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.

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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).”

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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.

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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.