghai Haitong Securities Asset Management Co., Ltd†)
"H Shares"	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the Stock Exchange and traded in HKD
"H Shareholders"	the holders of the H Shares
"H Shareholders' Meeting"	the class meeting of H Shareholders of the Company to be held immediately after the conclusion of the A Shareholders' Meeting for the purpose of considering and if thought fit, approving, among other things, the Subscription and the proposed amendments to the Articles of Association
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	an independent board committee of the Board comprising all the independent non-executive Directors and established for the purpose of advising the Independent Shareholders on the Subscription Agreements and transactions contemplated thereunder
"Independent Financial Adviser" or "TC Capital"	TC Capital Asia Limited, the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Subscription Agreements, and a licenced corporation to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
"Independent Shareholders"	shareholders of the Company other than Mr. Cao Zhigang and his associates
"Individual Subscribers"	Mr. Wang Haibo, Mr. Cao Zhigang, Mr. Wu Kai, Mr. Huo Changbao, Ms. Ma Jinru, Mr. Liu Wei, Mr. Zhou Yunzhi and Mr. Yanghua

"Latest Practicable Date"	19 September 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Listing Rules"	The Rules Governing the Listing of Securities on the Stock Exchange
"New A Shares"	an aggregate of 40,953,000 new A Shares to be issued by the Company pursuant to the Subscription Agreements
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Shares"	ordinary share of RMB1.00 each in the capital of the Company including A Shares and H Shares
"Shareholders"	the holders of the Shares of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscribers"	the Individual Subscribers and Haitong Asset Management
"Subscription"	subscription of the New A Shares by the Subscribers pursuant to the Subscription Agreements
"Subscription Agreement"	the subscription agreement dated 2 September 2014 entered into between the Company and each of the Subscribers; collectively, the Subscription Agreements
"Subscription Price"	the subscription price of RMB8.87 per New A Share
"Wind Farm Investment, Development and Sales"	the Group's wind farm investment, development and sales business segment, one of the three primary business segments of the Group

"Wind Power Services"	the Group's wind power services business segment, one of the three primary business segments of the Group
"WTG"	wind turbine generator
"WTG Manufacturing"	the Group's WTG research and development, manufacturing and sales business segment, the core business of the Group and one of the three primary business segments of the Group
"Xinjiang Wind Power"	新疆風能有限責任公司 (Xinjiang Wind Power Co., Ltd.†), a state-owned enterprise incorporated under the laws of the PRC and a substantial shareholder of the Company

† *denotes English translation of the name of a Chinese company, or vice versa, and is provided for identification purposes only*

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
Cao Zhigang

Non-executive Directors:
Li Ying
Hu Yang
Yu Shengjun

Independent Non-executive Directors:
Tin Yau Kelvin Wong
Yang Xiaosheng
Luo Zhenbang

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

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

24 September 2014

To the Shareholders

Dear Sir or Madam,

SUBSCRIPTION OF NEW A SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EGM AND CLASS MEETINGS

1. INTRODUCTION

Reference is made to the Company's announcement dated 2 September 2014 in relation to the Subscription.

* *For identification purpose only*

The purposes of this circular are, among other things, (1) to provide you with further information in relation to the Subscription and the proposed amendments to the Articles of Association; (2) to set out the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders, as well as the recommendations of the Independent Board Committee in relation to the terms of the Subscription (being a connected transaction of the Company); and (3) to give you notices of the EGM and (where applicable) the Class Meetings to consider and, if thought fit, to approve resolutions in relation to, among other things, the Subscription.

2. SUBSCRIPTION OF NEW A SHARES

The Subscription Agreements

On 2 September 2014, the Company has entered into a Subscription Agreement with each of the Individual Subscribers. On the same day, the Company has also entered into two Subscription Agreements with Haitong Asset Management for the purpose of Goldwind Plan I and Goldwind Plan II. For details of each of the Subscribers and their respective relationship with the Company, please refer to the paragraph headed "Information about the Parties to the Subscription" below.

The major terms of all the Subscription Agreements are substantially identical, which are summarised as follows:

Subscription Shares

Pursuant to the Subscription Agreements, the Company has conditionally agreed to issue, and each of the Subscribers has conditionally agreed to subscribe for the respective number of New A Shares set out below:

Name of Subscriber	**Number of New A Shares Subscribed**
Mr. Wang Haibo	550,000
Mr. Cao Zhigang	550,000
Mr. Wu Kai	550,000
Mr. Huo Changbao	550,000
Ms. Ma Jinru	550,000
Mr. Liu Wei	550,000
Mr. Zhou Yunzhi	550,000
Mr. Yang Hua	400,000
Haitong Asset Management	
– Goldwind Plan I	17,140,000
– Goldwind Plan II	19,563,000
Total	40,953,000

The New A Shares represent (i) approximately 1.52% of the total issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 1.50% of the total issued share capital of the Company as enlarged by the issue of the New A Shares (assuming a maximum of 40,953,000 A Shares are fully issued and no further issuance of Shares prior to completion of the Subscription).

The number of New A Shares to be issued will not be adjusted if there is ex-cash dividend event during the period from 3 September 2014 (i.e., the day immediately after the date of the Subscription Agreements) to the date of issue of the New A Shares. However, if there is any ex-rights event including bonus share, rights issue or transfer to share capital from capital reserve during the period from 3 September 2014 to the date of issue of the New A Shares, the number of New A Shares to be issued will be adjusted pursuant to the formula set out as follows.

Assuming the number of New A Shares to be issued before the adjustment as M0, the number of bonus Shares or Shares being issued upon transfer to share capital from capital reserve of each Share as N, the number of rights issue Share for each existing Share as K, the number of New A Shares to be issued after the adjustment as M1, then

(a) Bonus issue or transfer to share capital from capital reserve: $M1 = M0 \times (1 + N)$;

(b) Rights issue: $M1 = M0 \times (1 + K)$;

(c) Combination of the events of (a) and (b) above: $M1 = M0 \times (1 + N + K)$.

Having considered that the above-mentioned adjustments are to prevent diluting the shareholding interests subscribed by the Subscribers in accordance with the Subscription Agreements which are agreed after arm's length negotiations by reference to the A share market practice, the Directors are of the view that such adjustment mechanism is fair and reasonable.

Notwithstanding the above, except for the ex-cash dividend event, the Directors do not expect there will be any other ex-dividend or ex-rights event during the period from 3 September 2014 to the date of issue of the New A Shares.

Subscription Price

The Subscribers will, at the Subscription Price of RMB8.87 per New A Share, subscribe for 40,953,000 New A Shares. The aggregate consideration for the Subscription is approximately RMB363.25 million. Upon completion of the Subscription, the Subscribers shall pay their respective consideration in cash based on number of the New A Shares subscribed to the designated account of the Company (within a specified period to be notified by the Company).

Pursuant to the relevant rules of the CSRC, the Subscription Price was determined with reference to the average trading price of A Shares during the Fixed Price Period (being RMB9.85), which represents no less than 90% of such average trading price of RMB9.85 per A Shares for the Fixed Price Period. The average trading price of A Shares during the Fixed Price Period is the total turnover of A Shares for the Fixed Price Period divided by the total trading volume of A Shares during the Fixed Price Period. Such Subscription Price represents a discount of approximately 10.94% as compared to the average closing price of RMB9.96 per A Share for the last 5 consecutive trading days immediately prior to the suspension of trading of A Share on 27 August 2014. The ratio between the Subscription Price and the unaudited net asset value per Share as at 30 June 2014 is 1.78. The Subscription Price was agreed after arm's length negotiations between the parties. The Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable and is in the best interest of the Company and Shareholders as a whole.

The Subscription Price will be adjusted pursuant to the formula set out as follows if there is any ex-rights or ex-cash dividend event including distribution of dividend, bonus share, rights issue or transfer to share capital from capital reserve during the period from 3 September 2014 to the date of issue of the New A Shares.

Assuming the subscription price before the adjustment as P0, the number of bonus Shares or Shares being issued upon transfer to share capital from capital reserve of each Share as N, the number of rights issue Share for each existing Share as K, the price of the rights issue as A, distribution of cash dividends for each Share as D, the issue price after the adjustment as P1 (the adjustment value is reserved up to two digits after the decimal place, and rounding the last figure, and the subscription price for the New A Shares shall not be less than its nominal value of RMB1.00 per A Share), then

(a) Dividends distribution: P1 = P0 – D;

(b) Bonus issue or transfer to share capital from capital reserve: P1 = P0/(1 + N);

(c) Rights issue: P1 = (P0 + A x K)/(1 + K);

(d) Combination of the events of (a), (b) and (c) above: P1 = (P0 – D + A x K)/(1 + N + K).

Having considered that the above-mentioned adjustment formula were derived by reference to the formula provided under the "Shenzhen Stock Exchange Trading Rules (深圳證券交易所交易規則)" in respect of similar ex-rights/dividend events of listed companies and such adjustments are in line with the A share market practices, the Directors are of the view that such adjustment mechanism is fair and reasonable.

Notwithstanding the above, except for the ex-cash dividend event, the Directors do not expect there will be any other ex-dividend or ex-rights event during the period from 3 September 2014 to the date of issue of the New A Shares.

Conditions Precedent

The Subscription Agreements will take effect upon the happening of the following:

(1) execution of the Subscription Agreements;

(2) obtaining the approval by the Shareholders at a general meeting of the Company, and obtaining the approvals by the A Shareholders and H Shareholders at an A Shareholders meeting and a H Shareholders meeting, respectively; and

(3) obtaining the approval from the CSRC for the issue of New A Shares pursuant to the Subscription Agreements.

