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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**

**ANNOUNCEMENT ON  
CHANGES IN SHARE CAPITAL AS A RESULT OF  
THE A SHARE RIGHTS ISSUE  
AND LISTING OF THE A RIGHTS SHARES**

This announcement is made in accordance with the disclosure requirements under Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Unless otherwise defined herein, capitalized terms and expressions used in this announcement shall have the same meaning as those defined in the announcement dated 18 March 2019 issued by Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) in relation to the proposed Rights Issue (the “**Announcement**”).

**1. IMPORTANT REPRESENTATIONS AND NOTICE**

Xinjiang Goldwind Science & Technology Co., Ltd.’s (hereinafter referred to as “Goldwind”, the “Company” or “Issuer”) rights issue plan was reviewed and passed on the 15th meeting of the 6th session of board of directors convened on 23 March 2018, 2017 Annual General Meeting convened on 12 June 2018, 2018 first class meeting of the A Shareholders, 2018 first class meeting of the H Shareholders and the 22<sup>nd</sup> meeting of the 6<sup>th</sup> session of board of directors convened on 18 January 2019. The application of A Share Rights Issue has been reviewed and passed by the issuance review committee of the China Securities Regulatory Commission (the “CSRC”), and approved by the CSRC (Zheng Jian Xu Ke [2019] No. 284).

\* For identification purpose only

The results of such issuance were published on “Securities Times” and the website of CNINFO (<http://www.cninfo.com.cn>) on 29 March 2019.

The opinions given by the Shenzhen Stock Exchange and other government agencies on the listing of the A Rights Shares and related matters of Goldwind do not indicate any guarantee to the Company.

The Company and sponsor hereby remind investors to note that, for the relevant contents not included in this announcement, investors should refer to the full text of A Share Rights Issue Prospectus and related documents published on the website of CNINFO (<http://www.cninfo.com.cn>) on 18 March 2019.

## **2. INFORMATION CONCERNING THE LISTING OF THE A RIGHTS SHARES**

The Announcement on Changes in Share Capital as a result of the A Share Rights Issue and Listing of A Rights Share was prepared in accordance with the “Company Law of the PRC”, the “Securities Law of the PRC”, the “Administrative Measures for the Issuance of Securities by Listed Companies”, the “Rules Governing the Listing of Stocks on Shenzhen Stock Exchange” and other relevant laws, regulations and rules, and is aimed to provide investors with basic information about the listing of new shares under A Share Rights Issue.

The Company’s A Share Rights Issue plan was reviewed and passed on the 15th meeting of the 6th session of board of directors convened on 23 March 2018, 2017 Annual General Meeting convened on 12 June 2018, 2018 first class meeting of the A Shareholders, 2018 first class meeting of the H Shareholders and the 22<sup>nd</sup> meeting of the 6<sup>th</sup> session of board of directors convened on 18 January 2019.

The A Share Rights Issue was approved by the China Securities Regulatory Commission (Zheng Jian Xu Ke [2019] No. 284). Upon the approval of the Shenzhen Stock Exchange, the A Share Rights Issue of Goldwind will place a total of 545,352,788 RMB denominated ordinary shares, which will be listed on 8 April 2019. Upon the completion of the A Share Rights Issue, the shareholding of the Company will still meet the listing requirements stipulated under the “Rules Governing the Listing of Stocks on Shenzhen Stock Exchange”

Set out below is the information on the listing of the A Rights Shares:

Place of listing	Shenzhen Stock Exchange
Listing time of new A Shares	8 April 2019
Stock Abbreviation	Goldwind
Stock code	002202.SH, 2208.HK
The total share capital of A shares prior to the A Share Rights Issue	2,906,142,460
The number of new A Shares under this rights issue	545,352,788
The total share capital of A shares upon the A Share Rights Issue	3,451,495,248
Share registrar	China Securities Depository and Clearing Corporation Limited, Shenzhen Branch
Listing sponsor	Haitong Securities Co., Ltd.

