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 IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Xinjiang Goldwind Science & Technology Co., Ltd. (the "**Company**") will be held at Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 20 December 2019 for the purposes of considering and, if thought fit, approving the following matters.

SPECIAL RESOLUTION:

1. To consider and approve the proposed amendments to the Articles of Association of the Company. (Please refer to the Circular of the Company dated 4 November 2019 for details.)

* *For identification purpose only*

ORDINARY RESOLUTION:

2. To consider and approve the continuing connected transactions (A Shares) with China Three Gorges (Group) Co, Ltd. and the Company according to the requirements under the Rules Governing Listing of Stocks on the Shenzhen Stock Exchange and the annual cap for the year of 2020, please refer to the Appendix of the Circular for details.

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

4 November 2019

Notes:

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. A proxy of a shareholder may vote on a poll. With respect to any shareholder who has appointed more than one proxy, the proxy holders may only 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 Wednesday, 20 November 2019 to Friday, 20 December 2019 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM. 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, 19 November 2019 are entitled to attending the EGM. In order to attend and vote at the EGM, holders of H Shares whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at 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 Tuesday, 19 November 2019.

3. The instruments appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. 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 authorising that attorney to sign or other authorisation documents must be notarised.

4. The proxy form together with the power of attorney or other authorisation document (if any) must be deposited at the Office of Secretary of the Board of the Company, at the address as stated in Note 6 below, for holders of the Domestic 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 fixed for holding the EGM 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.

5. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip to the Office of Secretary of the Board of the Company at the address as stated in Note 6 below on or before 5:00 p.m. on Friday, 29 November 2019 by hand, by post or by fax.

6. The contact details of the Office of Secretary of the Board of the Company are as follows:

   No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC

   Telephone No.: +86 10-67511888
   Facsimile No.: +86 10-67511985

7. The EGM is expected to last for half a day and shareholders (in person or by proxy) attending the meeting shall be responsible for their own transportation and accommodation expenses.

APPENDIX
ESTIMATED ANNUAL CAP FOR CONTINUING CONNECTED TRANSACTIONS (A SHARE) FOR 2020

1. CONNECTED TRANSACTION OVERVIEW

In accordance with the SZSE Listing Rules (which require proposed annual cap of continuing connected transaction to be approved by shareholders on an annual basis) and possible continuing connected transactions between the Company and connected persons in 2020, the sixth meeting of the seventh session of the board of the Company considered and approved the Resolution regarding the Estimated Annual Cap for Continuing Connected Transactions (A Share) of Xinjiang Goldwind Science & Technology Co., Ltd. for 2020. Connected directors Mr. Lu Hailin abstained from voting due to their connected relations with the relevant companies. The continuing connected transaction of product sales with China Three Gorges of this resolution shall be submitted to the shareholders' general meeting of the Company for consideration. Material contents of the connected transaction is as follows:

Unit: RMB million

Continuing Connected Transactions	January to September 2019 Actual Figures	2020 Forecast Figures
China Three Gorges New Energy (Group) Co., Ltd.		
Including: Product Sales	769.65	2,125.98

2. BASIC INFORMATION OF CHINA THREE GORGES NEW ENERGY (GROUP) CO., LTD. AS CONNECTED PERSONS

(1) Basic Information

Legal Representative:	Mr. Li Bin
Date of Incorporation:	September 1985
Registered Capital:	RMB20,000,000,000

Primary Businesses: development and investment of wind and solar power; investment of clean energy, hydro works, hydro power, power generation, water supply, desilting, coastal reclamation, environmental works, agriculture, livestock, and tourism; investment consulting; asset management and investment consulting; manufacturing and sales of mechanical equipment sets and components; domestic hydro works and power generation project and international tendering contracting; technical and information consulting services related to the above areas.

(2) Connected Relations to the Company

It is the substantial shareholder of the Company, holding 445,008,917 shares of A Shares of the Company, accounting for 10.53% of the total share capital of the Company.

(3) Contract Fulfilment Analysis

The operations of China Three Gorges are normal, financial position is sound, and it possesses the capability to fulfil its contracts.

3. MATERIAL CONTENTS OF THE CONNECTED TRANSACTIONS

3.1 Pricing Terms and Principles

Connected transactions between the Company and connected persons will be fairly priced based on the market price. The sale of WTGs by the Company to connected persons will be mainly determined through the public tender bidding process, and the price will be the market price. The price available to connected persons for connected transactions with the Company shall be no more favourable than that available to independent third parties, and there is no harm to the interests of the Company and other shareholders.

3.2 Contract Information

The Company entered into framework agreements with the connected persons. In addition, according to future needs of the Company and in line with respective market prices, the Company may enter into other individual contracts with such connected persons and conduct such transactions accordingly.

4. REASONS FOR THE CONNECTED TRANSACTIONS AND IMPLICATIONS FOR THE LISTED COMPANY

The primary continuing connected transactions between the Company and connected persons are product sales. These are beneficial to the expansion of the Company's sales. Every transaction abides by the market price principle and there is no harm to the interests of the Company and shareholders as a whole, especially minority shareholders. The Company is not reliant on its connected persons, and such transactions will not affect the independence of the Company.

As of the date of this announcement, the executive directors of the Company are Mr. Wu Gang (Chairman), Mr. Cao Zhigang, and Mr. Wang Haibo; the non-executive directors are Ms. Gu Hongmei, Mr. Gao Jianjun and Mr. Lu Hailin; and the independent non-executive directors are Dr. Tin Yau Kelvin Wong, Mr. Wei Wei and Ms. Yang Jianping.