Completion

Completion will take place within six month after the day on which all the conditions precedent have been fulfilled as the Administrative Measures for the Issuance of Securities by Listed Companies (上市公司證券發行管理辦法) issued by the CSRC allow completion of subscription to take place within six months after obtaining the approval of CSRC, which is one of condition precedent for completions of the Subscriptions. As at the Latest Practicable Date, except for execution of the Subscription Agreements, no other conditions precedent has been completed.

Liquidated Damage

To avoid reduction in or withdrawal from the subscription of New A Shares by any of the Subscribers at will, following arm's length negotiations between the Company and the Subscribers, the Subscription Agreements provide that, if any Subscriber reduces the number of New A Shares he/she/it has agreed to subscribe, or withdraws his/her/its subscription of the New A Shares at all, such Subscriber shall, as soon as possible upon request by the Company, pay to the Company a liquidated damage equal to 10% of the consideration he/she/it has agreed to pay for the number of New A Shares subscribed by him/her/it in the respective Subscription Agreement. The Directors believe that this is a provision in favor of the Company and which is also in line with the market practice in A share market to provide certain protective provisions for the Company in the event of breach of contract by any of the Subscribers.

Lock-up

Pursuant to the "Implementing Rules for the Non-public Issuance of Stocks by Listed Companies (《上市公司非公開發行股票實施細則》)" promulgated by the CSRC, each of the Subscribers has undertaken to the Company that he/she/it will not transfer any of the New A Shares which he/she/it has subscribed for pursuant to the Subscription Agreements within 36 months from the date of the completion of the Subscription. Except for such lock-up arrangement, there is no restriction on the subsequent sale of the New A Shares which each of the Subscribers has subscribed for pursuant to the Subscription Agreements.

Ranking

The New A Shares to be issued pursuant to the Subscription Agreements will rank, upon issue, pari passu in all respects with the existing A Shares and H Shares in issue at the time of issue of such New A Shares except that the New A Shares are subject to the lock-up period of 36 months as mentioned above.

Shareholding structure of the Company

The shareholding structure of the Company as at the Latest Practicable Date and immediately after completion of the Subscriptions is as follows (assuming a maximum of 40,953,000 New A Shares are fully issued and no further issuance of Shares):

	As at the Latest Practicable Date		Immediately after completion of the Subscriptions	
Shareholders	*Number of Shares*	*% of the total number of Shares*[7]	*Number of Shares*	*% of the total number of Shares*[7]
A Shareholders				
Xinjiang Wind Power	375,920,386	13.95	375,920,386	13.74
China Three Gorges New Energy[1]	288,845,699	10.72	288,845,699	10.56
Mr. Wu Gang[2]	40,167,040	1.49	40,167,040	1.47
Mr. Yu Shengjun and his close associate[3]	15,100	0.00	15,100	0.00
Ms. Zhang Xiaotao's close associate[4]	18,850,400	0.70	18,850,400	0.69
Mr. Wang Haibo[5]	–	–	550,000	0.02
Mr. Cao Zhigang[5]	9,368,024	0.35	9,918,024	0.36
Mr. Huo Changbao[6]	–	–	550,000	0.02
Mr. Liu Wei[6]	–	–	550,000	0.02
Mr. Zhou Yunzhi[6]	–	–	550,000	0.02
Mr. Yang Hua[6]	–	–	400,000	0.01
Haitong Asset Management[6]				
– Goldwind Plan I	–	–	17,140,000	0.63
– Goldwind Plan II	–	–	19,563,000	0.72
Subtotal of core connected persons	733,166,649	27.21	773,019,649	28.26
Mr. Wu Kai	–	–	550,000	0.02
Ms. Ma Jinru	–	–	550,000	0.02
Other public A Shareholders	1,461,374,551	54.23	1,461,374,551	53.42
Public A Shareholders	1,461,374,551	54.23	1,462,474,551	53.46
Public H Shareholders	500,046,800	18.56	500,046,800	18.28
Total	2,694,588,000	100	2,735,541,000	100

Notes:

1. China Three Gorges New Energy directly held 288,845,699 A Shares of the Company. China Three Gorges New Energy and China Three Gorges, taken together, held 43.33% of the issued share capital of Xinjiang Wind Power. Under the SFO, other than directly holding interests in the Company, China Three Gorges New Energy were deemed to be interested in the 375,920,386 A Shares of the Company held by Xinjiang Wind Power.

2. Mr. Wu Gang is chairman and an executive Director of the Company.

3. Mr. Yu Shengjun is a non-executive Director of the Company.

4. Ms. Zhang Xiaotao is a supervisor of the Company.

5. Both Mr. Wang Haibo and Mr. Cao Zhigang are executive Directors of the Company.

6. Mr. Huo Changbao, Mr. Liu Wei, Mr. Zhou Yunzhi and Mr. Yang Hua are all core connected persons of the Company due to their respective positions as a director or the general manager of a subsidiary of the Company. Haitong Asset Management is a core connected person of the Company due to its being the manager of both Goldwind Plan I and Goldwind Plan II. Please also refer to the paragraph headed "Information about the Parties to the Subscription" below for more details.

7. The percentage figures above have been rounded off to the nearest second decimal place.

Information about the parties to the Subscription

Mr. Wang Haibo is an executive Director and the president of the Company and therefore is a connected person of the Company.

Mr. Cao Zhigang is an executive Director and executive vice president of the Company and therefore is a connected person of the Company.

Mr. Wu Kai is an executive vice president and director of the research and development centre of the Company.

Mr. Huo Changbao is the CFO of the Company. He is also a director of Beijing Tianrun New Energy Investment Co., Ltd.（北京天潤新能投資有限公司）("Beijing Tianrun"), a subsidiary of the Company. Therefore, Mr. Huo Changbao is a connected person of the Company.

Ms. Ma Jinru is the company secretary, secretary of the Board and a vice president of the Company.

Mr. Liu Wei is a vice president of the Company and the general manager of Beijing Tianrun. Therefore, Mr. Liu Wei is a connected person of the Company.

Mr. Zhou Yunzhi is a vice president of the Company. He is also the general manager of Beijing Techwin Electric Co., Ltd. (北京天誠同創電氣有限公司), a subsidiary of the Company. Therefore, Mr. Zhou Yunzhi is a connected person of the Company.

Mr. Yang Hua is a vice president of the Company. He is also the general manager of Beijing Tianyuan Science & Creation Wind Power Technology Co., Ltd. (北京天源科創風電技術有限責任公司), a subsidiary of the Company. Therefore, Mr. Yang Hua is a connected person of the Company.

Haitong Asset Management is an assets management company controlled by Haitong Securities Co., Ltd. (海通證券股份有限公司) and mainly engaged in securities and assets management business. Haitong Asset Management is the manager of both Goldwind Plan I and Goldwind Plan II which are established by Haitong Asset Management pursuant to the agreements between Haitong Asset Management and certain eligible senior management and employees of the Group, respectively, for the purposes of satisfying the applicable CSRC requirements of maximum 200 participants for such type of asset management plan. As certain directors and general managers of the Group's subsidiaries (who are connected persons of the Company) are participants of such plans, Haitong Asset Management is a connected person of the Company under the Listing Rules.

The Group is one of the global leaders in manufacturing WTGs and providing comprehensive wind power solutions with three primary business segments of WTG Manufacturing, Wind Power Services, and Wind Farm Investment, Development and Sales.

Reasons for and benefits of the Subscription

The Directors consider that the Subscription represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company.

Upon completion of the Subscription, certain executive Directors, members of the senior management and employees of the Company will become Shareholders, which the Directors believe would provide them with more incentives to achieve better performance when discharging their duties due to the alignment of the Subscribers' interests with those of the Company's shareholders as the result of the Subscriptions. In addition, the Subscription will help to improve the liquidity ratio and broaden the capital scale of the Company, satisfy the capital demand of the Company for its future business development, so as to further enhance the market competitiveness of the Company and maintain its leading position in the wind power industry.

The Directors (including the independent non-executive Directors) consider that the Subscription Agreements are entered into upon normal commercial terms following arm's length negotiations between the Company and the Subscribers and the Subscription Agreements are fair and reasonable and the Subscription is in the interest of the Company and the Shareholders as a whole. Each of Mr. Wang Haibo and Mr. Cao Zhigang, being a Director as well as one Subscriber, has abstained from voting on the board resolution approving the Subscription Agreements and the Subscription contemplated thereunder at the board meeting held on 2 September 2014. Save as disclosed above, none of the Directors attending the board meeting has a material interest in the Subscription.

Recent fund raising activities and use of proceeds

The Company has not conducted any fund raising activities within the 12 months immediately preceding the Latest Practicable Date. The total gross proceeds to be raised from the Subscription are approximately RMB363.25 million. After deduction of relevant expenses for the Subscription, the total net proceeds are intended to be used to supplement the working capital of the Group so that the Group will have extra fund to meet the Group's short term obligations, for example, to settle the Group's short term payables. The Company will not allocate any of the proceeds to its existing or potential projects. If there is any change to the total gross proceeds due to the adjustment to the Subscription Price and/or number of New A Shares to be issued, the additional proceeds raised, if any, will also be used to supplement the working capital of the Group. The Directors consider that there will not be any material negative impact on the working capital of the Group if there is any reduction in the total gross proceeds as a result of the adjustment mentioned above.

Mandate to issue the new A Shares

The New A Shares will be issued pursuant to a specific mandate proposed to be sought from the Shareholders at the EGM and the Class Meetings.

Implications under the Listing Rules

As certain Subscribers are connect persons of the Company, the Subscription constitutes a non-exempt connected transaction of the Company under the Listing Rules and is subject to the reporting, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company will convene the EGM and Class Meetings to seek approval from the Independent Shareholders for the Subscription Agreements and the Subscription contemplated thereunder. As at Latest Practicable Date, Mr. Cao Zhigang and his associates hold a total of 9,368,024 A Shares, representing approximately 0.35% of the total number of the issued Shares and approximately 0.43% of the total number of A Shares. In view of Mr. Cao Zhigang's material interests in the Subscription, Mr. Cao Zhigang and his associates shall abstain from voting on the relevant resolution at the EGM and the A Shareholders Meeting.

