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 Tuesday, 22 December 2020 for the purposes of considering and, if thought fit, approving the following matters.

ORDINARY RESOLUTIONS:

1. To consider the motion on the estimated annual cap for continuing connected transactions (A Share) for 2021, please refer to Appendix I for details;

2. To consider the motion on the application for a letter of guarantee from the bank on behalf of Australia White Rock Wind Farm, an associate company, please refer to Appendix II for details; and

3. To consider the motion on purchasing liability insurance for directors, supervisors and senior management, please refer to Appendix III for details.

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

6 November 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 Sunday, 22 November 2020 to Tuesday, 22 December 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 registers of members as at the close of business on Friday, 20 November 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 Friday, 20 November 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 Secretary Office of the Board of the Company at the address as stated in Note 6 below on or before 5:00 p.m. on Tuesday, 1 December 2020 by hand, by post or by fax.

6. The contact details of the Secretary Office 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, Mr. Lu Hailin and Ms. Dong Zhenyu; and the independent non-executive directors of the Company are Dr. Tin Yau Kelvin Wong, Mr. Wei Wei and Ms. Yang Jianping.

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 its connected persons in 2021, the twelfth 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 2021. The connected director Mr. Lu Hailin abstained from voting. The continuing connected transactions of product sales with China Three Gorges Renewables (Group) Co., Ltd. and its holding subsidiaries in the board resolution shall be submitted to the shareholders' general meeting of the Company for consideration.

Main contents of the connected transactions are as follows:

Unit: RMB million

Continuing Connected Transactions	**January to September 2020 Actual Figures**	**2021 Forecast Figures**
China Three Gorges Renewables (Group) Co., Ltd. and its holding subsidiaries		
Including: Product Sales	712.69	2,425.54

2. BASIC INFORMATION OF CHINA THREE GORGES RENEWABLES (GROUP) CO., LTD. AS A CONNECTED PERSON

(1) Basic Information

Legal Representative: Mr. Wu Jingkai

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 with the Company

It is a 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

China Three Gorges Renewables (Group) Co., Ltd. is in normal operation, has sound financial positions, and possesses the capability to fulfil its contracts.

3. MAIN 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 person. In addition, according to actual needs of the Company and in line with market prices, the Company will enter into individual contracts with the connected person 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 the connected person 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 person, and such transactions will not affect the independent operations of the Company.

I. OVERVIEW OF THE GUARANTEE

Goldwind International Holdings (Hong Kong) Limited ("**GWI**"), a wholly-owned subsidiary of Xinjiang Goldwind Science & Technology Co., Ltd. ("**Goldwind**" or the "**Company**"), holds 25% of shares of White Rock Wind Farm Pty Ltd (the "**Project Company**"). Project Company is an associate company of Goldwind.

According to the *Generator Connection Agreement* (the "**Grid-connection Agreement**") signed by Project Company and TransGrid (the "**Grid-connection Company**"), Project Company must provide a bank guarantee to Grid-connection Company to ensure the smooth completion of the project and to pay the grid-connection costs on time. Shareholders of Project Company need to apply to the bank for a letter of guarantee ("**L/G**") on behalf of Project Company because of its insufficient credit. Goldwind and the other shareholder of Project Company each provides 25% and 75% parent company guarantees respectively, to ensure that Project Company fulfills relevant contractual obligations under the Grid-connection Agreement. The amount of L/G undertaken by Goldwind is no more than AUD5,527,250, and the guarantee period is no more than 22 years.

The proposal to apply to the bank for L/G on behalf of Australia White Rock Wind Farm, an associate company, was considered and approved by the twelfth meeting of the seventh session of the board on 28 October 2020. According to provisions of *Rules Governing the Listing of Securities on The Shenzhen Stock Exchange* and *Articles of Association of the Company* (the "**Articles of Association**"), the proposal shall be submitted to the shareholders' general meeting for consideration.

