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

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

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XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

Stock Code: 02208

ELECTION OF THE SIXTH SESSION OF THE BOARD

**ELECTION OF THE SIXTH SESSION OF THE
SUPERVISORY COMMITTEE**

PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS

**JOINT ESTABLISHMENT OF WIND POWER INDUSTRY FUND
WITH CIF (BEIJING) INVESTMENT FUND MANAGEMENT CO., LTD.**

**PARTICIPATION IN FORMATION OF ASSET MANAGEMENT
COMPANY AND FUND AS LIMITED PARTNER
IN ORDER TO IMPROVE BUSINESS OF RISK INVESTMENT**

**SIGNING COOPERATION AGREEMENT
OF RISK SHARING SYSTEM REGARDING OVERSEAS
WIND POWER CONSTRUCTION PROJECT WITH CDB**

**PARTICIPATION IN ESTABLISHING TIANRUN
DONGFANG CLEAN ENERGY FUND (LIMITED PARTNERSHIP) BY
BEIJING TIANRUN NEW ENERGY INVESTMENT CO., LTD.**

AND

NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2015 to be held at Conference Room of Level 1, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 10:30 a.m. on Tuesday, 28 June 2016 is set out on pages 34 to 38 of this circular.

A form of proxy and a reply slip for use in connection with the annual general meeting of the shareholders of Xinjiang Goldwind Science & Technology Co., Ltd. for the year ended 31 December 2015 are enclosed herewith and published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk). Whether or not you are able to attend the meeting, please complete and return the reply slip and the form of proxy in accordance with the instructions printed thereon as soon as practicable and in any event not later than 20 days and 24 hours, respectively, before the time designated for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

12 May 2016

* For identification purpose only

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DEFINITIONS

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

“A Shares”	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the SZSE and traded in RMB;
“AGM” or “Annual General Meeting”	the annual general meeting, or any adjournment thereof, of the Company for the year ended 31 December 2015 to be convened at Conference Room of Level 1, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 10:30 a.m. on Tuesday, 28 June 2016, the notice of which is set out on pages 34 to 38 of this circular;
“Articles”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time;
“Board”	the board of directors of the Company;
“CDB”	China Development Bank Co., Ltd.;
“CEO”	chief executive officer of the Company;
“Chairman”	chairman of the Board;
“China Three Gorges New Energy”	China Three Gorges New Energy Co., Ltd. (中國三峽新能源有限公司), a limited liability company incorporated under the laws of the PRC and a substantial shareholder of the Company;
“Company” or “Goldwind”	Xinjiang Goldwind Science & Technology Co., Ltd., a joint stock limited liability company incorporated in the PRC on 26 March 2001;
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會);
“Debt Financing Instruments”	the debt financing instruments of not more than RMB5 billion in aggregate in principal amount proposed to be issued by the Company;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“H Shares”	ordinary shares issued by the Company, with RMB-denominated par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
“Latest Practicable Date”	5 May 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“MBA”	master of business administration degree;
“PRC”	the People’s Republic of China. References in this circular to the PRC exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“President”	president of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFC”	Securities and Futures Commission;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (as amended, modified or otherwise supplemented from time to time);
“Shareholder(s)”	shareholder(s) of the Company;
“subsidiary”	has the meaning as ascribed in the Listing Rules;
“Supervisor(s)”	the supervisor(s) of the Company;
“Supervisory Committee”	the supervisory committee of the Company;

DEFINITIONS

“SZSE”	Shenzhen Stock Exchange;
“Vice Chairman”	vice chairman of the Board;
“WTG”	wind turbine generator; and
“Xinjiang Wind Power”	Xinjiang Wind Power Co., Ltd. (新疆風能有限責任公司), a state-owned enterprise incorporated under the laws of the PRC and a substantial shareholder of the Company.

LETTER FROM THE BOARD



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
Yu Shengjun
Zhao Guoqing

Independent non-executive Directors:

Tin Yau Kelvin Wong
Yang Xiaosheng
Luo Zhenbang

Registered Office:

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

Place of Business in Hong Kong:

Edinburgh Tower, 33/F, The Landmark
15 Queen's Road Central
Hong Kong

12 May 2016

To the Shareholders,

Dear Sir or Madam,

ELECTION OF THE SIXTH SESSION OF THE BOARD

**ELECTION OF THE SIXTH SESSION OF THE
SUPERVISORY COMMITTEE**

PROPOSED ISSUE OF DEBT FINANCING INSTRUMENTS

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AND

NOTICE OF ANNUAL GENERAL MEETING

* For identification purpose only

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to set out the details of (1) the proposed appointment of Directors for the sixth session of the Board; (2) the proposed appointment of Supervisors for the sixth session of the Supervisory Committee; (3) the proposed issue of debt financing instruments; (4) joint establishment of wind power industry fund with CIF (Beijing) Investment Fund Management Co., Ltd.; (5) participation in formation of asset management company and fund as limited partner in order to improve business of risk investment; (6) signing cooperation agreement of risk sharing system regarding overseas wind power construction project with CDB; (7) participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd.; and (8) to give you notice of the AGM to consider and approve the proposed resolutions.

2. ELECTION OF THE SIXTH SESSION OF THE BOARD

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Directors shall be elected by the Shareholders at general meetings and serve a term of three years. In the event that a timely election fails to be conducted upon expiry of the term of office of the Directors, the original Directors shall perform their duties as Directors before the newly elected directors take office. Accordingly, as the term of office of the fifth session of the Board will expire on 25 June 2016, the Directors of the fifth session of the Board shall remain in office and perform their duties until the sixth session of the Board have been elected by the Shareholders at the AGM. Resolutions regarding the election of the sixth session of the Board shall be proposed for consideration and approval by the Shareholders at the AGM.

The Board proposed the re-election of Mr. Wu Gang (武鋼先生), Mr. Wang Haibo (王海波先生) and Mr. Cao Zhigang (曹志剛先生) as executive Directors, Mr. Yu Shengjun (于生軍先生) and Mr. Zhao Guoqing (趙國慶先生) as non-executive Directors, and Mr. Yang Xiaosheng (楊校生先生) and Mr. Luo Zhenbang (羅振邦先生) as independent non-executive Directors at the AGM. In addition, the Board also proposed the election of Mr. Feng Wei (馮偉先生) as a non-executive Director, and Mr. Christopher F. Lee (李輝敏先生) as an independent non-executive Director at the AGM.

