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, 16 October 2020 for the purposes of considering and, if thought fit, approving the following matters.

ORDINARY RESOLUTIONS:

1. To consider the motion on the recommendation of Ms. Dong Zhenyu as a candidate for the board of directors of the Company, please refer to Appendix I for details;

2. To consider the motion on the revision of the Rules of Procedure for the Board of Directors, please refer to Appendix II for details; and

3. To consider the motion on the revision of the Rules of Procedure for the Supervisory Committee, please refer to Appendix III for details.

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

31 August 2020

* *For identification purpose only*

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, 16 September 2020 to Friday, 16 October 2020 (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 register of members as at the close of business on Tuesday, 15 September 2020 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, 15 September 2020.

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 H share registrar, 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 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. H 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, 25 September 2020 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.

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

According to the announcement of the Company on 23 June 2020, the Board nominated Ms. Dong Zhenyu（董真瑜）(“**Ms. Dong**”) to be elected as a director of the Company at the EGM.

Ms. Dong, born in 1989, graduated from the University of Pennsylvania with a Master of Arts degree, majoring in Political Economics. Ms. Dong graduated from the University of Nottingham, majoring in International Business and Communication. Ms. Dong served as a vice president of Business of Northern Project Division of Taiping Asset Management Co., Ltd. from August 2014 to June 2019. She has been an external consultant of Shenyang Tongying Real Estate Co., Ltd. since 2015. Ms. Dong was an alternative manager of the Asset Management Center of Hexie Health Insurance Co., Ltd. from July 2019 to January 2020. Ms. Dong has served as a Deputy General Manager of the Alternative Investment Department of the Asset Management Center of Hexie Health Insurance Co., Ltd. since May 2020.

As at the date of this notice, Ms. Dong does not have any interests in the Company’s securities within the meaning of Part XV of the Securities and Futures Ordinance nor any relationships with any directors, senior management, or substantial shareholders of the Company other than disclosed above. Apart from being nominated as a director of the Company, Ms. Dong does not hold any other position with the Company or any other member of the group of companies of which the Company forms part. Financial Street Holdings Co., Ltd. convened the general meeting on 6 July 2020 to consider and approve the proposal of electing Ms. Dong as a director, the securities of which are listed on the Shenzhen Stock Exchange. Save as disclosed above, Ms. Dong does not hold any directorship in other listed public companies in the three years preceding the date of this notice.

Save as disclosed in this notice, there is no other information to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules, nor are there other matters that need to be brought to the attention of shareholders in relation to the proposed appointment of Ms. Dong as director of the Company.

Subject to the approval of the proposed recommendation of a directors of the Company at the EGM, the Company will enter into a service contract with Ms. Dong, for her service to the Company, stating, among other things, her annual remuneration and length of service. According to a resolution from the annual general meeting of the shareholders of the Company on 21 June 2019, Ms. Dong, as a non-executive director of the Company, will not receive compensation from the Company.

XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.

Rules of Procedure for the Board of Directors

June 2020

CHAPTER 1 GENERAL PROVISIONS

1.1 The Rules of Procedure for the Board of directors (the "**Board**") of Xinjiang Goldwind Science & Technology Co., Ltd. (the "**Company**") (the "**Rules of Procedure**") are formulated in accordance with the *Company Law of the PRC, the Securities Law of the PRC*, the *Guidelines on Standard Operation of Listed Companies in Shenzhen Stock Exchange*, other relevant laws, administrative regulations and normative documents, and the *Articles of Association of Xinjiang Goldwind Science & Technology Co., Ltd.* (the "**Articles of Association**") to further regulate the discussion methods and procedures of the Board, to promote directors and the Board to effectively perform their duties, and to improve the standard operations and scientific decision-making levels of the Board.

1.2 The Board shall establish the Office of the Secretary of the Board to handle daily affairs. The Secretary of the Board is in charge of the Office of the Secretary of the Board, and the Securities Affairs Representative shall assist the Secretary of the Board in handling daily affairs.

1.3 The Rules of Procedure will be revised from time to time in lines with relevant laws, administrative regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

CHAPTER 2 QUALIFICATION AND TENURE OF DIRECTORS OF THE COMPANY

2.1 The Board is established by the Company and shall be accountable to the shareholders' general meeting. Directors shall be natural persons. A person who falls into any of the following circumstances shall not serve as a director of the Company:

(1) civil incompetence or limited civil competence;

(2) no more than five years have lapsed since termination of the execution period for penalty on a crime of corruption, bribery, encroachment of property, embezzlement of property or disrupting socialist economic order, or no more than five years have lapsed since termination of the execution period for deprivation of political rights due to committing a crime;

(3) no more than three years have lapsed since conclusion of liquidation owing to the bankruptcy of a company or enterprise where the person served as a director or factory manager or manager and was personally liable for the bankruptcy;

(4) no more than three years have lapsed since the date of cancellation of the business license and winding-up of a company or enterprise on account of illegal business operations where the person served as the legal representative and was personally liable;

(5) a relatively large amount of personal debt is overdue but remains unpaid;

(6) the person is currently being prohibited from participating in securities market by the China Securities Regulatory Commission and such barring period has not elapsed;

(7) other circumstances specified by laws, administrative regulations or rules.

2.2 The Board shall be composed of nine directors, including three independent directors. The Board shall elect one chairman (the "**Chairman**").