II. BASIC INFORMATION OF THE GUARANTEED PARTY

1. Company Name: White Rock Wind Farm Pty Ltd

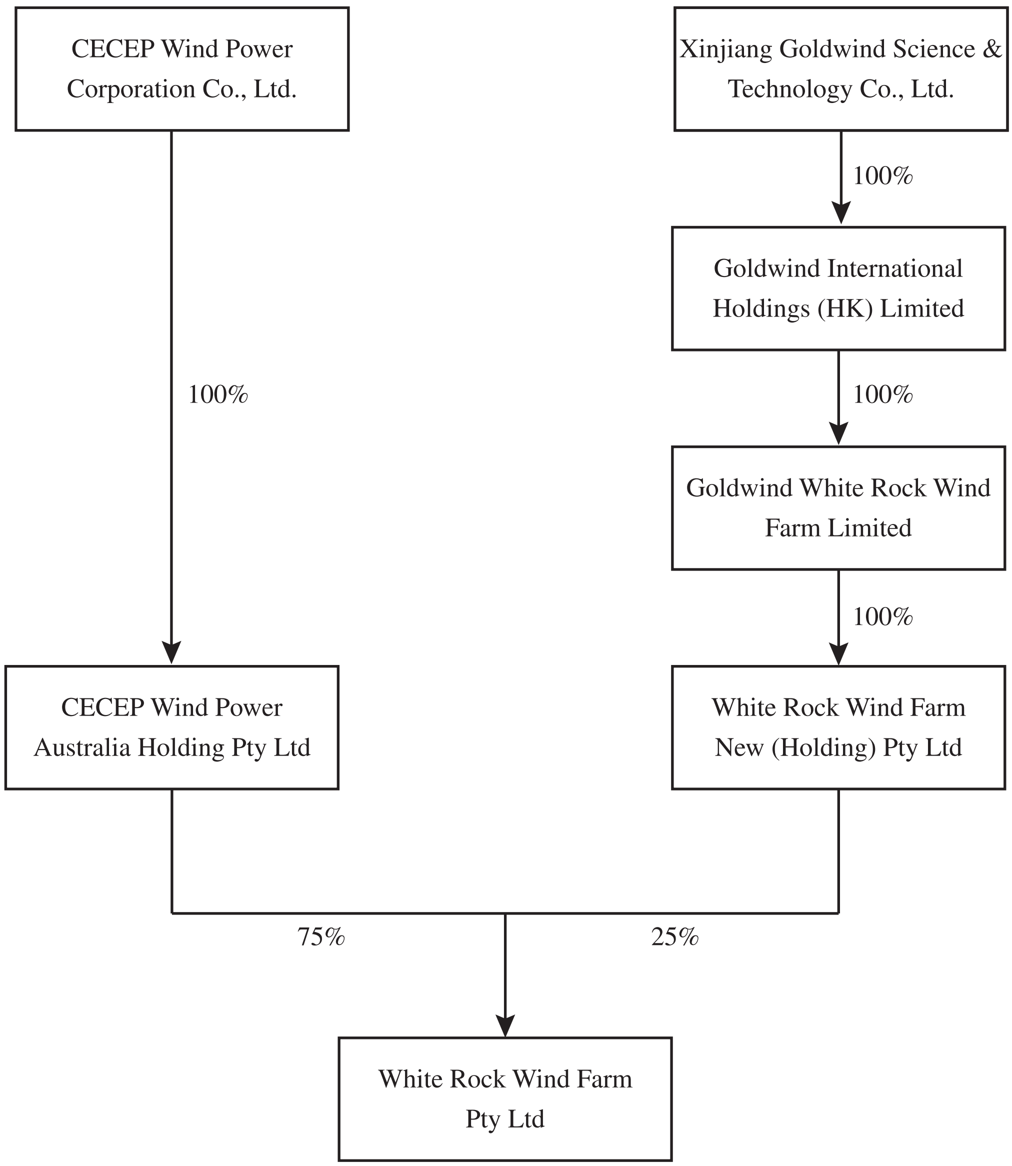
2. Date of Incorporation: 6 October 2011

3. Registered Address：Suite 2, Level 32, 126-130 Phillip Street, Sydney NSW 2000

4. Registered Capital：AUD33,944,347

5. Business Scope：wind farm development, construction, operation and after-sales services

6. Shareholding Structure：



7. Relationship between guaranteed party and Goldwind：the guaranteed party is an associate company of Goldwind (Goldwind holds 25% of its shares)

8. Financial Position of the guaranteed party：

Unit：RMB

	January to December 2019	**January to September 2020**
Operating revenue	260,395,444.53	129,904,921.59
Total profit	52,096,437.22	–22,837,893.45
Net profit	36,307,657.51	–20,857,547.33

	31 December 2019	**30 September 2020**
Total assets	1,924,561,143.83	1,819,656,484.22
Total liabilities	1,685,549,649.19	1,609,352,748.37
Net assets	239,011,494.64	210,303,735.85

As of the date of disclosure, Project Company has pledged its equity and all of its assets to the loan syndicate. Apart from the foregoing, there are no other mortgages, pledges or other rights of third parties, major disputes, litigation or arbitration, seizures, or freezing of the guaranteed party's assets.

The guarantee is to be submitted to the shareholders' general meeting for consideration as Project Company's debt to asset ratio is over 70%.

III. PARTICULARS OF THE GUARANTEE

1. Guarantor: Goldwind

2. Guaranteed party: White Rock Wind Farm Pty Ltd

3. Beneficiary: TransGrid

4. Content of Guarantee: Goldwind and the other shareholder of Project Company provide performance guarantees based on their shareholding percentage to ensure the smooth completion of projects in the Grid-connection Agreement and to pay the connection costs on time.