LETTER FROM THE BOARD

Subject to approval by the Shareholders at the AGM, the term of office of the sixth session of the Board shall be three years beginning on 29 June 2016 and the Company will enter into a service contract with each of the Directors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company.

Subject to the approval by the Shareholders at the AGM, the Chairman shall be entitled to a fixed remuneration of RMB1,380,000.00 (before tax) per annum and performance related bonus, which shall be determined by the remuneration and assessment committee of the Company with reference to the performance and remuneration policy of the Company; while other executive Directors will not receive director's remuneration from the Company, but will receive corresponding remuneration in accordance with their management positions held in the Company, which is determined by the Company's remuneration policy. Subject to the approval by the Shareholders at the AGM, non-executive Directors will not receive any remuneration from the Company and independent non-executive Directors shall be entitled to remuneration of RMB200,000.00 (before tax) per annum. The Company will disclose each of the Directors' corresponding remuneration in the annual report each year.

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

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

Executive Directors	Non-executive Directors	Independent Non-executive Directors
Mr. Wu Gang	Mr. Yu Shengjun	Mr. Yang Xiaosheng
Mr. Wang Haibo	Mr. Zhao Guoqing	Mr. Luo Zhenbang
Mr. Cao Zhigang	Mr. Feng Wei	Mr. Christopher F. Lee

Profiles of the Directors proposed to be elected, or re-elected (as the case may be), as members of the sixth session of the Board at the AGM are set out in the Appendix I headed "Profiles of Proposed Directors and Supervisors for Election" on pages 20 to 28 of this circular.

LETTER FROM THE BOARD

3. ELECTION OF THE SIXTH SESSION OF THE SUPERVISORY COMMITTEE

Pursuant to the Articles and the relevant laws, regulations and rules of the PRC, the Supervisors that are representatives of the Shareholders shall be elected by the Shareholders at general meetings and serve a term of three years. In the event that a timely election fails to be conducted upon expiry of the term of office of the Supervisors, the original Supervisors shall perform their duties as Supervisors before the newly elected supervisors take office. Accordingly, as the term of office of the fifth session of the Supervisory Committee will expire on 25 June 2016, the Supervisors of the fifth session of the Supervisory Committee shall remain in office and perform their duties until the sixth session of the Supervisory Committee have been elected by the Shareholders at the AGM and employee representative meeting of the Company. Pursuant to the Articles, the Supervisory Committee shall comprise of three Supervisors elected by the Shareholders and two employee representative Supervisors elected by the employees of the Company.

Mr. Wang Mengqiu (王孟秋先生), Mr. Wang Shiwei (王世偉先生) and Mr. Luo Jun (洛軍先生) have been proposed for re-election as Supervisors by the Shareholders at the AGM. Subject to approval by the Shareholders at the AGM, the term of office of the sixth session of the Supervisor Committee shall be three years beginning on 29 June 2016 and the Company will enter into a service contract with each of the Supervisors for their services to the Company, stating, among other things, their respective annual remuneration and length of service with the Company. The abovementioned Supervisors will not receive any remuneration from the Company.

As at the Latest Practical Date, no candidate for employee representative Supervisors has been considered. Employee representative Supervisors shall be separately elected by employees of the Company at an employee representative meeting and the Company will publish a separate announcement for such matter in due course.

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

LETTER FROM THE BOARD

Upon approval by the Shareholders of the relevant resolutions at the AGM, the composition of the proposed sixth session of the Supervisory Committee, excluding the employee representative Supervisors shall be as follows:

Supervisors

Mr. Wang Mengqiu

Mr. Wang Shiwei

Mr. Luo Jun

Profiles of Supervisors that are representatives of the Shareholders and are proposed to be re-elected as members of the sixth session of the Supervisory Committee at the AGM are set out in the Appendix I headed “Profiles of Proposed Directors and Supervisors for Election” on pages 20 to 28 of this circular.

4. PROPOSED ISSUE OF THE DEBT FINANCING INSTRUMENTS

In order to meet the production and operation demand, adjust the debt structure and lower financing cost of the Company, the Board has approved the proposed issue of the Debt Financing Instruments inside or outside the PRC.

According to the laws and regulations of the PRC and the Articles, the proposed issue of the Debt Financing Instruments is subject to the approval of the Shareholders by way of a special resolution and relevant regulatory authorities.

1) Proposed Arrangements For The Issue

Size of Issue	:	not more than RMB5 billion in aggregate, excluding existing debt financing instruments, hybrid financing instruments and equity financing instruments;
Categories of Issue	:	One or several categories including but not limited to super short-term paper, short-term paper, medium-term bonds, non-public debt financing instrument, asset-backed notes, project income bill, corporate bonds, corporate asset-backed notes, overseas bonds and other domestic and overseas debt financing products;
Maturity	:	not more than 15 years (including 15 years); and
Use of Proceeds	:	daily operation of the Company, including but not limited to the supplement of working capital, construction and operation of wind farm projects, the repayment of bank loans and etc.

LETTER FROM THE BOARD

2) AUTHORIZATION TO THE BOARD

It will be submitted to the Shareholders to consider and, if thought fit, approve to authorize the Board to deal with, in the best interest of the Company, all matters relating to the proposed issue of the Debt Financing Instruments, including but not limited to the following:

- a) to deal with all matters in relation to the specific proposals, specific terms and conditions and other relevant matters in accordance to the needs of the Company and market conditions, including but not limited to issue body, size of issue, interest rate, maturity, type and condition of guarantee, intended investors, use of proceeds, offer tranches (if any) and producing, filing, execution, signing, acceptance and publication of any necessary legal documents;
- b) to make, within the scope of the authorisation of the general meeting, any changes and adjustments to the relevant matters of the issue of the Debt Financing Instruments with reference to the comments from relevant regulatory authorities or the market conditions if there is any change to the regulatory policies or the market conditions, except for significant matters subject to re-voting at a general meeting of the Company as required by the laws, regulations and the Articles;
- c) to sign all necessary legal documents regarding to the issue of the Debt Financing Instruments;
- d) to appoint the relevant intermediaries;
- e) to determine any other matters relating the issue of the Debt Financing Instruments.