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Independent Shareholders on the Subscription Agreements and the Subscription contemplated thereunder. The Independent Financial Adviser, being TC Capital Asia Limited, has been appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

General information

The issue of New A Shares pursuant to the Subscription Agreement is considered a variation of class rights of the holders of A Shares and the holders of H Shares under the Articles of Association. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the issue of such New A Shares is required to be subject to approvals of Shareholders by way of special resolution at a general meeting and separate class meetings. With reference to the market practice for non-public issue of A shares and having considered the time required for going through the relevant approval procedures, it has been proposed to seek such approval from the Shareholders and holders of A Shares and H Shares for the Subscriptions for a valid period of 12 months from the date of approval at the EGM and the Class Meetings in order to have the Subscriptions completed as soon as practicable and better manage its financing activities.

3. PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Board has proposed to make amendments to the Articles of Association, subject to and upon completion of the Subscription Agreements, in order to reflect the current registered capital structure of the Company as a result of the issue of the New A Shares pursuant to the Subscription Agreements.

It is proposed to the Shareholders to, by way of special resolution at the EGM and the Class Meetings, to grant an authorization to the Board to amend Articles of Association according to results of the non-public issue of A Shares and fulfill the relevant requirements of the PRC authorities (including but not limited to all filings and registrations and filings).

4. EGM AND CLASS MEETINGS

The EGM and the Class Meetings will be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, the PRC to consider and, if thought fit, approve, among other matters, the Subscription and the proposed amendments to the Articles of Association. The EGM will be held at 2:30 p.m. on Tuesday 11 November 2014. The A Shareholders Meeting will be held immediately after the conclusion of the EGM and the H Shareholders Meeting will be held immediately after the conclusion of the A Shareholders Meeting, to consider and, if thought fit, approve the Subscription the proposed amendments to the Articles of Association. Notices of the EGM and the Class Meetings are set out on pages 44 to 56 of this circular.

Pursuant to Rule 14A.70 of the Listing Rules, any connected person and any shareholder and their associates with a material interest in the Subscription Agreements are required to abstain from voting on the resolution in respect of the transactions contemplated thereunder at the EGM and Class Meetings. Therefore, Mr. Cao Zhigang, a holder of A Shares of the Company as well as one Subscriber, together with his associates is required to abstain from voting at the EGM and the A Shareholders' Meeting in respect of resolutions to approve the relevant Subscription Agreement and the Subscription contemplated thereunder.

Forms of proxy and reply slips for use in connection with the EGM and the Class Meetings 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 slips and the forms 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.

In order to determine the holders of H Shares who are entitled to attend the EGM and the H Shareholders' Meeting, the H Share register of members of the Company will be closed from Sunday 12 October 2014 to Tuesday 11 November 2014 (both dates inclusive), during which no transfer of H Shares will be effected. Holders of H Shares whose names appear on the H Shares register of members on Friday 10 October 2014 are entitled to attend and vote at the EGM and the H Shareholders' Meeting. In order to qualify for attending and voting at the EGM and the H Shareholders' Meeting, instruments of transfer accompanied by share certificates and other appropriate documents in respect of transfer of H Shares must be lodged with the Company's H Share registrar, 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 10 October 2014.

5. RECOMMENDATION

Having taken into account the advice of the Independent Financial Adviser, the Independent Board Committee considers that the terms of the Subscription Agreements are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM and the relevant Class Meetings to approve, among others, (i) the Subscription Agreements and the Subscription contemplated thereunder; and (ii) the corresponding amendments to the Articles of Association.

Given that the Directors (including the independent non-executive Directors) consider that the terms of the Subscription Agreements and the Subscription contemplated thereunder are fair and reasonable and on normal commercial terms, and the Subscription is in the interests of the Company and the Shareholders as a whole, the Directors (including the independent non-executive Directors) recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM and the relevant Class Meeting to approve, among others, (i) the Subscription Agreements and the Subscription contemplated thereunder; and (ii) the corresponding amendments to the Articles of Association.

Your attention is drawn to the letter from the Independent Board Committee set out on pages 19 to 20 of this circular, the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders set out on pages 21 to 38 of this circular and the information set out in the appendix of this circular.

By order of the Board
Xinjiang Goldwind Science & Technology Co., Ltd.
Wu Gang
Chairman

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

24 September 2014

Independent Board Committee:
Tin Yau Kelvin Wong
Yang Xiaosheng
Luo Zhenbang

To the Independent Shareholders

Dear Sir or Madam,

SUBSCRIPTION OF NEW A SHARES

We refer to a circular (the "**Circular**") of the Company dated 24 September 2014 of which this letter forms part. Terms used in this letter shall have the same meaning as defined in the Circular unless the context otherwise requires.

We have been appointed by the Board as members of the Independent Board Committee to advise you on whether the terms of the Subscription Agreements are on normal commercial terms and are fair and reasonable as far as the Independent Shareholders are concerned and whether the Subscription contemplated under the Subscription Agreements is in the interest of the Company and the Shareholders as a whole. TC Capital has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard.

We wish to draw your attention to the letter from the Board set out on pages 6 to 18 of the Circular and the letter from Independent Financial Adviser as set out on pages 21 to 38 of the Circular, which contains, inter alia, its advice and recommendation regarding the terms of the Subscription Agreements with the principal factors and reasons for its advice and recommendation.

* *For identification purpose only*

Having considered the terms of the Subscription Agreements and taken into account the advice and recommendation of Independent Financial Adviser, we are of the view that the terms of the Subscription Agreements are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. We, therefore, recommend the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM and the relevant Class Meetings to approve, among others, the Subscription Agreements and the Subscription contemplated thereunder.

Yours faithfully,
Independent Board Committee

Tin Yau Kelvin Wong	**Yang Xiaosheng**	**Luo Zhenbang**
Independent non-executive director	*Independent non-executive director*	*Independent non-executive director*

The following is the text of a letter from TC Capital Asia Limited for the purpose of incorporation in this circular in connection with its advice to the Independent Board Committee and the Independent Shareholders in respect of the Subscription Agreements and the Subscription contemplated thereunder.

TC Capital Asia Limited
天財資本亞洲有限公司

The Independent Board Committee and the Independent Shareholders
Xinjiang Goldwind Science & Technology Co., Ltd.*

Dear Sirs,

CONNECTED TRANSACTION
SUBSCRIPTION OF NEW A SHARES

INTRODUCTION

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the proposed Subscription Agreement and the Subscription contemplated thereunder, details of which are set out in the "Letter from the Board" (the "**Board Letter**") contained in the circular of Xinjiang Goldwind Science & Technology Co., Ltd. dated 24 September 2014 (the "**Circular**"), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 2 September 2014, the Company entered into the Subscription Agreement with each of the Individual Subscribers. On the same day, the Company has also entered into two Subscription Agreements with Haitong Asset Management for the purpose of Goldwind Plan I and Goldwind Plan II, respectively. The major terms of all the Subscription Agreements are substantially identical. Pursuant to the Subscription Agreements, the Company has conditionally agreed to issue, and each of the Subscribers has conditionally agreed to subscribe for New A Shares of the Company.

As certain subscribers are connected persons of the Company, the Subscription constitutes as connected transaction for the Company under the Listing Rules and is subject to the reporting, announcement, and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee, established for the purpose of advising the Independent Shareholders in relation to the Subscription Agreements and the Subscription contemplated thereunder, comprises of all the independent non-executive Directors, namely Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng, and Mr. Luo Zhenbang.

We have been appointed by the Company to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Subscription Agreements and the Subscription contemplated thereunder, from a financial point of view, are fair and reasonable so far as the Independent Shareholders are concerned, and how the Independent Shareholders should vote at the EGM and the Class Meetings.

BASIS OF OPINION

In putting forth our recommendation, we have considered, among other things, (i) the financial reports of the Company; (ii) the Subscription Agreements; (iii) the Circular; and (iv) other available public information. We have also relied on all relevant information, opinions and facts supplied and representations made to us by the Directors and the representatives of the Company.

We have assumed that all such information, opinions, facts and representations, which have been provided to us by the Directors or the representatives of the Company, for which they are fully responsible, are true, accurate and complete in all respects. The Company has also confirmed to us that no material facts have been omitted from the information supplied and we have no reason to suspect that any material information has been withheld by the Company or is misleading.

We consider that we have reviewed sufficient information currently available to reach an informed view and justify our reliance on the accuracy of the information contained in the Circular so as to provide a reasonable basis for our recommendation. We have not, however, carried out independent verification of the information provided by the Directors and the representatives of the Company, nor have we conducted any form of in-depth investigation into the businesses, affairs, operations, financial position or future prospects of each of the members of the Group, Haitong Asset Management, Goldwind Plan I and Goldwind Plan II, and any of their respective subsidiaries and associates.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion and recommendation to the Independent Board Committee and the Independent Shareholders, we have considered the following principal factors and reasons:

I. Background and financial information of the Group

The Company was established as a joint stock company with limited liability in the PRC. The Company's A shares are listed on the Shenzhen Stock Exchange and its H Shares are listed on the Main Board of the Stock Exchange. The Group's principal activities are WTG manufacturing, Wind Power Services, and Wind Farm Investment, Development and Sales.