Directors may also undertake the president position or other senior management positions of the Company. However, the number of directors who also undertake the president position or other senior management positions of the Company and serve as employee representatives must be less than a half but more than one-third of the total number of directors.

2.3 Directors shall be elected or replaced by the general meeting and shall be removed by the general meeting before his/her term of office expires. The term of office of directors is three years, renewable upon re-election at its expiration. In the event that the term of a director expires whereas the new director is not elected in time, the existing director shall continue to perform his/her duties in accordance with relevant provisions of laws, administrative regulations, departmental rules and the Articles of Association until the elected director assumes office.

The Chairman shall be elected by a simple majority of votes of all directors.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meetings may by ordinary resolution remove any director whose term of office has not expired (however this will not prejudice any requests for compensation which may be raised pursuant to any contract).

Directors are not required to hold shares in the Company.

2.4 Directors shall comply with the laws, administrative regulations and the Articles of Association, and shall fulfill obligations to the Company as follows:

(1) not to abuse his/her position to accept bribes or other illegal income or misappropriate the properties of the Company;

(2) not to misappropriate the funds of the Company;

(3) not to set up accounts in his/her own name or in the name of any other person for the purpose of depositing any of the assets or funds of the Company;

(4) not to lend funds of the Company to any other person or use the property of the Company to provide guarantee for any other person without the consent of the shareholders' general meeting or the Board in contravention of the provisions of the Articles of Association;

(5) not to enter into contracts or carry out transactions with the Company in contravention of the provisions of the Articles of Association or without the consent of the shareholders' general meeting;

(6) not to, without the consent of the shareholders' general meeting, abuse his/her position to seize business opportunities for himself/herself or for other persons which should otherwise belong to the Company, or operate a business similar to that of the Company for himself/herself or for other persons;

(7) not to misappropriate commissions derived from transactions entered into by the Company;

(8) not to disclose confidential information of the Company without authorization;

(9) not to damage the interests of the Company by taking advantage of his/her connections with the Company;

(10) other faithful obligations as required by the laws, administrative regulations, departmental rules and the Articles of Association.

Income gained by Directors in violation of this provision shall belong to the Company; if any losses are caused to the Company thereby, Directors shall bear the appropriate liabilities for damages.

2.5 Directors shall, in accordance with applicable laws, administrative regulations and the Articles of Association, perform the following responsibilities of diligence to the Company that they:

(1) shall exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with the state's laws, administrative regulations and economic policies, not going beyond the scope of business specified in the Company's business license;

(2) shall treat all shareholders fairly;

(3) shall stay abreast of the operations and management of businesses of the Company;

(4) shall provide signatory confirmation for the securities issuance documents and periodic reports of the Company; ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete; in the event that the truthfulness, accuracy, completeness of the securities issuance documents cannot be guaranteed or there exists disagreement, they shall express their opinions and state reasons in the written confirmation which the Company should disclose. If the Company does not disclose, directors, supervisors and senior management personnel may directly apply for disclosure;

(5) shall truthfully provide relevant information and data to the supervisory committee of the Company (the "**Supervisory Committee**"), and shall not obstruct the Supervisory Committee or Supervisors from performing their duties;

(6) shall perform other responsibilities of diligence stipulated by laws, administrative regulations, departmental rules, and the Articles of Association.

2.6 In the event that the directors fail to attend the Board meeting in person or by proxy on two consecutive occasions, they shall be deemed to be unable to perform their duties. The Board shall propose at the shareholders' general meeting for a replacement of the director.

2.7 Directors may request to resign prior to the expiration of their term of office. The resigning director shall submit a written resignation notice to the Board.

In the event that the number of members of the Board of the Company is less than the minimum number required by law as a result of resignation of any director, the existing director shall perform his/her duties as a director in accordance with relevant provisions of laws, administrative regulations, departmental rules and Articles of Association before the newly elected director takes office.

Other than the circumstance mentioned in the foregoing paragraph, the resignation of a directors shall be effective immediately upon the service of the resignation notice on the Board.

2.8 Directors shall be liable for compensation if the Company incurred any loss due to violations of applicable provisions of laws, administrative regulations, department rules or Articles of Association on the part of the Directors in performing their duties.

CHAPTER 3 DUTIES AND POWERS OF THE BOARD

3.1 The Board shall be accountable to the shareholders' general meeting and shall exercise the following powers in performing its duties:

(1) is responsible for convening the shareholders' general meetings and to report its work to the shareholders' general meetings;

(2) to implement the resolutions of the shareholders' general meetings;

(3) to decide on the business plans and investment proposals of the Company;

(4) to formulate the proposed annual financial budget and final accounts of the Company;

(5) to formulate the Company's profit distribution plan and plan for recovery of losses;

(6) to formulate the Company's proposals for increases in or reductions of the Company's registered capital and the issue of corporate bonds or other securities and plans for listing of the Company;

(7) to prepare plans for major acquisitions or repurchase of the shares of the Company, and for the merger, division, dissolution or transformation of the Company;

(8) to determine on the implementation of the internal management system of the Company;

(9) to determine on matters relating to purchase or sale of major assets, provision of guarantees within the scope of authority conferred by the shareholders' general meetings;

(10) subject to the principle of prudent authorisation, the shareholders' general meeting may authorise the Board of the Company to determine on matters relating to the investments and entrusted financing by the Company (including its controlled subsidiaries) for each financial year where in each case the amount does not exceed 50% of the latest audited net assets of the Company, and may also authorise the Chairman or the subsidiaries controlled by the Company to determine on such matters within the scope of the authorisation by establishing a comprehensive system, unless as otherwise provided by the securities exchange of the place where the shares of the Company are listed;