LETTER FROM THE BOARD

5. JOINT ESTABLISHMENT OF WIND POWER INDUSTRY FUND WITH CIF (BEIJING) INVESTMENT FUND MANAGEMENT CO., LTD.

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the joint establishment of wind power industry fund (the “**Fund**”) with CIF (Beijing) Investment Fund Management Co., Ltd or CITIC Group Corporation and its subsidiaries.

1) Basic Information of the Partners

Corporate Name	:	CIF (Beijing) Investment Fund Management Co., Ltd. (“ CIF Beijing ”)
Registered Capital	:	RMB100 million
Legal Representative	:	Yu Xiudong
Registered Address	:	No.1 Linkong Er Road, Shunyi Park, Zhongguancun Science & Technology Park, Shunyi District, Beijing
Scope of Business	:	Entrust of other private equity fund engaging in non- securities equity investment management and consulting (the following activities are prohibited: (1) public fund- raising; (2) foreign investment prohibited by the PRC government; (3) stocks and bonds trading on secondary market but excluding the shares held by equity investment fund after listing; (4) dealing in financial derivatives instruments, such as future goods; (5) direct or indirect investment in fixed assets of non-self use; (6) misappropriation equity fund for investment; (7) providing loans or guarantees; (8) commitment investment without loss or minimum benefits to investors; and (9) other activities prohibited by laws, regulations and establishment documents). Investment consulting. (The investment projects shall be approved legally and operated after the approval of relevant regulatory departments.)

CIF Beijing, a wholly owned subsidiary of China CITIC Bank, has been registered with the Asset Management Association of China, and has obtained the qualification of private equity investment funds.

LETTER FROM THE BOARD

2) Summary of the Fund Management Company and the Fund

a) Summary of the Fund Management Company

Corporate Name	:	CIF-Goldwind (Beijing) Fund Management Co., Ltd (tentatively, the “ Fund Management Company ”)
Corporate Nature	:	limited liability company
Registered (received) Capital	:	RMB4 million
Investment Ratio	:	Goldwind and CIF Beijing jointly invest and each takes up 50%
Scope of Business	:	equity investment management, investment consultancy, industry investment (the final scope is subject to registration)

b) Summary of the Fund

Fund Name	:	CIF-Goldwind Wind Power Industry Fund (Limited Partnership)
Fund Manager	:	CIF-Goldwind (Beijing) Fund Management Co., Ltd.
Organizational Format	:	limited partnership
Size of the Fund	:	RMB2.25 billion
Duration of the Fund	:	5 years, in which, 3 years are investment period and 2 years are investment withdrawal period.
Scope of the Fund Investment	:	mainly invest in the equity of domestic small and medium-sized private wind power companies, and seek for controlling interests
Fund Withdrawal	:	original owners re-purchase equity held by the fund, or other customary exit methods in the market.

LETTER FROM THE BOARD

c) Fund Investment Plan

GP	:	the Fund Management Company invests RMB225 thousand
LP	:	Priority – CIF Beijing (including funds raised through non-public methods) invests RMB1.5 billion. General – Goldwind invests 750 million

Contribution of each partner adopts subscribed capital system and actual investment will be completed based on subscribed capital ratio in “Capital Call Letter” issued by the Fund Management Company. The actual fund shall be contributed in investment period (first 3 years).

Further details of the joint establishment of the Fund are set out in the announcement dated 29 March 2016 published by the Company.

6. PARTICIPATION IN FORMATION OF ASSET MANAGEMENT COMPANY AND FUND AS LIMITED PARTNER IN ORDER TO IMPROVE BUSINESS OF RISK INVESTMENT

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the participation in formation of an asset management company and fund as limited partner in order to improve business of risk investment.

1) Basic Information of the Partners

Name	:	Hu Zhibin
Personal Profile	:	Hu Zhibin is devoted to the risk investment of model innovation and upgrade industries. Hu Zhibin is the chairman of the board of directors of Ruicheng (Hong Kong) Limited Company, and the partner of Shenzhen Dongfang Fuhai Investment Management Limited Company and Guangzhou Zhongzhi Investment Management Limited Company. Hu Zhibin is an excellent independent risk investor, and has a good performance as follows: i. Financial Field: investment in Shenzhen Qianhai Fuhai Rongtong Factoring Limited Company, of which big data has been used in internet finance successfully. ii. Media Field: investment in Zhongguang Meiyi Culture Communication Holding Limited Company, which is the digital multi-media and internet operator directly held by Zhongguang Communication Group.

LETTER FROM THE BOARD

- iii. Information Technology Field: investment in Guangzhou Yunhong Information Technology Co., Ltd, which has used cloud calculation in virtualization management, involving server virtualization, cloud management, cloud storage, big data and application platform, covering IaaS, PaaS and SaaS.
- iv. Medicine Field: investment in Zhongrui Intelligence International Holding Company, involving medical treatment investment, medical treatment information service, elderly care and etc. Zhongrui Intelligence International Holding Company has several subsidiaries, including Zhongrui Intelligence (Beijing) Limited Company, of which the primary business is big data medical lab test service; Zhongrui Medical Treatment (Shanghai) Limited Company, of which the primary business is providing HPV medical lab test; and Zhongrui Medical Treatment and Technology Limited Company, of which the primary business is elderly care, community health and etc.
- v. Personal investment in Alibaba, Chunyu Doctor, Meitu Pic and Ucar Inc.

LETTER FROM THE BOARD

2) Summary of the Asset Management Company and the Fund

a) Summary of the Asset Management Company

Company name	:	to be determined
Company nature	:	Limited liability company
Registered (received) capital	:	RMB10 million
Investment ratio	:	Goldwind invests RMB4.5 million, accounting for 45% equity; Hu Zhibin contributes RMB3 million, accounting for 30% equity, and the management team of the asset management company invests RMB2.5 million, accounting for 25% equity
Business Scope	:	asset management, investment management, investment consulting, equity investment; asset restructure, merger and project financing; and financial consulting

b) Summary of the Fund

Size	:	RMB600 million on the first stage
Organizational format	:	limited partnership
Fund manager	:	the asset management company
Fund subscriber and amount	:	Goldwind – RMB297 million; Hu Zhibin – RMB297 million; the asset management company – RMB6 million.
Deposit period	:	7 years

LETTER FROM THE BOARD

Area of fund investment : new energy, new raw material, energy conservation and environment protection, advanced manufacturing, industrial mass data, cloud computing and other mid-late equity investment projects in industrial innovation area or fixed gain projects

Fund withdrawal : being listed, merged or re-purchased by original shareholder

Further details in relation to the participation in formation of an asset management company and fund are set out in the announcement dated 29 March 2016 published by the Company.