Set out below is a summary of the consolidated financial results of the Group for the twelve months ended 31 December 2013 and the six months ended 30 June 2014 as extracted from the Company's annual report 2013 and interim report 2014, respectively:

	For the six months ended 30 June		**For the year ended 31 December**	
	2014	**2013**	**2013**	**2012**
	(RMB'000)	*(RMB'000)*	*(RMB'000)*	*(RMB'000)*
	(unaudited)	(unaudited)	(audited)	(audited)
Revenue	4,444,458	3,227,146	12,196,204	11,224,926
Gross profit	1,349,171	599,120	2,454,277	1,592,326
Profit for the period	344,646	103,805	433,636	165,469

	As at 30 June	**As at 31 December**	
	2014	**2013**	**2012**
	(RMB'000)	*(RMB'000)*	*(RMB'000)*
	(unaudited)	(audited)	(audited)
Total current assets	23,820,383	20,268,009	23,573,344
Total assets	38,224,699	35,344,849	32,396,498
Total current liabilities	17,397,314	12,512,998	12,266,403
Total liabilities	24,355,904	21,551,913	19,110,873
Total equity attributable to the owners of the Company	13,437,132	13,367,526	12,902,654

(Source: Company's annual and interim reports)

The Group has demonstrated a momentum of growth since the year ended 31 December 2012, as shown in the above financial information. The Group has lately focused on cost management and has shown considerable progress, amid a broad industry recovery and business diversification of the Group. For the half year ended 30 June 2014, the Group's revenue increased by 37.7% to approximately RMB4,444.5 million as compared to approximately RMB3,227.1 million for the corresponding period in 2013. Both the gross profit and net profit saw a substantial improvement, growing by 225.2% and 332.0% to approximately RMB1,349.2 million and RMB344.6 million for the six months ended 30 June 2014, respectively. As stated in the interim report 2014, the positive results were mainly contributed by the growth in the Group's sales of WTGs and components, wind power generation and the progress of cost control. During the first half of 2014, the Group's backlog of orders also increased steadily. The combined backlog of orders was 8,899.5MW. The Directors expected that the Group's outlook would remain solid by estimating a 500% to 550% year-on-year change in net profits attributable to owners of the Company for the nine months ending 30 September 2014, which would range from approximately RMB1,127.7 million to RMB1,221.7 million. Such increase would mainly be attributable to the recovery of the wind power industry, the increase of the Group's revenue from the wind farm operation and the transfer of part of the assets and liabilities of an overseas subsidiary.

The Group's financial position is also sound. As at 30 June 2014, the Group's net gearing ratio, defined as net debt (total interest-bearing debt less cash and cash equivalents) to equity ratio, increased from 26.4% as at 31 December 2013 to 55.0%, mainly due to large capital expenditure on wind farm investment.

II. Information of the Subscribers

As disclosed in the Board Letter, pursuant to the Subscription Agreements, the Company has conditionally agreed to issue, and each of the Subscribers has conditionally agreed to subscribe for the respective number of New A Shares as set out below:

Name of Subscriber	Number of New A Shares subscribed
Mr. Wang Haibo[1]	550,000
Mr. Cao Zhigang[2]	550,000
Mr. Wu Kai	550,000
Mr. Huo Changbao[3]	550,000
Ms. Ma Jinru	550,000
Mr. Liu Wei[4]	550,000
Mr. Zhou Yunzhi[5]	550,000
Mr. Yang Hua[6]	400,000
Haitong Asset Management[7]	
– Goldwind Plan I	17,140,000
– Goldwind Plan II	19,563,000
Total	40,953,000

Notes:

(1) Mr. Wang Haibo is an executive Director and the president of the Company and therefore is a connected person of the Company.

(2) Mr. Cao Zhigang is an executive Director and executive vice president of the Company and therefore a connected person of the Company.

(3) Mr. Huo Changbao is the CFO of the Company. He is also a director of Beijing Tianrun, a subsidiary of the Company. Therefore, Mr. Huo Changbao is a connected person of the Company.

(4) Mr. Liu Wei is a vice president of the Company and the general manager of Beijing Tianrun. Therefore, Mr. Liu Wei is a connected person of the Company.

(5) Mr. Zhou Yunzhi is a vice president of the Company. He is also the general manager of Beijing Techwin Electric Co., Ltd.（北京天誠同創電氣有限公司）, a subsidiary of the Company. Therefore, Mr. Zhou Yunzhi is a connected person of the Company.

(6) Mr. Yang Hua is a vice president of the Company. He is also the general manager of Beijing Tianyuan Science & Creation Wind Power Technology Co., Ltd.（北京天源科創風電技術有限責任公司）, a subsidiary of the Company. Therefore, Mr. Yang Hua is a connected person of the Company.

(7) Haitong Asset Management is an assets management company controlled by Haitong Securities Co., Ltd.（海通證券股份有限公司）and mainly engaged in securities and assets management business. Haitong Asset Management is the manager of both Goldwind Plan I and Goldwind Plan II which are established by Haitong Asset Management pursuant to the agreements between Haitong Asset Management and certain eligible senior management and employees of the Group, respectively, for the purposes of satisfying the applicable CSRC requirements of maximum 200 participants for such type of asset management plan. As certain directors and general managers of the Group's subsidiaries (who are connected persons of the Company) are participants of such plans, Haitong Asset Management is a connected person of the Company under the Listing Rules.

III. Reasons for Subscription and use of proceeds

According to the Board Letter, the Directors consider that the Subscription represents an opportunity to raise capital for the Company while broadening the Shareholder base and capital base of the Company.

Upon completion of the Subscription, certain executive Directors, members of the senior management and employees of the Company will become Shareholders, which would provide them with more incentives to achieve better performance when discharging their duties. In addition, the Subscription will help improve the liquidity ratio, broaden the capital scale of the Company, and satisfy the capital demand of the Company for its future business development, so as to further enhance the market competitiveness of the Company and maintain its leading position in wind power industry.

The net proceeds (after deduction of the relevant expenses), will be used to supplement and satisfy the demand of working capital of the Company. In the financial statements of the Group as at 30 June 2014 there are bills payables of approximately RMB2,072.6 million, short-term bank loans in the amount of approximately RMB1,792.2 million and other current portion of the payables of approximately RMB5,326.0 million, all are classified as current liabilities. As advised by the management of the Company, by replenishing working capital by way of the Subscription, the Company's gearing ratio (being 55.0% as at 30 June 2014 calculated as net debt to equity) would be slightly reduced and the Group will have extra fund to meet the Group's short term obligations, for example, to settle the Group's short term payables.

We note that the Company has been led by a management team with extensive experience in the China's wind power industry. We have reviewed the Individual Subscribers' biographical profiles in the Company's announcements and annual report 2013 and noted their technical expertise. For example, Mr. Wang Haibo and Mr. Cao Zhigang, both are executive Directors, have served the Company for over 10 years. Other connected individual Subscribers, namely Mr. Liu Wei, Mr. Zhou Yunzhi, Mr. Yang Hua and Mr. Huo Changbao, have been with the Group for four years to 10 years and have demonstrated their solid background in wind farm operation, manufacturing, marketing and accounting and finance, respectively. The other two Individual Subscribers, namely Mr. Wu Kai and Ms. Ma Jinru, have, among others, contributed significantly to the Group's research and development and compliance management, respectively.

As advised by the Group, there will be more than 200 employees holding the New A Shares managed by Haitong Asset Management under Goldwind Plan I and Goldwind Plan II. The creation of two plans for the management of the New A Shares is necessary for the purposes of satisfying the applicable CSRC's requirements which stipulate a maximum of 200 participants for such type of asset management plan. Given the large number of employee participants, we concur with the Company that the subscription of the New A Shares would significantly broaden the Shareholder base of the Company, promote employees' loyalty to the Group and encourage better management practices.

According to the Company, its competitive strengths rest largely on its extensive sector experience, strong independent research and development, product design and development capabilities, comprehensive, timely and efficient after-sales services, as well as an optimized supply chain which enables the Group to reduce cost of production while assuring quality. The successes of the Group have been attributed to the Group's senior management, core operations staff and administration personnel who possess deep familiarity with China's wind power industry. It is the vision and leadership of the Group's senior management personnel and employees that could be essential to the Group's growth and maintaining its leadership position in the industry.

It is the intention of the Company that through the Subscription, the senior management and employees of the Company who subscribe for the New A Shares are incentivized to achieve better performance when discharging their duties. We agree that by subscribing for the New A Shares, the Subscribers (including the employees whose New A Shares will be managed by Haitong Asset Management) will align their interests towards that of Shareholders as they will all benefit from sustained increase in the Company's value. We share the Company's view that the Subscription would improve the corporate governance as to a certain extent the Subscription resembles a share-based remuneration system whereby the income of the senior management and certain employees (who are either Individual Subscribers or whose New A Shares will be managed by Haitong Asset Management) will be linked to the performance of the Shares. In addition, by way of a 36-month lock-up period, these personnel would concern the medium to long-term growth of the Company and would be incentivized to create sustainable value to the Company resulting from their achievement of objectives or improved performance.

As discussed in the section headed "Background and financial information of the Group" above, we note the significant growth in the Group's business performance as evident by the increase in revenue, net profit and the profit margins. The Company has recently expressed its optimism in its business performance by expecting more favorable PRC government policies in the areas of environmental protection and energy structure reform for sustainable development, and estimating the recovery of the wind power industry would contribute to a significant year-on-year increase in net profits attributable to owners of the Company for the nine months ending 30 September 2014. We concur with the view of the Company that the Subscription will aim at promoting pragmatism in achieving growth in the Group's business performance and the Subscribers' interest will be commensurate with the Company's future financial results and market value expansion.

Contrary to share options granted under traditional share option schemes which require minimal or nominal initial subscription price, the Subscription requires the Subscribers to pay in cash immediately for the consideration of subscribing for New A Shares in full upon completion of the Subscription Agreement to the Group. In theory, management who is granted with share options is less inclined to declare dividends as payment of dividends would undermine the share price and option holders are not entitled to dividends. We therefore are of the view that the Subscription demonstrates a strong confidence in the Company's long term growth by the senior management and employees of the Group and is better than traditional share options on the basis that it provides immediate financial resources to the Group and Subscribers' interest are more aligned towards Shareholders.