(11) to determine on matters of connected transactions that should be decided by the Board according to relevant regulations of the place where the shares of the Company are listed;

(12) to formulate proposals for amendments to the Articles of Association;

(13) to engage or dismiss the president or the Secretary of the Company; to engage or dismiss the chief financial officer, vice presidents, chief engineers, and other senior management personnel of the Company in accordance with the nominations provided by the chief executive officer and the president, and determine on matters of remuneration, bonuses, and penalties of such persons;

(14) to determine on the implementation of internal management system of the Company;

(15) to formulate the basic management system of the Company;

(16) to deal with information disclosures of the Company;

(17) to decide on the engagement of sponsors;

(18) to formulate the stock option incentive plan of the Company;

(19) to consider the work report presented by the president of the Company and to review the work of the president;

(20) to propose to the shareholders' general meeting for the engagement or replacement of the accounting firm in charge of auditing for the Company, unless otherwise provided by Articles of Association;

(21) to determine on the salary standard and plans for benefits and bonuses of the Company;

(22) to determine the format of specialised committees, and to appoint and dismiss relevant personnel;

(23) other duties and powers granted by the shareholders' general meeting and the Articles of Association.

Resolutions by the Board on matters referred to in the preceding provisions may be made by an affirmative vote of more than half of the directors, with the exception of resolutions on matters referred to in items (6), (7), and (12), and other matters stipulated by laws, administrative regulations, and the Company, which shall require an affirmative vote of more than two-thirds of the directors.

Resolutions for connected transactions of the Company made by the Board will not take effect unless signed by the independent non-executive directors.

3.2 The Board of the Company shall account to the shareholders' general meeting for the non-standard audit opinions issued by the registered accountant with regard to the financial reports of the Company.

3.3 Subject to the principle of prudent authorisation, the shareholders' general meeting may authorise the Board of the Company to exercise the following rights with regard to matters of purchase and sale of assets, provision of guarantees and so forth:

(1) to determine on matters of purchase and sale of major assets by the Company (including its controlled subsidiaries) for each year that in each case do not exceed 30% of the latest audited total assets of the Company;

(2) matters of provision of guarantees by and mortgage of assets of the Company shall require the approval of over two-thirds of all the directors present at the Board meeting and the approval of over two-thirds of all the independent directors; among which matters of provision of guarantees as stipulated in article 8.03 of the Articles of Association shall be submitted to the shareholders' general meeting for approval upon agreement of the Board in accordance with this provision.

3.4 The Board shall not, without prior approval at the shareholders' general meeting, dispose of or agree to dispose of any fixed assets of the Company where the aggregate of the expected value of the consideration for the proposed disposal and the value of the consideration for any disposal of fixed assets in the four months immediately preceding the proposed disposal exceeds 33% of the value of the Company's fixed assets as stated in the latest balance sheet approved at the shareholders' general meeting.

A "disposal of fixed assets" as referred to in this provision includes the transfer of interests in certain assets but excludes the usage of fixed assets for provision of guarantee.

The effectiveness of transaction of the Company's disposal of fixed assets will not be affected by a breach of the first paragraph of this provision.

3.5 The Chairman shall exercise the following powers in performing his/her duties:

(1) to preside over the shareholders' general meeting and convene and preside over Board meetings;

(2) to organise the implementation of the responsibilities of the Board, and to supervise the implementation of Board resolutions;

(3) to sign the Company's shares, corporate bonds and other valuable securities;

(4) to sign major documents of the Board and other documents which require signature by the legal representative of the Company;

(5) to exercise the powers of the legal representative;

(6) is responsible for works relating to the Company's strategy research and management, corporate culture establishment and auditing;

(7) to hold the final approval rights for major decisions of the Company (including subsidiaries of the Company) regarding finance and human resources (the appointment and dismissal of mid-level management staff, the proposal for the appointment and dismissal of senior management personnel);

(8) in case of major natural disaster or other circumstances of force majeure, to exercise special management powers on matters of the Company in accordance with laws, regulations, and the interests of the Company, and to subsequently report such special exercise of power to the Board and the shareholders' general meeting;

(9) other powers authorised by the Board.

3.6 The Board shall establish specialised committees such as the nomination committee, strategy committee, audit committee, remuneration and assessment committee, etc. All specialised committees are accountable to the Board, and perform their duties in accordance with the Articles of Association and the Board's authorisation. Proposals should be submitted to the Board for deliberation and decision. The specialised committees shall consist of directors. The majority of the members of the audit committee, nomination committee and remuneration and assessment committee shall be independent directors, who shall convene the meetings of such committees. The convener of the audit committee shall be an accounting professional.

3.7 Detailed implementation rules setting out the duties and meeting procedures of the specialised committees of the Board shall be separately formulated by the Board.

CHAPTER 4 MEETING OF THE BOARD

4.1 Board meetings are divided into regular meetings and extraordinary meetings.

4.2 Board meetings shall be convened at least 4 times a year by the Chairman.

4.3 The Board shall convene an extraordinary meeting in any of the following situations:

4.3.1 if proposed by shareholders representing more than 10% of the voting rights;

4.3.2 if jointly proposed by more than one-third of the directors;

4.3.3 if proposed by more than one-half of the independent directors;

4.3.4 if proposed by the Supervisory Committee;

4.3.5 if deemed necessary by the Chairman;

4.3.6 if proposed by the president;

4.3.7 if required by the securities regulatory authorities;

4.3.8 other circumstances specified in the Articles of Association.