7. SIGNING COOPERATION AGREEMENT OF RISK SHARING SYSTEM REGARDING OVERSEAS WIND POWER CONSTRUCTION PROJECT WITH CDB

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the signing of cooperation agreement of risk sharing system regarding overseas wind power construction project with CDB.

1) Basic Information of Financing and Guarantee

Scope of financing and amount: CDB shall provide financial support of not more than USD1 billion (or equivalent amount in other currencies) in aggregate to Goldwind and its branch companies, or overseas projects of owners who have purchased power generation equipment from Goldwind for their overseas development and construction.

Guarantor and Amount: Goldwind, as guarantor, shall provide joint liability guarantee to debts included in the guarantee scope. Within the validity period of overseas projects financing, the amount which Goldwind guarantees in the guarantee contracts shall, in aggregate, not exceed USD0.3 billion.

Guarantee scope and Review:

- a) For self-owned wind farm of Goldwind's overseas subsidiaries, the authorization approved for reviewing guarantee amount of Goldwind's wholly owned and controlling subsidiaries will be applicable to the review of authorization of guarantee amount and the signing of relevant agreements and documents relating to the specific loan projects, including but not limited to the overseas project loan contract, the guarantee contract and other relevant contracts, confirmation letter and other documents.

LETTER FROM THE BOARD

- b) For overseas projects of customers who have purchased wind turbine, the review of guarantee will follow relevant laws, regulations and the Company's rules, and will be submitted to the Board meeting or Shareholders' meeting.

For loans granted to customers who have purchased Goldwind wind turbines, the borrowers (customers who have purchased Goldwind wind turbines) and its shareholders should provide sufficient counter guarantees for Goldwind, including the pledge of shares, shareholders' guarantees and other actions.

2) Influence to the Company

By establishing wind power risk sharing system with CDB, utilization of resources of Goldwind can be improved, efficiency of corporate capital usage will be increased, and as a result, international business of Goldwind will be further promoted.

Further details in relation to the signing of cooperation agreement of risk sharing system regarding overseas wind power construction project with CDB are set out in the announcement dated 29 March 2016 published by the Company.

8. PARTICIPATION IN ESTABLISHING TIANRUN DONGFANG CLEAN ENERGY FUND (LIMITED PARTNERSHIP) BY BEIJING TIANRUN NEW ENERGY INVESTMENT CO., LTD.

An ordinary resolution will be proposed at the AGM to consider and, if thought fit, approve the participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd. ("**Beijing Tianrun**").

1) Basic Information of the Partners

- | | | |
|--|---|---|
| a) Partner | : | China Oriental Asset Management (International) Holding Co., Ltd. (" Oriental International ") |
| Scope of Business | : | Investment |
| Registered Address | : | Room 4802-4803, Hong Kong Convention and Exhibition Center, Wanchai, Hong Kong |
| b) Partner | : | Empyrean Management (Hong Kong) Limited (" Jiutian Hong Kong ") |
| Scope of Business | : | equity investment management and asset management |
| Registered Capital
(issued share capital) | : | HKD5 million |
| Registered Address | : | Room 401, Level 4, Jardine House, 1 Connaught Place, Central, Hong Kong |

LETTER FROM THE BOARD

2) Summary of the Management Company and the Fund

a) Set up investment management company

Beijing Tianrun is planning to form Beijing Jinrun Investment Management Co. Ltd (tentatively, for reference only, “**Beijing Jinrun**”) as a major participant in the investment of Tianrun Dongfang Fund and in investment management activities.

Registered Capital: RMB1 billion, no less than RMB300 million at the first stage; the remaining investment will be invested by Beijing Tianrun after attaining separate approvals of authorization by the directors of the Company.

b) Fund Summary

i. Establishment of the fund management company

If all three initiators jointly contribute to the establishment of fund management company, then Beijing Jinrun, Oriental International and Jiutian Hong Kong should contribute at a ratio of 40%:30%:30% respectively. Otherwise one of Oriental International or Jiutian Hong Kong shall assign qualified fund management company to administrate Tianrun Dongfang Fund.

Fund name: Tianrun Dongfang Clean Energy Fund (Limited Partnership)
(“**Tianrun Dongfang Fund**”)

LETTER FROM THE BOARD

- ii. Total size of the fund: RMB15 billion, invested by all partners; the size of first stage fund is RMB3 billion.
- iii. Investors of the first stage investment and investment amount: Beijing Jinrun, Oriental International and notified institutions of Jiutian Hong Kong should contribute RMB0.3 billion, respectively, of which the total amount should be RMB0.9 billion. The total investment amount of other investors should be RMB2.1 billion in the first stage.
- iv. Fund validity period: 7 years; initiators have rights to put forward proposal, and the period can be extended for 2 years with approval of more than 51% limited partners.
- v. Fund withdrawal methods include but not limited to: long-term holding, capital market withdrawal and securitization of capital.
- vi. Scope of investment of the fund: more mature wind power (including micro grid, hydrogen production from wind power, wind power heating) in new energy field, and other projects in clean energy field, developing and acquiring wind power generation projects that are under construction or have operated.

Further details in relation to the participation in establishing Tianrun Dongfang Fund by Beijing Tianrun are set out in the announcement dated 29 March 2016 published by the Company.

9. ANNUAL GENERAL MEETING

The Annual General Meeting is proposed to be held at Conference Room of Level 1, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 10:30 a.m. on Tuesday, 28 June 2016, at which resolutions to be approved, including, among other things, (1) the proposed appointment of directors for the sixth session of the Board; (2) the proposed appointment of supervisors for the sixth session of the Supervisory Committee; (3) the proposed issue of Debt Financing Instruments; (4) joint establishment of wind power industry fund with CIF (Beijing) Investment Fund Management Co., Ltd.; (5) participation in formation of asset management company and fund as limited partner in order to improve business of risk investment; (6) signing cooperation agreement of risk sharing system regarding overseas wind power construction project with CDB; and (7) participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd., will be proposed to the Shareholders (details have been set out in the Notice of Annual General Meeting on pages 34 to 38 of this circular).