Having considered the above, we are of the view that the Subscription Agreement and the Subscription contemplated thereunder are in the interests of the Company and the Shareholders as a whole.

IV. The Subscription Agreement

On 2 September 2014, the Company has entered into a Subscription Agreement with each of the Individual Subscribers. On the same day, the Company has also entered into two Subscription Agreements with Haitong Asset Management for the purpose of Goldwind Plan I and Goldwind Plan II, respectively. The terms of all Subscription Agreements are substantially identical.

The Subscription Price

As stated in the Board Letter, the Subscription Price for 40,953,000 New A Shares will be fixed at RMB8.87 per New A Share. Pursuant to the relevant rules of the CSRC, the Subscription Price was determined with reference to the average trading price of A Shares during the Fixed Price Period (being RMB9.85), which represents no less than 90% of such average trading price of RMB9.85 per A Share for the Fixed Price Period. The average trading price of A Shares during the Fixed Price Period is the total turnover of A Shares for the Fixed Price Period divided by the total trading volume of A Shares during the Fixed Price Period. The Subscription Price represents:

(a) a discount of approximately 21.99% as compared to the closing price of RMB11.37 per A Share as at the Latest Practicable Date;

(b) a discount of approximately 10.94% as compared to the average closing price of RMB9.96 per A Share for the last 5 consecutive trading days immediately prior to the suspension of A Share on 27 August 2014 (the "**Last Trading Day**"); and

(c) a discount of approximately 7.74% as compared to the average closing price of RMB9.61 per A Share for the last 10 consecutive trading days immediately prior to the Last Trading Day.

In order to ascertain the fairness and reasonableness of the Subscription Price, we consider that it would be appropriate to conduct a market comparison for other issuing cases of new A shares by way of non-public issuance conducted by other companies listed on the Shenzhen Stock Exchange, of which, there were 15 cases announced prior to the Last Trading Day were identified as reference (the "**A Share Comparable Companies**"). Analysis on the A Share Comparable Companies provides relevant insight in understanding the amount of discount or premium is being offered in the same market in subscription of New A shares in similar non-public issuances cases.

Set out below is the summary of our findings for the A Share Comparable Companies:

Date of announcement	Name of the A Share Comparable Company	(Stock Code)	Approximate amount of funds raised *(RMB'million)*	Approximate discount to the average trading price for 20 trading days immediately prior to and including the last trading day *(%)*
26 August 2014	鴻達興業股份有限公司 (Hongda Xingye Co., Ltd.)	(002002)	400	10
10 August 2014	深圳市國際企業股份有限公司 (Shenzhen International Enterprise Co., Ltd.)	(000056)	3,100	10
8 August 2014	樂視網資訊技術（北京）股份有限公司 (Leshi Internet Information & Technology (Beijing) Corp.,)	(300104)	100	10
4 August 2014	湖北回天新材料股份有限公司 (Hubei Huitian New Materials Co., Ltd.)	(300041)	401	10

Date of announcement	Name of the A Share Comparable Company	(Stock Code)	Approximate amount of funds raised *(RMB' million)*	Approximate discount to the average trading price for 20 trading days immediately prior to and including the last trading day *(%)*
1 August 2014	西王食品股份有限公司 (Xiwang Foodstuffs Co., Ltd.)	(000639)	600	10
1 August 2014	雲南沃森生物技術股份有限公司 (Yunnan Walvax Biotechnology Co., Ltd.)	(300142)	450	10
1 August 2014	北京福星曉程電子科技股份有限公司 (Beijing Fuxing Xiaocheng Electronic Technology Stock Co., Ltd.)	(300139)	258	10
1 August 2014	林州重機集團股份有限公司 (Linzhou Heavy Machinery Group Co., Ltd.)	(002535)	1,113	10
31 July 2014	浙江水晶光電科技股份有限公司 (Zhejiang Quartz Crystal Optoelectronic Technology Co., Ltd.)	(002273)	1,221	10
30 July 2014	青島金王應用化學股份有限公司 (Qingdao Kingking Applied Chemistry Co., Ltd.)	(002094)	603	10
28 July 2014	建新礦業股份有限責任公司 (Jianxin Mining Co,. Ltd.)	(000688)	1,200	10
25 July 2014	西藏礦業發展股份有限公司 (Tibet Mineral Development Co., Ltd.)	(000762)	514	10
24 July 2014	萬澤實業股份有限公司 (Guangdong Wedge Industrial Co., Ltd.)	(000534)	1,200	10
24 July 2014	深圳世聯行地產顧問股份有限公司 (Shenzhen Worldunion Properties Consultancy Co., Ltd.)	(002285)	1,143	10
22 July 2014	青島特鋭德電氣股份有限公司 (Qingdao TGOOD Electric Co., Ltd.)	(300001)	50	10

(Source: website of the Shenzhen Stock Exchange: http://www.szse.cn/)

Shareholders should note that the businesses, prospectus and use of proceeds of the A Share Comparable Companies illustrated above are not the same as the Company and, as such, the information above in relation to the A Share Comparable Companies should be read with reference only. We did not conduct our selection of the A Share Comparable Companies according to their industry, size of fund raising and market capitalization because nearly all of the non-public subscriptions that had been taken place in the A share market had been priced towards the price floor as stipulated by Measures for the Administration of Securities Issuance by Listed Companies（上市公司證券發行管理辦法）issued by the CSRC (the "**Measures**"), that is, the subscription price of the A shares under a non-public issue cannot be lower than 90 percent of the average trading price for 20 trading days immediately prior to and including the last trading day. As such, industry, fund raising size and market capitalization are not the major determining factors we considered when we selected the A Share Comparable Companies.

As illustrated in the table above, all the non-public issuance and placing prices of the A Share Comparable Companies are approximately 90.0%, or 10.0% discount to, of the respective average trading prices for 20 trading days immediately prior to and including the last trading day.

The Subscription Price of RMB8.87 represents approximately 90.0% of, or 10.0% discount to, the average trading price of RMB9.85 per A Share as quoted on the Shenzhen Stock Exchange for 20 trading days immediately prior to and including the Last Trading Day. Given the facts that the pricing mechanism adopted by the Company for the proposed issue of the New A Shares is consistent with (i) that of the prescribed regulatory requirements pursuant to the provisions stipulated in the Measures; and (ii) the A Share Comparable Companies as referred to and analyzed in the above, we consider that the price determination mechanism of the Subscription Price (i.e. not lower than 90% of the average trading price for 20 trading days immediately prior to and including the last trading day) is a common practice in the PRC's financial market, particularly the Shenzhen Stock Exchange, thus is fair and reasonable.

Completion

According to the Board Letter, completion of the Subscription will take place within six months after the day on which all the conditions precedent have been fulfilled. Pursuant to the Measures, a listed company must issue stocks within six months since the date of CSRC approval. The approval document shall become invalid where the issuance fails to take place within six months and the issuance cannot proceed unless new approval is secured from the CSRC. As advised by the management of the Company, the Subscription Agreements are conditional on (1) execution of the Subscription Agreements; (2) obtaining shareholders approval at general meeting and class meetings; and (3) obtaining approval from CSRC for the issue of New A Shares, where item (3) would proceed after items (1) and (2) are fulfilled. The completion date being no later than six months after the day on which all the conditions precedent have been fulfilled is therefore in line with the Measures of the CSRC and thus a normal market practice, thus is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Liquidated damage

Pursuant to the Subscription Agreements, if any Subscriber reduces the number of New A Shares he/she/it has agreed to subscribe, or withdraws his/her/its subscription of the New A Shares at all, such Subscriber shall pay to the Company a liquidated damage equal to 10% of the consideration he/she/it has agreed to pay in the Subscription Agreement. We understand that this is a protection provision in favor of the Company and it is normal practice to provide certain protective provisions for the company and/or subscribers in the event of breaches of contracts. According to the respective announcement regarding the non-public issuance of A shares of each of the 15 A Share Comparable Companies mentioned above, we note that there were four cases of different liquidated damages imposed to the subscribers in the certain event of breach of relevant subscription agreement, as summarized as follows:

Name of the A Share Comparable Company	(Stock Code)	Liquidated damage
青島金王應用化學股份有限公司 (Qingdao Kingking Applied Chemistry Co., Ltd.)	(002094)	If the subscribers fail to pay the subscription consideration when it falls due, liquidated damage of one-thousandth of the overdue amount shall be charged on daily basis and payable by the subscribers to the issuer. If such consideration is overdue for more than 10 working days, the subscribers shall pay to the issuer a liquidated damage of 1% or 10% (whichever the case) of the outstanding subscription consideration.
浙江水晶光電科技股份有限公司 (Zhejiang Quartz Crystal Optoelectronic Technology Co., Ltd.)	(002273)	After the subscription agreement becomes effective, if the subscriber fails to perform its subscription of the new shares in full, it shall pay to the issuer a liquidated damage equal to 3% of the agreed consideration of the unsubscribed new shares.
西王食品股份有限公司 (Xiwang Foodstuffs Co., Ltd.)	(000639)	Save as provided in the subscription agreement, if the subscriber terminates or rescinds the agreement without legal ground, or refuses to pay the subscription consideration, the subscriber shall pay to the issuer a liquidated damage equal to 1% of the total subscription consideration.
雲南沃森生物技術股份有限公司 (Yunnan Walvax Biotechnology Co., Ltd.)	(300142)	After the CSRC granted the approval of the issuance of new shares, if the subscriber fails to pay the subscription consideration on time or refuses to subscribe for the agreed number of new shares, the subscriber shall pay to the issuer a liquidated damage of RMB10 million.