CHAPTER 5 NOTIFICATION OF MEETINGS

5.1 To convene regular and extraordinary meetings of the Board, the Secretary of the Board shall arrange the Office of the Secretary of the Board to issue the notice of the meeting 10 days prior thereto and submit them to all directors, supervisors and the president in accordance with ways stipulated in provision 5.2 of the Rules of Procedure, of which the meeting time of regular meetings of the Board shall be notified 14 days prior thereto.

5.2 The notice of regular and extraordinary meetings of the Board can be served in one of the following ways:

5.2.1 by personal delivery;

5.2.2 fax;

5.2.3 email.

5.3 Where there is an emergency, extraordinary meetings proposed by the Chairman or by more than one-third of all the directors may be convened, and such meetings are not subject to the notification limits stipulated in the Rules of Procedure.

5.4 The Board meeting files shall be prepared by the relevant department organised by the Office of the Secretary of the Board of the Company. The Company shall provide directors with sufficient meeting materials, including relevant background materials on the agenda of meetings, all information and data required by the directors to vote on resolutions. The Company shall address the inquiries raised by directors in time and supplement relevant meeting materials in accordance with the directors' requirements before the meetings.

5.5 The notice of meetings shall be written in Chinese and shall include the meeting resolutions. An English version of the notice can be provided if necessary.

5.6 The notice of Board meeting shall include the following details:

5.6.1 date and venue of the meeting;

5.6.2 meeting period;

5.6.3 resolutions of the meeting;

5.6.4 template of forms of entrustment;

5.6.5 contact person and contact information;

5.6.6 the date of which the notice is issued.

5.7 After the written notice of the Board Meeting is issued, if it is necessary to change the time and place of the meeting or to add, amend, or cancel meeting resolutions, a written amended notice should be issued 3 days prior to the original meeting date, to explain the situation and the relevant content and related materials of new proposals.

CHAPTER 6 CONVENING AND PRESIDING OF MEETINGS

6.1 Procedures for convening and presiding meetings of the Board:

Meetings of the Board shall be convened and presided by the Chairman. In the event that the Chairman is unable to perform such duties or neglects such duties, a director, proposed jointly by more than half of the directors, shall be responsible for such duties.

6.2 Board meetings shall be held only if more than half of directors are present. If relevant directors refuse or neglect to attend meetings and as a result the minimum quorum required for the meetings cannot be met, the Chairman and the Secretary of the Board shall promptly report to the regulatory authority.

6.3 Participants of Board meetings:

(1) all directors;

(2) the president and the Secretary of the Board shall attend the Board meeting as non-voting participants;

(3) supervisors shall attend the Board meetings as non-voting participants;

(4) if necessary deemed by the presider of the Board meeting, he/she shall notify other relevant person to attend the Board meeting as non-voting participants.

6.4 Directors shall attend Board meetings in person in principle. If a director is unable to attend a Board meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf.

The form of entrustment of proxies shall state:

(1) the name and ID number of the appointer and proxy;

(2) the reason as to why the appointer cannot attend the meeting;

(3) the scope of the appointer's authorisation and instructions on voting on proposals;

(4) the signature and date of the appointer and proxy.

The proxy director shall submit the written form of entrustment of proxies to the meeting presider and state the entrusted attendance in the meeting registration book.

6.5 The appointer and proxy attending Board meetings shall observe the following principles:

(1) When considering related transactions, directors not related to the transaction shall not appoint directors related to the transaction to attend on their behalf; nor shall related directors accept the entrustment of non-related directors;

(2) Independent directors shall not appoint non-independent directors to attend on their behalf, nor shall non-independent directors accept the entrustment of independent directors;

(3) Directors shall not appoint other directors to attend meetings without specifying their own intentions to vote on proposals, and relevant directors shall not accept discretionary entrustment and entrustment with unclear authorisation.

A director shall not accept the entrustment of more than two directors, nor shall a director appoint a director who has accepted the entrustment of two other directors to attend on their behalf.

6.6 Board meetings are convened physically in principle. If necessary, provided that the directors are guaranteed that they can fully express their opinions and with the consent of the convener (presider), Board meetings can be held through video, telephone, or circulating a written resolution for signing. Board meetings can also be convened on-site simultaneously with other methods.

If meetings are not held on-site, the number of directors present at the meeting shall be determined by the number of directors shown on video, the number of directors who expressed their opinions during the telephone conference, and the number of actual receipts of valid votes such as fax or e-mail within the prescribed time limit.

Directors should be deemed to have attended Board meetings in person in the event that any director attended Board meetings through telephone, video or other electronic communication facilities, and that all directors participating in the meeting can talk to each other.

CHAPTER 7 PROCEDURE AND VOTING OF MEETINGS

7.1 The presider of meetings shall invite directors present at Board meetings to express clear opinions on each proposal.

7.2 The presider of meetings shall stop it in time in the event that directors repeat the speech on the same proposal and the speech exceeds the scope of the proposal, which affects other directors' speech or hinders the normal progress of the meeting.