LETTER FROM THE BOARD

The register of members of the Company will be closed from Sunday, 29 May 2016 to Tuesday, 28 June 2016 (both days inclusive) for the purpose of determining the Shareholders entitled to attend the AGM. During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the registers of members as at the close of business on Tuesday, 28 June 2016 are entitled to attend the AGM. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 27 May 2016.

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

10. RECOMMENDATION

The Directors believe that all resolutions set out in the Notice of Annual General Meeting are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that Shareholders should vote in favour of all resolutions to be proposed at the AGM.

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

EXECUTIVE DIRECTORS**Mr. Wu Gang (武鋼先生)**

Mr. Wu Gang (“**Mr. Wu**”), aged 58, is currently the Chairman. Mr. Wu graduated from Tsinghua University with a master’s degree. He is a professor-level senior engineer and an expert entitled to a special allowance granted by the State Council. He is one of the founders of the Company and has been with the Company for over 10 years. He was appointed as the Chairman in May 2002 and previously concurrently served as the Company’s general manager between 2002 and 2006, CEO between 2006 and 2013 and President between March 2012 and January 2013.

Mr. Wu currently also serves as the chairman of the board and Party Committee secretary of Xinjiang New Energy (Group) Co., Ltd. The aforementioned company is a private company.

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

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

Mr. Wang Haibo (王海波先生)

Mr. Wang Haibo (“**Mr. Wang**”), aged 42, is currently an executive Director and the President. Mr. Wang graduated from Xinjiang Finance and Economics University with a bachelor’s degree. He joined the Company in 2001 and has been with the Company for over 10 years. He served as the Company’s director of Sales and Marketing, director of Investment and Development, deputy, general manager and subsequently chairman of the board of Beijing Tianrun and general manager and CEO of Goldwind International Holdings (HK) Limited since March 2001 to January 2014. He served as the Company’s vice president between 2010 and 2013. He was appointed as a Director in June 2012 and the President in January 2013.

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Wang is deemed to be directly interested in a total of 550,000 A Shares. Save for the information disclosed herein, Mr. Wang does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

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

Mr. Cao Zhigang (曹志剛先生)

Mr. Cao Zhigang ("Mr. Cao"), aged 41, is currently an executive Director and executive vice president of the Company. Mr. Cao graduated from Xinjiang University with a bachelor's degree. He is a senior engineer. He joined the Company in 2001 and has been with the Company for over 10 years. He previously served as the Company's director of Electronic Control, deputy chief engineer and vice president. He was appointed as an executive vice president of the Company in March 2010 and a Director in June 2013.

As at the Latest Practicable Date, by virtue of the provisions of Divisions 2 and 3 of Part XV of the SFO, Mr. Cao is deemed to be directly interested in a total of 9,918,024 A Shares. Save for the information disclosed herein, Mr. Cao does not have any other interest in the Company's securities within the meaning of Part XV of the SFO.

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

NON-EXECUTIVE DIRECTORS**Mr. Yu Shengjun (于生軍先生)**

Mr. Yu Shengjun (“**Mr. Yu**”), aged 42, is currently a non-executive Director. Mr. Yu graduated from Xinjiang University of Finance & Economics with a master’s degree. He is a senior engineer. He previously served as a duty officer-in-charge, project manager, director of research and development, director of project construction, director of project development, member of Party Committee, and deputy general manager of Xinjiang Wind Power, a substantial shareholder of the Company, between 1998 and 2012. He currently serves as the chairman of the board and Party Committee secretary of Xinjiang Wind Power since September 2012, and the deputy general manager of Xinjiang New Energy (Group) Co., Ltd since June 2013. He was appointed as a Director in January 2013.

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

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

Mr. Zhao Guoqing (趙國慶先生)

Mr. Zhao Guoqing (“**Mr. Zhao**”), aged 47, holds a bachelor’s degree, and he has been the Chief Accountant of China Three Gorges New Energy, a substantial shareholder of the Company, since October 2011. Mr. Zhao worked for China Ministry of Water Resources from November 1995 to February 2010 and held various positions including Officer of Finance Division, Deputy Director of Finance Department of Service Center and Director of Finance Department and Audit Department of Service Bureau. Mr. Zhao held the position of Deputy Chief Accountant of China Water Investment Group Corporation from February 2010 to June 2010. Mr. Zhao also held the position of Deputy Chief Accountant of China Three Gorges New Energy from June 2010 to October 2011.

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

Mr. Feng Wei (馮偉先生)

Mr. Feng Wei (“**Mr. Feng**”), aged 46, graduated from Nankai University with a doctor’s degree. Mr. Feng served as a director of Market Planning Team and general manager of Funds Application Department of Bohai Property Insurance Co., Ltd. from April 2004 to July 2011. Mr. Feng served as investment director of Anbang Asset Management Co., Ltd. from July 2011 to March 2012. Mr. Feng also served as a vice general manager of Anbang Asset Management Co., Ltd. since March 2012 until now. Anbang Asset Management Co., Ltd. is a subsidiary of Anbang Insurance Group Co., Ltd., which is the substantial shareholder of the Company.

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

INDEPENDENT NON-EXECUTIVE DIRECTORS**Mr. Yang Xiaosheng (楊校生先生)**

Mr. Yang Xiaosheng (“**Mr. Yang**”), aged 64, is currently an independent non-executive Director. Mr. Yang graduated from Beijing University of Agricultural Engineering with a master’s degree in agricultural electrification. He is a senior engineer. He previously served as deputy chief engineer and chief engineer of China Longyuan Power Group Limited (the securities of which are listed on the Hong Kong Stock Exchange) between 2000 and 2009, and chief engineer of China Longyuan Power Group Corporation Limited between 2009 and 2012. He was appointed as a Director in June 2013.

Mr. Yang is the secretary general of the National Energy Industries Wind Power Standardisation Committee, deputy head of the Experts Group for Renewable Energy Development Planning under the Twelfth Five-Year Plan of the Ministry of Science and Technology of China, and director general of the Wind Power Equipment Sub-committee of China Association of Agricultural Machinery Manufacturers.