(Source: announcements of the A Share Comparable Companies)

As (i) liquidated damage provisions appear in some of the subscription agreements of the A Share Comparable Companies; (ii) the liquidated damage aims to deter Subscribers not to alter its subscription intention; and (iii) the liability of the liquidated damage is on the Subscribers in favor of the Company, we are of the view that the provision of liquidated damage is normal market practice, fair and reasonable so far as the Independent Shareholders and the Company are concerned.

Adjustment events

We note that the number of New A Shares to be issued will not be adjusted by the Company if there is any ex-cash dividend event during the period from 3 September 2014 to the date of issue. However, if there is any ex-rights event during the period from 3 September 2014 to the date of issue, the number of New A Shares to be issued will be adjusted. The final number of New A Shares to be issued is subject to the approval by the CSRC.

If there is any ex-rights event or ex-cash dividend event during the period from 3 September 2014 to the date of issue, the Subscription Price shall be adjusted.

Details of the adjustment including the adjustment formula are set out in the Board Letter.

Regarding the adjustment of Subscription Price, we note that the adjustment formula was determined with reference to the Shenzhen Stock Exchange Trading Rules (深圳證券交易所交易規則) for the adjustment due to capital distribution, transfer to share capital from capital reserve, placing, etc. Since ex-rights events and ex-cash dividend events would theoretically lead to a drop in share price, an adjustment mechanism is usually incorporated in subscription agreements to counter the effect due to ex-rights events and ex-cash dividend events. As the adjustment formula fairly reflects the theoretical change in share price and was determined in accordance with the Shenzhen Stock Exchange Trading Rules, we concur with the Directors that it is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

As advised by the Company, the Company expects before completion of the Subscription Agreements, there will not be any ex-dividend or ex-rights events which are dilutive to the Subscribers other than a declaration of a cash dividend with reference to timing of its past payment of dividends. In theory, share price would drop by the amount of the dividend per share on the ex-cash dividend date. The adjustment to the Subscription Price in case of ex-cash dividend will be the same as the theoretical drop in share price. The Company has further advised us that in the event of such adjustment, the actual net proceeds from the Subscription would be reduced. The Directors consider that there will not be any material negative impact on the working capital on the Group if there is any reduction in the total gross proceeds as the results of the adjustment mentioned above. As obtained from Bloomberg, as at the Latest Practicable Date, gross dividend yield of the Company was approximately 0.8%, we therefore are of the view that the change in, and hence the use of, net proceeds due to price adjustment, if any, would not be material. Thus, we are of the view that the adjustment is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

We note that whenever there is ex-rights event (including but not limited to bonus issue, placing of new shares, transfer to share capital from capital reserve) of the Company before completion, adjusting Subscription Price alone could not maintain the Subscribers' shareholding interest following completion. Therefore, adjustment in number of New A Shares to be issued is necessary such that the Subscribers' interest will not be diluted by any ex-rights event. We have reviewed the adjustment formula and understand that the Subscribers' shareholding in the Company would remain the same before and after the ex-rights event. Accordingly, we concur with the Directors that the adjustment in the number of New A Shares to be issued is fair and reasonable so far as the Company and the Independent Shareholders are concerned.

Lock-up arrangement

Pursuant to the relevant rules of the Measures, each of the Subscribers has undertaken to the Company that he/she/it will not transfer any of the New A Shares which he/she/it has subscribed for pursuant to the Subscription Agreements within 36 months from the date of the completion of the Subscription. Except for such lock-up arrangement, there is no restriction on the subsequent sale of the New A Shares which each of the Subscribers has subscribed for pursuant to the Subscription Agreements.

Having considered the foregoing, we consider that the terms of the Subscription Agreement are on normal commercial terms, are fair and reasonable so far as the interest of the Independent Shareholders are concerned.

V. Potential dilution effect due to the Subscription

The Subscription would dilute the interest of the existing Shareholders in the issued share capital of the Company. Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately after completion of the Subscription (assuming there is no other change in the issued share capital of the Company between the Latest Practicable Date and the date of completion of the Subscription):

Shareholders	**As at the date of this announcement**		**Immediately after completion of the Subscriptions**	
	Number of Shares	*% of the total number of Shares*	*Number of Shares*	*% of the total number of Shares*
A Shareholders				
Xinjiang Wind Power	375,920,386	13.95	375,920,386	13.74
China Three Gorges New Energy[1]	288,845,699	10.72	288,845,699	10.56
Mr. Wu Gang[2]	40,167,040	1.49	40,167,040	1.47
Mr. Yu Shengjun and his associate[3]	15,100	0.00	15,100	0.00
Ms. Zhang Xiaotao's associate[4]	18,850,400	0.70	18,850,400	0.69
Mr. Wang Haibo	–	–	550,000	0.02
Mr. Cao Zhigang	9,368,024	0.35	9,918,024	0.36
Mr. Huo Changbao	–	–	550,000	0.02
Mr. Liu Wei	–	–	550,000	0.02
Mr. Zhou Yunzhi	–	–	550,000	0.02
Mr. Yang Hua	–	–	400,000	0.01
Haitong Asset Management				
– Goldwind Plan I	–	–	17,140,000	0.63
– Goldwind Plan II	–	–	19,563,000	0.72
Subtotal of connected persons	733,166,649	27.21	773,019,649	28.26
Mr. Wu Kai	–	–	550,000	0.02
Ms. Ma Jinru	–	–	550,000	0.02
Other public A Shareholders	1,461,374,551	54.23	1,461,374,551	53.42
Public A Shareholders	1,461,374,551	54.23	1,462,474,551	53.46
H Shareholders	500,046,800	18.56	500,046,800	18.28
Total	2,694,588,000	100.00	2,735,541,000	100.00

Notes:

1. China Three Gorges New Energy directly held 288,845,699 A Shares of the Company. China Three Gorges New Energy and China Three Gorges, taken together, held 43.33% of the issued share capital of Xinjiang Wind Power. Under the SFO, other than directly holding interests in the Company, China Three Gorges New Energy were deemed to be interested in the 375,920,386 A Shares of the Company held by Xinjiang Wind Power.

2. Mr. Wu Gang is the chairman and executive Director.

3. Mr. Yu Shengjun is a non-executive Director.

4. Ms. Zhang Xiaotao is a supervisor.

5. The percentage figures above have been rounded off to the nearest second decimal place.

As depicted by the table above, the shareholding interests of the existing public Shareholders of the Company would be reduced by approximately 1.05 percentage point, i.e. diluted by approximately 1.50% after completion of the Subscription. Taking into account the reasons for and benefits of the proposed Subscription and the terms of the Subscription Agreement being fair and reasonable so far as the Independent Shareholders are concerned, we are of the view that the level of dilution due to the Subscription is acceptable.

VI. Financial effects of the Subscription

As advised by the Directors, the Subscription would bring the following financial effects on the Company:

Net assets value

As referred to in the Company's interim report 2014, the unaudited consolidated net assets value of the Company attributable to Shareholders as at 30 June 2014 were approximately RMB13,437 million. The Directors expect that the Group's net assets value would increase immediately following the completion of the Subscription as the net proceeds from the issue of New A Shares will bring in additional funds to the Group and is intended to supplement the working capital of the Company. We are of the view that, due to the size of the Subscription, the improvement in net assets value is not material.

Gearing

As at 30 June 2014, the Group's gearing ratio, as defined as net debt to equity ratio, was 55.0%. Due to the Group's large amount of borrowings, the increment in equity after the completion of the Subscription would not significantly reduce the Group's gearing ratio.

Working capital

As the net proceeds from the issue of New A Shares will increase the Group's cash position, the Directors expect that the Group's demand of working capital would be better managed immediately after completion of the Subscription.

We concur with the Directors' view that the Subscription would not bring any material adverse effect on the Group's financial position.

It should be noted that the above analysis is for illustrative purpose only and does not purport to present how the financial position of the Group will be upon completion of the Subscription.

RECOMMENDATION

Having considered the principal factors and reasons as discussed above, we are of the opinion that, the terms of the Subscription Agreement and the Subscription contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the Company, fair and reasonable so far as the Company and the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

Accordingly, we would recommend that the Independent Shareholders vote in favor, and we would recommend that the Independent Board Committee advise the Independent Shareholders to vote in favor of the resolutions to be proposed at the upcoming EGM and Class Meetings to approve the Subscription Agreement and the transaction contemplated thereunder.

Yours faithfully,
For and on behalf of
TC Capital Asia Limited
Edward Wu
Managing Director

* *for identification purpose only*

Note: Mr. Edward Wu of TC Capital Asia Limited is a responsible officer licensed under the SFO to engage in Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities having over 13 years of experience in investment banking and corporate finance.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DISCLOSURE OF INTERESTS OF DIRECTORS AND SUPERVISORS

Based on information known to the Directors, as at the Latest Practicable Date, the interests and short positions of the Directors, Supervisors and chief executive of the Company in the securities of the Company are set out below:

Name	Type of Equity Interests	Share Category	Number of Shares	As a Percentage of A Shares	As a Percentage of Total Shares
Mr. Wu Gang[1]	Beneficial owner	A Shares	40,167,040	1.83%	1.49%
Mr. Cao Zhigang[2]	Beneficial owner	A Shares	9,368,024	0.43%	0.35%
Mr. Yu Shengjun[3]	Beneficial owner	A Shares	6,500	0.00%	0.00%
	Interest of spouse	A Shares	8,600[4]	0.00%	0.00%
Ms. Zhang Xiaotao[5]	Interest of spouse	A Shares	18,850,400	0.86%	0.70%

Note:

1. Mr. Wu Gang is the chairman and an executive Director of the Company.

2. Mr. Cao Zhigang is an executive Director of the Company.

3. Mr. Yu Shengjun is a non-executive Director of the Company.

4. These shares are held by Mr. Yu Shengjun's spouse. Mr. Yu Shengjun is deemed to be interested in the 8,600 A Shares pursuant to Part XV of the SFO.