7.3 Except with the unanimous consent of all directors present at the meeting, the Board meeting shall not vote on proposals which are not included in the meeting notice unless all directors present at the meeting express unanimous opinions.

7.4 Directors shall carefully read relevant meeting materials and express their opinions independently and prudently based on their full understanding of the situation.

7.5 Directors shall ask the convener of the meeting, the president and other senior management personnel, specialised committees, accounting firms and law firms and other relevant personnel and institutions before the meeting for information that is needed for decision-making. They shall also suggest the presider that representatives of the above-mentioned persons and institutions to explain the relevant situation during the meeting.

7.6 Voting by the Board shall be conducted using written ballot by one person and one vote.

7.7 Directors' voting intentions are classified into approval, opposition and abstention. The participating directors shall vote on one of the above intentions. If they do not vote or select more than two intentions at the same time, the presider of meetings shall request the relevant directors to re-select. Those who refuse to vote again are regarded as having abstained the vote and those who leave the meeting midway without voting are regarded as abstaining.

7.8 After the directors present at the meeting voted, the Securities Affairs Representative and relevant staff shall collect the votes of the directors in time for tally. The presider of the meeting shall announce the statistical results on the spot.

7.9 Other than for the circumstances specified in provision 7.10 of the Rules of Procedure, more than half of all the directors of the Company must have voted for a proposal for it to be passed and form a relevant resolution. When the number of votes for and against are equal, the Chairman has the right to the final vote. Where provisions of laws, administrative regulations and the Articles of Association provide that more votes are required by directors for the formation of certain resolutions, the Board shall observe such requirement accordingly.

In accordance with the Articles of Association, the directors shall form resolutions on matters relating to provision of guarantees that is within their authority with the consent of more than two-thirds of directors attending the meeting.

In case of any contradiction in the content and meaning of different resolutions, the resolution formed last chronologically shall prevail.

7.10 Directors shall avoid voting on relevant proposals in the event of the following:

A situation arises where directors should avoid voting as stipulated by the listing rules of the relevant stock exchange;

A situation arises where directors consider that they should avoid voting;

Directors are associated with the business involved in the meeting proposal and should avoid by virtue of their association with that business as stipulated by the Articles of Association.

In the case of directors avoiding voting, relevant Board meetings can be held when more than half of unrelated directors are present, and resolutions shall be passed by more than half of unrelated directors. If the number of unrelated directors present at the meeting is less than three, directors shall not vote on relevant proposals which shall submit to the shareholders' general meeting for consideration.

7.11 The Board shall act strictly in accordance with the authorisation of the shareholders' general meeting and the Articles of Association, and shall not form resolutions exceeding its power.

7.12 Before the annual meeting of the Board, the certified public accountant shall issue a draft audit report in addition to the profit distribution and capital accumulation fund conversion to share capital matters. After the Board makes resolutions involving profit distribution and capitalization of capital reserves based on the draft audit report, the auditor shall issue a formal audit report in accordance with the Board's resolutions on profit distribution and capitalization of capital reserves.

7.13 If the proposal is not approved, the Board shall not consider any proposal with the same content within one month if the relevant conditions and factors have not changed significantly.

7.14 When more than a quarter of the directors or more than two external directors consider that the information provided is insufficient or the argument is not clear, they may jointly propose to postpone to convene the Board meeting or postpone the discussion of the issues. The Board shall accept such proposal. Directors who propose to postpone the voting shall put forward clear requirements for the conditions to be met when the proposal is submitted again for consideration.

CHAPTER 8 MINUTES OF MEETINGS

8.1. The Secretary of the Board shall arrange for the staff of the Office of the Secretary of the Board to take minutes of Board meetings. The minutes of Board meetings shall include the followings:

(1) session, time, venue and manner of the Board meetings;

(2) convener and presider of Board meetings;

(3) directors attending Board meetings and directors appointed by others to attend Board meetings;

(4) notes on procedures and status of Board meetings;

(5) proposals considered at the Board meetings; main points and main opinions of each director's statement for each resolution and results of voting;

(6) the method and results of voting for each proposal (by stating the specific number of votes for consent, opposition and abstention);

(7) other matters deemed necessary by directors attending meetings.

8.2. In addition to the minutes of meetings, the Secretary of the Board shall also arrange for the staff of the Office of the Secretary of the Board to make a brief meeting summary. Based on statistical voting results, they shall make a separate record of resolutions formed at the meeting.

8.3. Directors attending the meeting shall confirm the minutes and resolutions of Board meetings by signing on behalf of themselves and directors who appoint them to attend the meeting. If directors have different opinions on the minutes or resolution records of the meeting, they may make a written explanation when signing. If necessary, directors shall report to the supervisory authority in time, and may also make a public statement.

Directors who fail to confirm by signing in accordance with the provisions of the preceding paragraph, and do not make written explanations to their different opinions or report to the regulatory authorities or make a public statement, shall be deemed to fully agree with the contents of the minutes and resolutions.

8.4. Directors shall sign on Board resolutions and shall be accountable for the Board resolutions. If Board resolutions violate the laws, administrative regulations or Articles of Association thus causing losses to the Company, the directors voting in the resolutions shall be liable to compensate the Company's losses. However, if it is verified that directors have state their objections when voting, which is recorded in the minutes, they may be exempted from such liability.

8.5. The announcement of resolutions of the Board shall be handled by the Secretary of the Board in accordance with relevant provisions of the listing rules of the relevant stock exchange. Prior to the disclosure of the resolution announcement, the participating directors and attendees, records and service personnel have the obligation to keep the contents of resolutions confidential.