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

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

Mr. Luo Zhenbang (羅振邦先生)

Mr. Luo Zhenbang (“**Mr. Luo**”), aged 51, is currently an independent non-executive Director. Mr. Luo graduated from Tsinghua University with a master’s degree in corporate governance and innovation. He is a China Certified Public Accountant, Certified Tax Agent, Certified Public Valuer, and an accountant. He previously served as a deputy director accountant of Tianhua Certified Public Accountants between 2002 and 2008. He currently serves as a director and senior partner of BDO China Shu Lun Pan Certified Public Accountants. He was appointed as a Director in June 2013.

Mr. Luo currently also serves as an independent non-executive director of China Aerospace International Holdings Limited, China City Railway Transportation Technology Holdings Company Limited, Glory Properties Limited and Digital China Holding Limited, and member of the internal audit committee of Northeast Securities Co., Ltd. The securities of China Aerospace International Holdings Limited, China City Railway Transportation Technology Holdings Company Limited, Glory Properties Limited and Digital China Holding Limited are listed on the Hong Kong Stock Exchange and the securities of Northeast Securities Co., Ltd. are listed on the SZSE.

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

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

Mr. Christopher F. Lee (李輝敏先生)

Mr. Christopher F. Lee (“**Mr. Lee**”), aged 49, graduated from University of California, Berkeley, with a MBA. Mr. Lee served as vice president and head of department of Merrill Lynch & Co., Inc. from July 1995 to July 2002. Mr. Lee served as managing director and head of Securities Department of UBS AG, Hong Kong Branch from August 2002 to March 2010. Mr. Lee served as managing director and head of Securities Department of Deutsche Securities Asia Ltd from June 2010 to February 2012. Mr. Lee is currently senior partner of Farron, Augustine & Alexander (FAA), which is a private investment company.

Mr. Lee served as trustee and chairman of Investment Committee of Oakland Museum of California from 2010 to 2015. Mr. Lee has been a member of Dean’s Advisory Circle of Haas School of Business of University of California, Berkeley, since 2010. Mr. Lee has also been a committee member of Hong Kong Securities and Investment Institute since 2012 and a facilitator and committee member of Hong Kong Institute of Directors since 2013. Mr. Lee has served as a board member of Salzburg Global Seminars of Austria since 2016. Mr. Lee has been a part-time faculty member at Chinese University of Hong Kong since 2014.

Mr. Lee is currently a non-executive director of Matthews Asia Funds and Dixon Advisory. The securities of Dixon Advisory are listed on Australian Securities Exchange.

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

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

SUPERVISORS**Mr. Wang Mengqiu (王孟秋先生)**

Mr. Wang Mengqiu (“**Mr. Wang**”), aged 52, is currently the chairman of the Supervisory Committee. Mr. Wang holds a bachelor’s degree. He previously served as a deputy director and director of finance centre of China Water Investment Group Corp. between 1998 and 2006. He currently serves as the director of internal audit of China Three Gorges New Energy, a substantial shareholder of the Company. He was appointed as a Supervisor in August 2008 and the chairman of the Supervisory Committee in March 2010.

Mr. Wang currently also serves as the chairman of the supervisory committee of Sinomatech Wind Power Blade Co., Ltd. and Inner Mongolia of Gimhae New Energy Technology Co., Ltd., and a supervisor of Shangdu Tianrun Co., Ltd., all of which are private companies.

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

Mr. Wang Shiwei (王世偉先生)

Mr. Wang Shiwei (“**Mr. Wang**”), aged 59, is currently a Supervisor. Mr. Wang holds a college degree and is an engineer. He previously served as the director of materials management of Dabancheng wind farm, plant manager of the WTG assembly plant of Xinjiang New Wind Kegongmao Co., Ltd., the predecessor of the Company, and deputy general manager of Xinjiang Wind Power, a substantial shareholder of the Company, between 1998 and 2013. He currently serves as a senior consultant of Xinjiang Wind Power. He was appointed as a Supervisor in September 2009.

Mr. Wang currently also serves as a supervisor of Urumqi Huachun Small Loans Co., Ltd., which is a private company.

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

Mr. Luo Jun (洛軍先生)

Mr. Luo Jun ("Mr. Luo"), aged 49, is currently a Supervisor. Mr. Luo holds a bachelor's degree and is an accountant. He previously served as an employee of finance department and reform office and the head of equity management office of Xinjiang Wind Power, a substantial shareholder of the Company, between 2002 and 2013. He currently serves as the secretary of the board and director of asset management of Xinjiang Wind Power. He was appointed as a Supervisor in May 2004.

Mr. Luo currently also serves as a director of Xinjiang Xinfengqi Energy Services Co., Ltd., Xi'an Wind Power Co., Ltd. of China Water Investment Group and Xinjiang New Energy Research Centre Co., Ltd., and an executive director of Xinjiang Yutian New Wind Power Co., Ltd., Urumqi Tianpeng Wind Power Co., Ltd., Xinjiang Tianxiang Wind Power Co., Ltd. and Xinjiang Aodexin New Energy Co., Ltd. Mr. Luo also currently serves as an executive director and legal representative of Buerjin Tianpeng New Energy Limited Company and Urumqi Xinfeng Tianxiang New Energy Limited Company, respectively. All of the aforementioned companies are private companies.

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

I. SUMMARY OF PROCEEDS

In accordance with the resolution of the Tenth Meeting of the Fifth Session of the Board dated 2 September 2014, the Second Extraordinary General Meeting for the Year of 2014 dated 11 November 2014, the First Class Meeting of A Shareholders of the Company dated 11 November 2014 and the First Class Meeting of H Shareholders of the Company dated 11 November 2014 and the Notice of Approval regarding the Non-public Issue of Shares by Xinjiang Goldwind Science & Technology Co., Ltd. (CSRC Permission [2015] No.1232) issued by China Securities Regulatory Commission, the Company received approval and issued to 10 specific investors 40,953,000 ordinary shares (A Share) par value of RMB1.00 each. The registered capital of the Company has been proposed to be increased by RMB40,953,000.00 and the registered capital of the Company after such increase is RMB2,735,541,000.00.