5. Ms. Zhang Xiaotao is a supervisor of the Company. These shares are held by Ms. Zhang Xiaotao's spouse. Ms. Zhang Xiaotao is deemed to be interested in the 18,850,400 A Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, as far as known to the Directors, none of the Directors, supervisors or chief executive of the Company had any interests or short positions in shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), or as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules.

SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, as far as known to the Directors, the following persons had an interest or short position in shares of the Company which would require disclosure under the provisions of Divisions 2 and 3 of Part XV of the SFO:

H Shares:

Name of Shareholder	Share Category	Number of Shares	As a Percentage of H Shares	As a Percentage of Total Shares
Citigroup Global Markets Hong Kong Holdings Limited	H Shares	59,294,000 (L)	13.64% (L)	2.20%
		59,979,000 (S)	13.79% (S)	2.23%
Schroders Plc	H Shares	41,366,200 (L)	8.27% (L)	1.54%
International Finance Corporation	H Shares	32,044,600 (L)	7.05% (L)	1.19%
JPMorgan Chase & Co.	H Shares	35,225,358 (L)	7.04% (L)	1.31%
		34,782,958 (P)	6.95% (P)	1.29%
Norges Bank	H Shares	25,835,368 (L)	5.17% (L)	0.96%
BlackRock, Inc.	H Shares	25,778,391 (L)	5.16% (L)	0.96%
China Credit Trust Co., Ltd.	H Shares	25,028,000 (L)	5.00% (L)	0.93%

Notes: (L) – Long Position, (S) – Short Position, (P) – Lending Pool

A Shares:

Name of Shareholder	Share Category	Number of Shares	As a Percentage of A Shares	As a Percentage of Total Shares
Xinjiang Wind Power[1]	A Shares	375,920,386	17.13%	13.95%
China Three Gorges New Energy[2, 3]	A Shares	664,766,085	30.29%	24.67%
China Three Gorges[4]	A Shares	664,766,085	30.29%	24.67%

Notes:

1. Mr. Wu Gang, the chairman and an executive Director of the Company, is the vice chairman and a director of Xinjiang Wind Power. Mr. Yu Shengjun, a non-executive Director of the Company, is the chairman and a director of Xinjiang Wind Power. Mr. Wang Shiwei and Mr. Luo Jun, both a supervisor of the Company, are an employee of Xinjiang Wind Power.

2. China Three Gorges New Energy directly held 288,845,699 A Shares of the Company. China Three Gorges New Energy and China Three Gorges, taken together, held 43.33% of the issued share capital of Xinjiang Wind Power. Under the SFO, other than directly holding interests in the Company, China Three Gorges New Energy were deemed to be interested in the 375,920,386 A Shares of the Company held by Xinjiang Wind Power.

3. Both Ms. Hu Yang, a non-executive Director of the Company, and Mr. Wang Mengqiu, a supervisor of the Company, are employees of China Three Gorges New Energy.

4. China Three Gorges is the holding company of China Three Gorges New Energy. Under the SFO, the 375,920,386 A Shares of the Company held by Xinjiang Wind Power, in which China Three Gorges New Energy were deemed to be interested, and the 288,845,699 A Shares of the Company directly held by China Three Gorges New Energy were deemed to be the interests of China Three Gorges in the Company.

Other than the information disclosed above, as at the Latest Practicable Date, as far as is known to the Directors, no other persons (excluding the Directors, supervisors and chief executive of the Company) had an interest or short position in the securities of the Company which would require disclosure under the provisions of Divisions 2 and 3 of Part XV of the SFO.

DIRECTOR'S AND SUPERVISOR'S SERVICE CONTRACT

As at the Latest Practicable Date, none of the Directors or supervisors of the Company had any existing or proposed service contract with the Company or any member of the Group other than contracts expiring or determinable by the relevant employer within one year without payment of compensation (other than statutory compensation).

COMPETING INTEREST

As at the Latest Practicable Date, the Directors were not aware of any of the Directors or their respective close associates had any interest in a business which competes or is likely to compete directly or indirectly with any business of the Group.

DIRECTOR'S OR SUPERVISOR'S INTERESTS IN THE GROUP'S ASSETS OR CONTRACTS

As at the Latest Practicable Date, none of the Directors or supervisors of the Company had any interest in any assets which has been, since 31 December 2013 (being the date to which the latest published audited accounts of the Company were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors or supervisors was materially interested in any contract or arrangement then subsisting which was significant in relation to the business of the Group.

MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was not any material adverse changes in the financial or trading position of the Group since 31 December 2013 (being the date to which the latest published audited accounts of the Company were made up).

QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	**Qualification**
TC Capital	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO

As at the Latest Practicable Date, TC Capital was not beneficially interested in the share capital of any member of the Group and did not have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, TC Capital did not have any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or which were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2013, the date to which the latest published audited financial statements of the Company were made up.

TC Capital had given and had not withdrawn its written consent to the issue of this Circular with the inclusion of its letter and references to its name and logo in the form and context in which they appear.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the offices of Morrison & Foerster at Edinburgh Tower, 33/F, The Landmark, 15 Queen's Road Central, Hong Kong during normal business hours on any business day for a period of 14 days from the date of this circular:

(a) Subscription Agreements;

(b) the letter from the Independent Board Committee, the text of which is set out on pages 19 to 20 of this circular;

(c) the letter from the Independent Financial Adviser, the text of which is set out on pages 21 to 38 of this circular;

(d) the written consent referred to in the paragraph headed "Qualification and Consent of Expert" in this section; and

(e) this circular.

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 EXTRAORDINARY GENERAL MEETING
NOTICE OF CLASS MEETING FOR HOLDERS OF A SHARES
NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that the following meetings of Xinjiang Goldwind Science & Technology Co., Ltd (the "**Company**") will be held at Conference Room, Headquarter Office, No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, the PRC at 2:30 p.m. on Tuesday, 11 November 2014:

(1) the extraordinary general meeting ("**EGM**") will be held at 2:30 p.m. or any adjournment thereof;

(2) the class meeting for holders of A shares ("**A Shares**") of the Company will be held immediately after the conclusion of the EGM or any adjournment thereof; and

(3) the class meeting for holders of H Shares ("**H Shares**") of the Company will be held immediately after the conclusion of the class meeting for holders of A Shares or any adjournment thereof.

* *For identification purpose only*

These meetings are to be held for the following purposes (unless otherwise indicated, capitalised terms used in this notice have the same meanings as those defined in the circular of the Company dated 24 September 2014 (the "**Circular**") relating to, among other things, the Subscription):

EGM

AS SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. "**THAT** each of the following items under the 'Proposal of the Non-public Issue of A Shares' be and is hereby considered and approved:

1.1 Types of Shares to be issued and the par value

Ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are to be listed on the Shenzhen Stock Exchange and traded in RMB.

1.2 Issue mechanism

The New A Shares will be issued by way of non-public issue to certain targeted subscribers.

1.3 Number of A Shares to be issued

A total of 40,953,000 New A Shares will be issued. The number of A Shares to be issued will not be adjusted if there is any ex-cash dividend event during the period from 3 September 2014 to the date of issue. However, if there is any ex-rights event during the period from 3 September 2014 to the date of issue, the number of A Shares to be issued will be adjusted. The final number of A Shares to be issued is subject to the approval by the CSRC.

1.4 Targeted subscribers and subscription method

Targeted subscribers are set out as follows:

Name of Subscriber	Number of New A Shares Subscribed
Mr. Wang Haibo	550,000
Mr. Cao Zhigang	550,000
Mr. Wu Kai	550,000
Mr. Huo Changbao	550,000
Ms. Ma Jinru	550,000
Mr. Liu Wei	550,000
Mr. Zhou Yunzhi	550,000
Mr. Yang Hua	400,000
Haitong Asset Management	
– Goldwind Plan I	17,140,000
– Goldwind Plan II	19,563,000
Total	**40,953,000**

The New A Shares are to be subscribed in cash.

1.5 Issue price and pricing mechanism

The Subscription Price is RMB8.87 per New A Share. Such price shall be adjusted if there is any ex-rights event or ex-cash dividend event during the period from 3 September 2014 to the date of issue.

1.6 Use of proceeds

The total gross proceeds to be raised from the Subscription are approximately RMB363.25 million. After deduction of relevant expenses for the Subscription, the total net proceeds are intended to be used to supplement the working capital of the Company.

1.7 Lock-up period

Pursuant to the relevant rules of the CSRC, each of the Subscribers has undertaken to the Company that he/she/it will not transfer any of the New A Shares which he/she/it has subscribed for pursuant to the Subscription Agreements within 36 months from the date of the completion of the Subscription.

1.8 Place of listing

The A Shares to be issued will be listed and traded on the Shenzhen Stock Exchange.

1.9 The arrangement for the distribution of profits accumulated before the non-public issue of Shares

The Company's undistributed profits accumulated prior to the non-public issue of A Shares shall be shared by all the new and existing Shareholders of the Company after the non-public issue of A Shares.

1.10 Validity period of this resolution

This resolution shall be effective for a period of 12 months from the date of approval at the EGM and the Class Meetings.

2. "**THAT**, the 'Feasibility Study Report on Use of the Funds from the Non-public Issue of A Shares' be and is hereby considered and approved."

3. "**THAT** 'The Proposal for Non-Public Issue of A Shares Constituting Connected Transaction' be and is hereby considered and approved."

4. "**THAT** 'The Proposal for the Company's Entering into the Conditional Share Subscription Agreements with the Subscribers' be and is hereby considered and approved."