8.6. The Chairman of the Board shall urge the relevant personnel to implement resolutions of the Board, check the implementation of resolutions, and report the implementation of resolutions that have been formed at subsequent Board meetings.

8.7. Board meeting files include meeting notices, meeting materials, meeting sign-in books, form of entrustment of proxies, votes, meeting minutes signed by directors attending meetings, resolution records, resolutions, etc. Board meeting files shall be kept for a minimum 10 years.

CHAPTER 9 OTHER ITEMS

9.1. The Board shall promptly prepare a revised draft of these Rules of Procedure and submit it to the shareholders' general meeting for consideration in the event of the following:

(1) a situation arises where the matters stipulated in these Rules of Procedure are in conflict with the provisions of the laws, regulations or normative documents following the revision of relevant national laws, regulations or normative documents, or the formulation and promulgation of new laws, regulations or normative documents;

(2) a situation arises where the matters stipulated in the Rules of Procedure are in conflict with the provisions of the Articles of Association after they are revised;

(3) a proposal to amend the Rules of Procedure is presented at a Board meeting or a shareholders' general meeting.

9.2. The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant national laws, administrative regulations, regulatory documents and the Articles of Association.

9.3. All references to "over" and "more than" in the Rules of Procedure shall be inclusive of the stated figure.

9.4. The Rules of Procedure shall be interpreted by the Board.

9.5. The Rules of Procedure is prepared by the Board as an appendix to the Articles of Association, and will be implemented on the date of approval at the shareholders' general meeting.

XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.

Rules of Procedure for the Supervisory Committee

June 2020

CHAPTER 1 GENERAL PROVISIONS

1.1 The Rules of Procedure for the Supervisory Committee of Xinjiang Goldwind Science & Technology Co., Ltd. (the "**Company**") (the "**Rules of Procedure**") are formulated in accordance with the *Company Law of the PRC, the Securities Law of the PRC*, other relevant laws, administrative regulations and normative documents, and the *Articles of Association of Xinjiang Goldwind Science & Technology Co., Ltd.* (the "**Articles of Association**") to further regulate the discussion methods and procedures of the Supervisory Committee, to promote Supervisory Committee to legally perform their duties, and to improve the standard operations and scientific decision-making levels of the Supervisory Committee.

The Rules of Procedure will be revised from time to time in lines with relevant laws, administrative regulations, normative documents and the Articles of Association. In case of any conflict between the provisions of the Rules of Procedure and the provisions of relevant laws, administrative regulations, normative documents and the Articles of Association, the relevant provisions of relevant laws, administrative regulations, normative documents and the Articles of Association shall prevail.

1.2 The Chairman of the Supervisory Committee shall take charge of the daily work of the Supervisory Committee. The Chairman of the Supervisory Committee may ask the Securities Affairs Representative or other personnel of the Company to assist him/her in handling the daily affairs of the Supervisory Committee.

CHAPTER 2 COMPOSITION AND QUALIFICATION OF THE SUPERVISORY COMMITTEE

2.1 The Company shall establish a Supervisory Committee. The Supervisory Committee shall comprise five supervisors, including a chairman (the "**Chairman**"). The term of office of supervisors is three years, renewable upon re-election. In the event that the term of a supervisor expires whereas the new member of the Supervisory Committee is not elected in time or the resignation of any supervisor results in the number of members of the Supervisory Committee to fall below the quorum, the existing supervisor shall continue to perform his/her duties in accordance with the requirements of laws, administrative regulations and the Articles of Association until the elected supervisor assumes office.

The appointment and removal of the Chairman of the Supervisory Committee shall be approved by more than two-thirds of members of the Supervisory Committee.

The Chairman of the Supervisory Committee shall organise to perform the duties of the Supervisory Committee.

2.2 The Supervisory Committee shall consist of three shareholder representatives and two employee representatives. Supervisors representing shareholders shall be elected or removed by the shareholders' general meeting, while supervisors representing employees shall be democratically elected or removed by the Company's employees.

2.3 The directors, president, vice president, chief financial officer and other senior management and their spouses and immediate family members may not concurrently serve as supervisors during their respective term of office.

2.4 Supervisors shall abide by laws, administrative rules and the Articles of Association. They shall perform the obligations faithfully and diligently. They shall not abuse their authority of office to obtain bribes or other illegal income and shall not misappropriate the property of the Company.

2.5 Supervisors shall ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete.

2.6 Supervisors shall not use their relationship to prejudice the Company's interests, and shall be liable for any loss so caused to the Company.

2.7 Supervisors shall be liable for compensation if the Company incurred any loss due to violations of applicable provisions of laws, administrative regulations, department rules or the Articles of Association on the part of the Supervisors in performing their duties.