As at 3 August 2015, the total proceeds raised by the Company were RMB346,871,910.00. The proceeds of RMB336,871,910.00 was deposited in accounts by the principal underwriter Guotai Junan Co., Ltd. (the “**Guotai Junan**”) on 3 August 2015 after deducting underwriting fees of RMB10,000,000.00. The net proceeds amounted to RMB336,310,910.00 after deducting issuance fees, such as outstanding attorney fee RMB561,000.00 and etc. The figures above have been audited by Ernst & Young Hua Ming LLP, and the Capital Verification Report (Ernst & Young Hua Ming (2015) No.60794011A_02) has been issued.

As at 31 December 2015, the deposit interest income less bank service fee was RMB147,555.29. The total amount of utilized proceeds for the year of 2015 was RMB336,310,910.00. The accumulated amount of utilized proceeds was 336,310,910.00.

II. MANAGEMENT OF PROCEEDS

In order to standardise the management and use of proceeds, and protect the investors’ interests, the Company issued the Administration Rules for Use of Proceeds (the “**Administration Rules**”) pursuant to *No.2 Regulatory Guidelines for Listing Company – Regulatory Requirement for Use and Management of Proceeds (No. [2012]44 of CSRC Announcement)* published by CSRC and *Standard Operation Guidelines of Companies Listed on the Small and Medium-sized Enterprise Board of SZSE*. The Company has opened a proceeds account in Hangzhou Bank, Beijing Daxing Branch. The Company has signed Third-party Supervisory Agreement of Proceeds Account with Guotai Junan, which has no significant difference with *the Information Disclosure Memorandum No.31 of Small and Medium-sized Enterprise Board of SZSE – Third-party Supervisory Agreement Template of Proceeds*. The Company and relevant parties have performed responsibilities and obligations accordingly.

As at 31 December 2015, details of the balance of proceeds account are as follows:

Unit: RMB

Bank	Account No.	Initial Deposit	Balance as at	Including
		Amount	31 December	Interest Income
		(Note 1)	2015	(Less Bank Service Fee)
Hangzhou Bank,				
Beijing Daxing Branch	1101040160000115468	336,871,910.00	158,865.29	147,555.29

Note :

1. The initial deposit amount included outstanding issuance expenses RMB561,000.00.
2. As at 31 December 2015, balance of proceeds account included interest income (less bank service fee) RMB147,555.29 and outstanding other issuance expenses RMB11,310.00.

III. USE OF PROCEEDS IN THE FINANCIAL YEAR OF 2015

1. Use of Proceeds

In accordance with the resolution of the Tenth Meeting of the Fifth Session of the Board dated 2 September 2014, the Second Extraordinary General Meeting for the Year of 2014 dated 11 November 2014, the First Class Meeting of A Shareholders of the Company dated 11 November 2014 and the First Class Meeting of H Shareholders of the Company dated 11 November 2014, proceeds has been used for supplement of working capital. As at 31 December 2015, the amount of utilized proceeds was RMB336,310,910.00. Details of the use of proceeds in 2015 are set out in the table attached below.

2. Change of Location and Implementation for Share Proceed Projects

No such cases happened in 2015.

3. Initial Investment in Share Proceed Projects and Replacement with Share Proceeds

No such cases happened in 2015.

4. Idle Share Proceeds Used for supplement of working capital

No such cases happened in 2015.

5. Surplus Share Proceeds

No such cases happened in 2015.

6. Super-raised Share Proceeds

No such cases happened in 2015.

IV. CHANGE IN INVESTMENT OF COMMITTED PROJECTS OF PROCEEDS

As at 31 December 2015, the Company did not change investment of committed projects of proceeds.

V. PROBLEM IN DISCLOSURE OF USE OF PROCEEDS

In 2015, the Company has disclosed the use of proceeds timely, truthfully, correctly and completely. All the proceeds have been invested into the committed projects. No violation use of proceeds happened in 2015.

VI. ADVICE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The advice of the independent non-executive Directors, namely Dr. Tin Yau Kelvin Wong, Mr. Yang Xiaosheng and Mr. Luo Zhenbang, is as follows:

The independent non-executive Directors were in agreement with the Report on Use of Proceeds for the Year of 2015 issued by the Board. The report had truthfully reflected the Company's management and use of proceeds. The disclosed information relating to the Company's use of proceeds were true, accurate, complete, and provided in a timely manner and there were no violations regarding the management of proceeds.

VII. COMMENTS OF SPECIALIZED VERIFICATION REPORT OF SPONSOR

Guotai Junan as the sponsor regarded that deposit and use of proceeds accorded with the relevant laws and regulations, such as *No.2 Regulatory Guidelines for Listing Company – Regulatory Requirement for Use and Management of Proceeds (No. [2012]44 of CSRC Announcement)*, *Standard Operation Guidelines of Companies Listed on the Small and Medium-sized Enterprise Board of SZSE* and etc. Guotai Junan as the sponsor regarded that the share proceeds deposited in specialized account and invested in committed projects and no violation in use of proceeds happened in 2015.

VIII. ADVICE OF SUPERVISORY COMMITTEE

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

Table: ACTUAL USE OF SHARE PROCEEDS*Unit: RMB*

Net Proceeds (Less Underwriting Commission and Other Issuance Expenses):										336,310,910.00	Share Proceeds Invested in 2015:	336,310,910.00	
Total Amount of Share Proceeds Involving Changes in Investment Purpose:										-	Accumulated Total Amount of Share Proceeds Investments:		336,310,910.00
As a Percentage of the Total Amount of Share Proceeds										-			
Committed Projects	Changed Projects, including Partial Changed Projects (if Possible)	Committed Total Investment From Proceeds	Total Investment Amount after Adjustment (1)	Investment Amount in 2015	Investment Amount as at the End of 2015 (2)	Investment Rate as at the End of 2015 (%)(3)=(2)/(1)	Date of Projects becoming Ready for Intended Use	Projects Achieved in 2015	Whether the Expected Profits have been Achieved	Whether there were any Material Changes in relation to the Feasibility of the Projects			
Supplement of Working Capital	N/A	336,310,910.00	336,310,910.00	336,310,910.00	336,310,910.00	100%	N/A	N/A	N/A	N/A	N/A		
Total	-	336,310,910.00	336,310,910.00	336,310,910.00	336,310,910.00	100%							
Projects not Progressing as Scheduled or not Achieving Expected Profits and the Reasons (Detailed Projects)													
Explanation for Material Changes in the Feasibility of Projects													
The Amount, Application and Use of Super-raised Share Proceeds													
Change of Location and Implementation for Share Proceed Projects													
Initial Investment in Share Proceeds Projects and Replacement with Share Proceeds													
Idle Share Proceeds used for supplement of working capital													
Surplus Share Proceeds after Implementation of Projects and Reasons													
Use and Disposition of Unused Share Proceeds													
Problem and Other Circumstances in Disclosure and Use of Share Proceeds													
As at 31 December 2015, balance of proceeds account was RMB158,865.29, including interest income RMB147,555.29 (less bank service fee) and other issuance expenses RMB11,310.00.													
N/A													
N/A													