5. "**THAT** 'The Proposal for Authorization to the Board to Amend the Articles of Association of the Company Based on Results of the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized to amend the relevant provisions of the Articles of Association according to results of the non-public issue of A Shares and fulfill the relevant requirements of the PRC authorities (including but not limited to all filings and registrations and filings)."

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. "**THAT**, the 'Meeting with the Conditions of the Non-public Issue of A Shares by the Company' be and is hereby considered and approved."

2. "**THAT**, the 'Report on the Use of Funds from Previous Funds Raising Activities' be and is hereby considered and approved."

3. "**THAT** 'The Proposal for Authorization to the Board with Full Power to Deal with All Matters relating to the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized with full power to deal with all matters relating to the non-public issue of A Shares."

MEETING FOR HOLDERS OF A SHARES

AS SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. "**THAT** each of the following items under the 'Proposal of the Non-public Issue of A Shares' be and is hereby considered and approved:

1.1 Types of Shares to be issued and the par value

Ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are to be listed on the Shenzhen Stock Exchange and traded in RMB.

1.2 Issue mechanism

The New A Shares will be issued by way of non-public issue to certain targeted subscribers.

1.3 Number of A Shares to be issued

A total of 40,953,000 New A Shares will be issued. The number of A Shares to be issued will not be adjusted if there is any ex-cash dividend event during the period from 3 September 2014 to the date of issue. However, if there is any ex-rights event during the period from 3 September 2014 to the date of issue, the number of A Shares to be issued will be adjusted. The final number of A Shares to be issued is subject to the approval by the CSRC.

1.4 Targeted subscribers and subscription method

Targeted subscribers are set out as follows:

Name of Subscriber	Number of New A Shares Subscribed
Mr. Wang Haibo	550,000
Mr. Cao Zhigang	550,000
Mr. Wu Kai	550,000
Mr. Huo Changbao	550,000
Ms. Ma Jinru	550,000
Mr. Liu Wei	550,000
Mr. Zhou Yunzhi	550,000
Mr. Yang Hua	400,000
Haitong Asset Management	
– Goldwind Plan I	17,140,000
– Goldwind Plan II	19,563,000
Total	**40,953,000**

The New A Shares are to be subscribed in cash.

1.5 Issue price and pricing mechanism

The Subscription Price is RMB8.87 per New A Share. Such price shall be adjusted if there is any ex-rights event or ex-cash dividend event during the period from 3 September 2014 to the date of issue.

1.6 Use of proceeds

The total gross proceeds to be raised from the Subscription are approximately RMB363.25 million. After deduction of relevant expenses for the Subscription, the total net proceeds are intended to be used to supplement the working capital of the Company.

1.7 Lock-up period

Pursuant to the relevant rules of the CSRC, each of the Subscribers has undertaken to the Company that he/she/it will not transfer any of the New A Shares which he/she/it has subscribed for pursuant to the Subscription Agreements within 36 months from the date of the completion of the Subscription.

1.8 Place of listing

The A Shares to be issued will be listed and traded on the Shenzhen Stock Exchange.

1.9 The arrangement for the distribution of profits accumulated before the non-public issue of Shares

The Company's undistributed profits accumulated prior to the non-public issue of A Shares shall be shared by all the new and existing Shareholders of the Company after the non-public issue of A Shares.

1.10 Validity period of this resolution

This resolution shall be effective for a period of 12 months from the date of approval at the EGM and the Class Meetings.

2. "**THAT**, the 'Feasibility Study Report on Use of the Funds from the Non-public Issue of A Shares' be and is hereby considered and approved."

3. "**THAT** 'The Proposal for Non-Public Issue of A Shares Constituting Connected Transaction' be and is hereby considered and approved."

4. "**THAT** 'The Proposal for the Company's Entering into the Conditional Share Subscription Agreements with the Subscribers' be and is hereby considered and approved."

5. "**THAT** 'The Proposal for Authorization to the Board to Amend the Articles of Association of the Company Based on Results of the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized to amend the relevant provisions of the Articles of Association according to results of the non-public issue of A Shares and fulfill the relevant requirements of the PRC authorities (including but not limited to all filings and registrations and filings)."

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. "**THAT**, the 'Meeting with the Conditions of the Non-public Issue of A Shares by the Company' be and is hereby considered and approved."

2. "**THAT**, the 'Report on the Use of Funds from Previous Funds Raising Activities' be and is hereby considered and approved."

3. "**THAT** 'The Proposal for Authorization to the Board with Full Power to Deal with All Matters relating to the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized with full power to deal with all matters relating to the non-public issue of A Shares."

MEETING FOR HOLDERS OF H SHARES

AS SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as special resolutions:

1. "**THAT** each of the following items under the 'Proposal of the Non-public Issue of A Shares' be and is hereby considered and approved:

1.1 Types of Shares to be issued and the par value

Ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are to be listed on the Shenzhen Stock Exchange and traded in RMB.

1.2 Issue mechanism

The New A Shares will be issued by way of non-public issue to certain targeted subscribers.

1.3 Number of A Shares to be issued

A total of 40,953,000 New A Shares will be issued. The number of A Shares to be issued will not be adjusted if there is any ex-cash dividend event during the period from 3 September 2014 to the date of issue. However, if there is any ex-rights event during the period from 3 September 2014 to the date of issue, the number of A Shares to be issued will be adjusted. The final number of A Shares to be issued is subject to the approval by the CSRC.

1.4 Targeted subscribers and subscription method

Targeted subscribers are set out as follows:

Name of Subscriber	Number of New A Shares Subscribed
Mr. Wang Haibo	550,000
Mr. Cao Zhigang	550,000
Mr. Wu Kai	550,000
Mr. Huo Changbao	550,000
Ms. Ma Jinru	550,000
Mr. Liu Wei	550,000
Mr. Zhou Yunzhi	550,000
Mr. Yang Hua	400,000
Haitong Asset Management	
– Goldwind Plan I	17,140,000
– Goldwind Plan II	19,563,000
Total	**40,953,000**

The New A Shares are to be subscribed in cash.

1.5 Issue price and pricing mechanism

The Subscription Price is RMB8.87 per New A Share. Such price shall be adjusted if there is any ex-rights event or ex-cash dividend event during the period from 3 September 2014 to the date of issue.

1.6 Use of proceeds

The total gross proceeds to be raised from the Subscription are approximately RMB363.25 million. After deduction of relevant expenses for the Subscription, the total net proceeds are intended to be used to supplement the working capital of the Company.

1.7 Lock-up period

Pursuant to the relevant rules of the CSRC, each of the Subscribers has undertaken to the Company that he/she/it will not transfer any of the New A Shares which he/she/it has subscribed for pursuant to the Subscription Agreements within 36 months from the date of the completion of the Subscription.

1.8 Place of listing

The A Shares to be issued will be listed and traded on the Shenzhen Stock Exchange.

1.9 The arrangement for the distribution of profits accumulated before the non-public issue of Shares

The Company's undistributed profits accumulated prior to the non-public issue of A Shares shall be shared by all the new and existing Shareholders of the Company after the non-public issue of A Shares.

1.10 Validity period of this resolution

This resolution shall be effective for a period of 12 months from the date of approval at the EGM and the Class Meetings.

2. "**THAT**, the 'Feasibility Study Report on Use of the Funds from the Non-public Issue of A Shares' be and is hereby considered and approved."

3. "**THAT** 'The Proposal for Non-Public Issue of A Shares Constituting Connected Transaction' be and is hereby considered and approved."

4. "**THAT** 'The Proposal for the Company's Entering into the Conditional Share Subscription Agreements with the Subscribers' be and is hereby considered and approved."

5. "**THAT** 'The Proposal for Authorization to the Board to Amend the Articles of Association of the Company Based on Results of the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized to amend the relevant provisions of the Articles of Association according to results of the non-public issue of A Shares and fulfill the relevant requirements of the PRC authorities (including but not limited to all filings and registrations and filings)."

AS ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions as ordinary resolutions:

1. "THAT, the 'Meeting with the Conditions of the Non-public Issue of A Shares by the Company' be and is hereby considered and approved."

2. "THAT, the 'Report on the Use of Funds from Previous Funds Raising Activities' be and is hereby considered and approved."

3. "THAT 'The Proposal for Authorization to the Board with Full Power to Deal with All Matters relating to the Non-Public Issue of A Shares' be and is hereby considered and approved, and the Board be and is hereby authorized with full power to deal with all matters relating to the non-public issue of A Shares."

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

Beijing, 24 September 2014

As at the date of this announcement, the executive Directors are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; the non-executive Directors are Mr. Li Ying, Ms. Hu Yang and Mr. Yu Shengjun; and the 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 EGM and the Class Meetings shall have the right to appoint one or more proxies to attend and vote on his/her/its behalf at the EGM and the Class Meetings. A proxy needs not be a shareholder of the Company. A proxy of a shareholder may vote on a poll. The shareholders shall have one vote for each share that they hold.

2. The register of members of the Company will be closed from Sunday 12 October 2014 to Tuesday 11 November 2014 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM and the H Shareholders' Class Meeting. 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 10 October 2014 are entitled to attending the EGM and the H Shareholders' Meeting. In order to attend and vote at the EGM and the H Shareholders' Meeting, all transfer forms 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 10 October 2014.

3. 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.

4. The proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Company's Office of Secretary of the Board at the address as stated in Note 6 below for holders of the A Shares and at the H share registrar of the Company, 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 not less than 24 hours before the time respectively appointed for holding the EGM and the Class Meetings 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 meetings or any adjourned meeting should you so wish.

5. Shareholders who intend to attend the EGM and the Class Meetings 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 6 below on or before 5:00 p.m. on Tuesday 21 October 2014 by hand, by post or by fax.

6. 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

7. The EGM and the Class Meetings together are 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.