CHAPTER 3 DUTIES AND POWERS OF SUPERVISORY COMMITTEE

3.1 The Supervisory Committee shall be accountable to the shareholders' general meeting and shall exercise the following powers in performing its duties:

(1) to put forward written review opinions for the securities issuance documents and periodic reports prepared by the Board of directors (the "**Board**") and provide signatory confirmation; ensure that the Company discloses information in a timely and fair manner, and the information disclosed is true, accurate, and complete; in the event that the truthfulness, accuracy, completeness of the securities issuance documents cannot be guaranteed or there exists disagreement, supervisors shall express their opinions and state reasons in the written confirmation which the Company should disclose. If the Company does not disclose, supervisors may directly apply for disclosure;

(2) to examine the Company's financial affairs;

(3) to supervise the work of directors and senior management personnel and to propose removal of directors and senior management personnel who have violated laws, administrative regulations, the Articles of Association or resolutions of general meetings;

(4) to demand rectification from directors and senior management personnel when the acts of such persons are harmful to the Company's interest;

(5) to examine financial information such as the financial report, business report and profit distribution plan to be submitted by the Board to the general meetings and, in case of doubt, to engage certified public accountants and practising auditors in the name of the Company to assist in the re-audit;

(6) to propose to convene an extraordinary general meeting, and where the Board fails to perform the duties in relation to convening or presiding over a general meeting as required by the Company Law, to convene and preside over the general meeting;

(7) to put forward proposals to general meetings;

(8) to take legal actions against directors and senior management personnel in accordance with Article 151 of the Company Law;

(9) to conduct investigations whenever unusual conditions of operation of the Company arises and if necessary, to engage professional institutions such as firms of accountants and lawyers to assist in the investigations at costs of the Company.

(10) other duties and powers specified by the Articles of Association.

3.2 Supervisors may attend meetings of the Board as non-voting participants, and make enquiries or suggestions regarding matters to be resolved thereat.

CHAPTER 4 NOTIFICATION AND CONVENING OF MEETINGS

4.1 Supervisory Committee meetings are divided into regular meetings and extraordinary meetings.

Regular meetings of the Supervisory Committee shall be held at least once every six months. The Supervisory Committee shall convene an extraordinary meeting in any of the following situations:

(1) if proposed by the Supervisory Committee;

(2) resolutions that violate laws, regulations, rules, various regulations and requirements of the regulatory authority, the Articles of Association, resolutions passed at the Company's general meeting and other relevant regulations were passed at the shareholders' general meetings or Board meetings;

(3) misconduct by the directors and senior management personnel which may cause significant damage to the Company or cause adverse effect in the market;

(4) shareholders are taking legal actions against the Company, directors, supervisors or senior management personnel;

(5) the Company, directors, supervisors or senior management personnel are subject to penalties by the securities regulatory authority or publicly condemned by the stock exchange;

(6) if required by the securities regulatory authorities;

(7) Other circumstances specified in the Articles of Association.

4.2 The Supervisory Committee shall solicit proposals from all supervisors before issuing a notice of convening a regular meeting of the Supervisory Committee. When soliciting proposals and opinions, it should state that the Supervisory Committee focuses on the supervision of the Company's standardized operations and behaviors of directors and senior management personnel rather than the Company's management decisions.

4.3 The Chairman of the Supervisory Committee shall convene and preside over the meetings of the Supervisory Committee. Where the Chairman of the Supervisory Committee is incapable of performing or fails to perform his/her duties, a supervisor elected by not less than half of the supervisors shall convene and preside over Supervisory Committee meetings.

4.4 The Company shall submit the notice of convening Supervisory Committee 10 days prior thereto and submit it to all supervisors by direct delivery, fax, e-mail or other means.

In case of convening extraordinary meetings because of emergency or special events, the notice period for extraordinary meetings shall not be subject to the notification limit of the preceding paragraph.

4.5 The notice of Supervisory Committee shall include the following details:

(1) date and venue of the meeting and meeting period;

(2) matters to be considered (proposals of the meeting);

(3) the convener and presider of the meeting;

(4) contact person and contact information;

(5) the date of notification.

4.6 Supervisory Committee meetings are convened physically in principle. If necessary, provided that the supervisors are guaranteed that they can fully express their opinions and with the consent of the convener (presider), Supervisory Committee meetings can also be held through video, telephone, or circulating a written resolution for signing. Supervisory Committee meetings can also be convened on-site simultaneously with other methods.

If not held on-site, the number of supervisors present at the meeting shall be determined by the number of supervisors shown by on video, the number of supervisors who expressed their opinions during the telephone conference, and the number of actual receipts of valid votes such as fax or e-mail within the prescribed time limit.

Supervisors should be deemed to have attended the Supervisory Committee meeting in person in the event that any supervisor attended Supervisory Committee meetings through telephone, video or other electronic communication facilities, and that all supervisors participating in the meeting can talk to each other.

4.7 Supervisors shall attend Supervisory Committee meetings in person. If a supervisor is unable to attend a Supervisory Committee meeting due to whatever reasons, he/she shall review meeting materials in advance to form a clear opinion, and appoint another director in writing to attend on his/her behalf.

The form of entrustment of proxies shall state:

(1) The name and ID number of the appointer and proxy;

(2) The reason as to why the appointer cannot attend the meeting;

(3) The scope of the appointer's authorisation and instructions on voting on proposals;

(4) The signature and date of the appointer and proxy.

The proxy supervisor shall submit the written form of entrustment of proxies to the meeting presider and state the entrusted attendance in the meeting registration book.

4.8 The appointer and proxy attending Supervisory Committee meetings shall observe the following principles:

Supervisors shall not appoint other supervisors to attend meetings without specifying their own intentions to vote on proposals, and relevant supervisors shall not accept discretionary entrustment and entrustment with unclear authorisation.

A supervisor shall not accept the entrustment of more than two supervisors, nor shall a supervisor appoint a supervisory who has accepted the entrustment of two other supervisors to attend on their behalf.