NOTICE OF ANNUAL GENERAL MEETING



XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*

新疆金風科技股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

Stock Code: 02208

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) for the year ended 31 December 2015 will be held at Conference Room of Level 1, No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 10:30 a.m. on Tuesday, 28 June 2016 for the purposes of considering and, if thought fit, approving the following matters:

AS SPECIAL RESOLUTION:

1. The proposed issue of debt financing instruments.

AS ORDINARY RESOLUTIONS:

1. The report of the board of directors of the Company (the “**Board**”) for the year of 2015.
2. The report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2015.
3. The report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2015.
4. The final dividend distribution for the year ended 31 December 2015.
5. The annual report of the Company for the year of 2015.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

6. The proposed applications to banks by the Company for credit facilities with an aggregate principal amount of not more than RMB130 billion for the period from the date of passing of this resolution until the day of the annual general meeting of the Company for the year of 2016 which will be held in the year of 2017 (“**AGM 2016**”), and authorise Mr. Wu Gang to sign any documents and do any acts for and on behalf of the Company necessary in relation thereto.
7. The provision of letter of guarantee by the Company for the benefit of its subsidiaries with a total amount of not more than RMB5 billion and a term not exceeding five years during the period from the date of passing of this resolution until the day of AGM 2016.
8. The proposed provision of guarantees by the Company for its subsidiaries with a total amount of not more than RMB5 billion during the period from the date of passing of this resolution until the day of AGM 2016, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto.
9. The appointment of Ernst & Young Hua Ming LLP as the PRC auditors of the Company and Ernst & Young as the international auditors of the Company to hold office for one year, and authorise the Board to determine their remunerations, respectively.
10. The proposed joint establishment of wind power industry fund with CIF (Beijing) Investment Fund Management Co., Ltd.
11. The proposed participation in formation of asset management company and fund as limited partner in order to improve business of risk investment.
12. The signing of cooperation agreement of risk sharing system regarding overseas wind power construction project with China Development Bank Co., Ltd.
13. The proposed participation in establishing Tianrun Dongfang Clean Energy Fund (Limited Partnership) by Beijing Tianrun New Energy Investment Co., Ltd.
14. The Report on Use of Proceeds for the Year of 2015 (A Share).

NOTICE OF ANNUAL GENERAL MEETING

15. The re-election/appointment of the following directors as directors of the Company (the “**Directors**”) for the sixth session of the Board:
- (a) Executive and non-executive Directors:
 - (1) Mr. Wu Gang as an executive Director;
 - (2) Mr. Wang Haibo as an executive Director;
 - (3) Mr. Cao Zhigang as an executive Director;
 - (4) Mr. Yu Shengjun as a non-executive Director;
 - (5) Mr. Zhao Guoqing as a non-executive Director;
 - (6) Mr. Feng Wei as a non-executive Director.
 - (b) Independent non-executive Directors:
 - (1) Mr. Yang Xiaosheng as an independent non-executive Director;
 - (2) Mr. Luo Zhenbang as an independent non-executive Director;
 - (3) Mr. Christopher F. Lee as an independent non-executive Director.
16. The re-election of the following supervisors as supervisors of the Company (the “**Supervisors**”) for the sixth session of the Supervisory Committee:
- (a) Mr. Wang Mengqiu as a Supervisor;
 - (b) Mr. Wang Shiwei as a Supervisor;
 - (c) Mr. Luo Jun as a Supervisor.
17. The remuneration of the Directors of the sixth session of the Board.
18. The remuneration of the Supervisors of the sixth session of the Supervisory Committee.

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

Beijing, 12 May 2016

NOTICE OF ANNUAL GENERAL MEETING

As at the date of this announcement, the executive directors of the Company are Mr. Wu Gang, Mr. Wang Haibo and Mr. Cao Zhigang; the non-executive directors are Mr. Li Ying, Mr. Yu Shengjun and Mr. Zhao Guoqing; 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 AGM shall have the right to appoint one or more proxies to attend and vote on his/her/its behalf at the AGM. A proxy needs not be a shareholder or member of the Company. A proxy of a shareholder may vote on a poll. The shareholder shall have one vote for each share that they hold.
2. The register of members of the Company will be closed from Sunday, 29 May 2016 to Tuesday, 28 June 2016 (both days inclusive) for the purpose of determining the shareholders entitled to attend the AGM. During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Tuesday, 28 June 2016 are entitled to attend the AGM. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 27 May 2016.
3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2015, the Company's H Share register of members will be closed from Tuesday, 5 July 2016 to Monday, 11 July 2016 (both days inclusive). During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Monday, 11 July 2016 are entitled to the final dividends. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 4 July 2016.
4. The instruments appointing a proxy must be in writing under the hand of a shareholder or duly authorised in writing by his/her attorney. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney or other authorisation documents authorising that attorney to sign must be notarised.
5. The proxy form together with the power of attorney or other authorisation documents (if any) must be deposited at the Company's Office of Secretary of the Board at the address as stated in Note 7 below for holders of the A Shares and at the H Share registrar, Computershare Hong Kong Investor Services Limited, at the address as stated in Note 2 above for holders of the H Shares not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

NOTICE OF ANNUAL GENERAL MEETING

6. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the Company's Office of Secretary of the Board at the address as stated in Note 7 below on or before 5:00 p.m. on Wednesday, 8 June 2016 by hand, by post or by fax.
7. The contact details of the Company's Office of Secretary of the Board are as follows:

No. 107 Shanghai Road, Economic & Technological Development District, Urumqi, Xinjiang, PRC

Telephone No.: +86 991-3767411

Facsimile No.: +86 991-3767411
8. The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.