5. Method of Guarantee: general undertaking

6. Term of Guarantee: no more than 22 years

7. Amount of Guarantee: no more than AUD5,527,250, accounting for 0.09% of audited net assets and 0.03% of audited total assets in 2019. (The amount of L/G will gradually be reduced to AUD0 year by year under the Grid-connection Agreement.)

IV. OPINION OF THE BOARD

The purpose of this external guarantee is to meet the business development need of White Rock Wind Farm Pty Ltd. The other shareholder of Project Company has provided guarantee in the same proportion in accordance with its shareholding percentage. The risks of the guarantee are manageable and the guarantee does not significantly impact the Company's normal operations and will not harm small and medium shareholders' interests. The guarantee complies with the provisions of the *Notice on Several Issues concerning Regulating Fund Transactions between Listed Companies and Their Affiliates and the External Guarantees of Listed Companies* (Zheng Jian Fa [2003] No. 56), the *Notice on Regulating the External Guarantees Provided by Listed Companies* (Zheng Jian Fa [2005] No. 120) and other relevant rules, regulations, normative documents and the *Articles of Association*.

The twelfth meeting of the seventh session of the board has considered and approved the guarantee and agreed on the external guarantee of the Company. The guarantee shall further be submitted to the shareholders' general meeting for consideration. The decision-making procedures were in compliance with laws and regulations.

V. OPINION OF INDEPENDENT DIRECTORS

The guarantee is provided by the Company to an associate company as a parent company guarantee to ensure performance obligations under the agreement. The guarantee will not adversely affect the Company and its continuous operations. The guarantee has fulfilled necessary approval procedures in compliance with laws and regulations and does not damage the interests of the Company and other shareholders, especially small and medium investors. The external guarantee procedures comply with the provisions of external guarantees stipulated by the China Securities Regulatory Commission, *Articles of Association* and *External Guarantees Management Regulations*. The independent directors agree to the guarantee.

VI. VERIFICATION OPINION OF SPONSORS

The guarantee related to the application for L/G from the bank on behalf of Australia White Rock Wind Farm, an associate company, is of relatively low risks. The twelfth meeting of the seventh session of the board considered and approved the above guarantee and the independent directors also agreed to it. The guarantee was made in accordance with necessary approval procedures. The guarantee needs to be further submitted to shareholders' general meeting for consideration.

In summary, the sponsor has approved the guarantee related to the application for L/G from the bank on behalf of Australia White Rock Wind Farm, an associate company.

VII. AGGREGATE AMOUNT OF ALL EXTERNAL GUARANTEES AND OVERDUE EXTERNAL GUARANTEES

As of the date of this announcement, the balance of external guarantees of the Company and its subsidiaries is RMB5.361 billion (including guarantees of RMB4.7 billion to subsidiaries), representing 17.48% of audited net assets and 5.20% of audited total assets in 2019.

After the foregoing guarantee has taken place, the balance of external guarantees of the Company and its subsidiaries is RMB5.387 billion, representing 17.56% of audited net assets and 5.23% of audited total assets in 2019.

As of now, the Company has no overdue guarantees.

The twelfth meeting of the seventh session of the board of Xinjiang Goldwind Science & Technology Co., Ltd. (the "**Company**") considered the *Proposal on Purchasing Liability Insurance for Directors, Supervisors and Senior Management* on 28 October 2020. In accordance with relevant provisions in the Governance Guidelines of Listed Companies, the Company will purchase liability insurance for the Company and its directors, supervisors and senior management for the purpose of further improving the risk management system, reducing operational risks, and facilitating the Company's directors, supervisors and senior management to fully exercise their rights and perform their duties.

Details of liability insurance are as follows:

1. Policyholder: Xinjiang Goldwind Science & Technology Co., Ltd.

2. The Insured: the Company and its directors, supervisors and senior management

3. Limit of Liability: No less than USD10 million per year (the details are subject to the amount negotiated with the insurance company)

4. Insurance Premium: No less than RMB200,000 per year (the details are subject to the final quotation approved by the insurance company)

5. Insurance Period: 12 months

In order to improve the efficiency of decision-making, it will be proposed to the general meeting that the Board shall be authorized to give authority to the Company's management for handling matters related to the liability insurance of directors, supervisors and the senior management within the limits described above. The particulars of the authority include but are not limited to determining relevant responsible personnel, insurance companies, insurance amount, premium and other insurance terms, selecting and appointing insurance brokerage companies or other intermediaries, and signing relevant legal documents and handling matters related to insurance. The Board may also authorize the management to handle matters relating to the renewal of insurance or entering into a new insurance contract on or before the expiration of the liability insurance contracts in the future.

According to the *Articles of Association* of the Company and other relevant rules and regulations, all directors of the Company shall abstain from voting on this proposal. This proposal shall directly be submitted to the shareholders' general meeting.