CHAPTER 5 PROCEDURE AND VOTING

5.1 Supervisory Committee meetings shall be held only if more than two-thirds of supervisors are present.

If relevant supervisors refuse or neglect to attend meetings and as a result the minimum quorum required for the meetings cannot be met, other supervisors shall promptly report to the regulatory authority.

The Secretary of the Board of directors and the Securities Affairs Representative shall attend the Supervisory Committee meeting as non-voting participants.

5.2 Motions or matters that need to be voted on the agenda of meetings shall be carefully considered and discussed before voting. Supervisors can speak freely, and can also express their opinions in writing.

5.3 The Supervisors Committee shall vote on each proposal on the agenda, and shall not shelve or refuse to vote for any reason. If there are different proposals for the same matter, the Supervisory Committee shall vote in the chronological order in which the proposals are made and make a resolution on the matter.

5.4 Voting by Supervisory Committee shall be conducted using written ballot by one person and one vote.

Each Supervisor shall be entitled to one vote. Resolutions of the Supervisory Committee meeting shall be put to vote by open ballot in writing. Supervisors' voting intentions are divided into approval, opposition and abstention. The participating supervisors shall vote on one of the above intentions. If they do not vote or select more than two choices at the same time, the presider of meetings shall request the relevant supervisors to re-select. Those who refuse to vote again are regarded as having abstained the vote and those who leave the meeting midway without voting are regarded as abstaining.

Resolutions of the Supervisory Committee shall be passed by more than two-thirds of the members of the Supervisory Committee.

5.5 Supervisors shall be accountable for resolutions of the Supervisory Committee. If resolutions violate the laws, regulations or Articles of Association thus causing losses to the Company, the supervisors voting in the resolutions shall be liable to compensate the Company's losses. However, if it is verified that supervisors have stated their objections when voting, which is recorded in the minutes, they may be exempted from such liability.

5.6 The written name list resolution of supervisors shall be kept together with meeting minutes of the Supervisory Committee.

5.7 Participations attending meetings jointly elect a supervisor to be responsible for the counting of votes. The counting representative announces the voting results on the spot. The presider of meetings decides whether the resolution of the Supervisory Committee is passed or not based on voting results, and shall announce the voting results at the meeting. The voting results of resolutions is included in the meeting minutes.

CHAPTER 6 MINUTES OF MEETINGS

6.1 Relevant staff shall make records of on-site meetings. Supervisors attending meeting shall confirm the minutes of meetings by signing. In the event that supervisors have different opinions on the minutes of meetings, they may make a written explanation when signing. If necessary, supervisors shall report to the supervisory authority in time, and may also make a public statement.

Supervisors who fail to confirm by signing in accordance with the provisions of the preceding paragraph, and do not make written explanations to their different opinions or report to the regulatory authorities or make a public statement, shall be deemed to fully agree with the contents of the minutes of meetings.

6.2 Supervisory Committee meeting files include meeting notices, meeting materials, meeting sign-in books, form of entrustment of proxies, votes, meeting minutes signed by supervisors attending meetings, resolutions, etc. Supervisory Committee meeting files shall be kept for a minimum 10 years.

6.3 The minutes of Supervisory Committee meetings shall include the followings:

(1) Session, time, venue and manner of meetings;

(2) Convener and presider of meetings;

(3) Attendance of meetings;

(4) Proposals considered at the meetings; main points and main opinions of each supervisor's statement for each resolution and results of voting;

(5) The method and results of voting for each proposal (by stating the specific number of votes for consent, opposition and abstention);

(6) Other matters deemed necessary by supervisors attending meetings.

For meetings of Supervisory Committee convened by means of remote communication, minutes shall be sorted out in accordance with the above provisions.

CHAPTER 7 RESOLUTION ANNOUNCEMENT

7.1 The Secretary of the Board shall arrange for the Office of the Secretary of the Board to handle the announcement of resolutions of the Supervisory Committee in accordance with the relevant provisions of the listing rules of the relevant stock exchange.

7.2 Supervisors shall urge the relevant personnel to implement resolutions of the Supervisory Committee. The Chairman of the Supervisory Committee shall notify the implementation of resolutions that have been formed at Supervisory Committee meetings.

CHAPTER 8 SUPPLEMENTARY PROVISIONS

8.1. The Supervisory Committee shall promptly prepare a revised draft of these Rules of Procedure and submit it to the shareholders' general meeting for consideration in the event of the following:

(1) a situation arises where the matters stipulated in these Rules of Procedure are in conflict with the provisions of the laws, regulations or normative documents following the revision of relevant national laws, regulations or normative documents, or the formulation and promulgation of new laws, regulations or normative documents;

(2) a situation arises where the matters stipulated in the Rules of Procedure are in conflict with the provisions of the Articles of Association after they are revised; Supervisory Committee or general meeting of shareholders propose to amend Rules of Procedure.

8.2. The matters not covered in the Rules of Procedure shall be implemented in accordance with the relevant national laws, administrative regulations, regulatory documents and the Articles of Association.

8.3. All references to "over" and "more than" in the Rules of Procedure shall be inclusive of the stated figure.

8.4. The Rules of Procedure shall be interpreted by the Supervisory Committee.

8.5. The Rules of Procedure is prepared by the Supervisory Committee as an appendix to the Articles of Association, and will be implemented on the date of approval at the shareholders' general meeting.