### **3. PARTICULARS OF THE ISSUER, SHAREHOLDERS AND EFFECTIVE CONTROLLERS**

#### **a. General information of the Issuer**

Chinese name:	新疆金風科技股份有限公司
English name:	Xinjiang Goldwind Science & Technology Co., Ltd
Stock abbreviation:	Goldwind
Stock code:	002202.SH, 2208.HK

Stock listing place:	Shenzhen Stock Exchange
Legal representative:	Wu Gang
Registered capital:	RMB3,556,203,300.00 (before the A Share Rights Issue); RMB4,101,556,088.00 (after the A Share Rights Issue)
Date of establishment:	17 February 1998
Registered address:	No. 107, Shanghai Road, Economic & Technology Development District, Urumqi, Xinjiang
Office address:	No. 8, Bo Xing Yi Road, Beijing Economic & Technological Development Zone, Beijing
Phone:	010-67511996
Fax:	010-67511985
Company's website:	<a href="http://www.goldwind.cn">http://www.goldwind.cn</a>
Business Scope:	the manufacturing and marketing of large scale wind turbine generators ("WTGs"), and the import, development and utilization of WTG technologies; the construction and operation of pilot-scale wind farms; the manufacturing and marketing of WTG components; technical services and consultations related to the manufacturing of WTGs, and wind farm construction and operation; the import and export of WTGs, their components, and related technologies.

**b. Shareholdings by the Directors, supervisors and senior management of the Company**

The shareholding of A Shares of the Company in the hands of directors, supervisors and senior management personnel of the Company:

<b>Name</b>	<b>Position</b>	<b>Status of office</b>	<b>Before the issuance</b>	<b>After the issuance</b>
Wu Gang	Chairman	Incumbent	52,217,152	62,138,411
Wang Haibo	Director and President	Incumbent	715,000	850,850
Cao Zhigang	Director and Executive Vice President	Incumbent	12,893,431	15,343,183
Zhao Guoqing	Director	Incumbent	0	0
Gu Hongmei	Director	Incumbent	0	0
Gao Jianjun	Director	Incumbent	0	0
Tin Yau Kelvin Wong	Independent Director	Incumbent	0	0
Yang Xiaosheng	Independent Director	Incumbent	0	0
Luo Zhenbang	Independent Director	Incumbent	0	0
Wang Mengqiu	Chairman of the Supervisory Committee	Incumbent	0	0
Luo Jun	Supervisor	Incumbent	0	0
Xiao Hong	Supervisor	Incumbent	0	0
Lu Min	Employee Representative Supervisors	Incumbent	0	0
Ji Tian	Employee Representative Supervisors	Incumbent	0	0
Wu Kai	Executive Vice President	Incumbent	715,000	850,850
Liu Chunzhi	Chief Financial Officer	Incumbent	0	0

<b>Name</b>	<b>Position</b>	<b>Status of office</b>	<b>Before the issuance</b>	<b>After the issuance</b>
Ma Jinru	Vice President and Secretary of the Board	Incumbent	715,000	85,0850
Zhou Yunzhi	Vice President	Incumbent	715,000	85,0850
Liu Rixin	Vice President	Incumbent	0	0
Liu He	Chief Engineer	Incumbent	0	0
Zhai Endi	Chief Engineer	Incumbent	0	0

Save for Liu Rixin, the above directors, supervisors and senior management personnel do not hold any H Shares of the Company. Liu Rixin, a member of the senior management of the Company, holds a total of 79,300 shares of the Company's H Shares. There is no change in the Company's H Shares held by Liu Rixin around the time of issuance of A Shares.

**c. Substantial shareholders of the Issuer**

The equity structure of the Company is relatively scattered. There is no controlling shareholder nor actual controller.

As of the signing date of this announcement, shareholders which hold more than 5% of the Issuer's shares include Xinjiang Wind Energy, Three Gorges New Energy and Hexie Health Insurance.

**i. Xinjiang Wind Energy**

Address:	No. 162, Gongyuan North Street, Shayibake District, Urumqi, Xinjiang
Legal representative:	Gao Jianjun
Date of establishment:	13 October 2005
Registered capital:	RMB90,000,000
Unified social credit code:	916500002286010721

Business scope: Wind power generation, solar power generation, goods and technology import and export business, development and sales of computer software, sales of power generation equipment, mineral products, chemical products and development, research and marketing services of new energy technology.

The 128,490,000 A Shares of the Company held by Xinjiang Wind Power were pledged.

**ii. *Three Gorges New Energy***

Address: No. 12, Bai Guang Lu Er Tiao, Xicheng District, Beijing

Legal representative: Li Bin

Date of establishment: 5 September 1985

Registered capital: RMB18,644,901,476

Unified social credit code: 9111000010000376X7

Business scope: 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. (For items required to be approved by law, operation may be conducted only with the approval of relevant departments).

**iii. *Hexie Health Insurance Co., Ltd. (“Hexie Health Insurance”)***

Address: 8th Floor, Block 1, Tianfu International Financial Centre, No. 996, North Section of Tianfu Avenue, Chengdu High-tech Zone, China (Sichuan) Pilot Free Trade Zone

Legal representative: Gu Hongmei

Date of establishment: 12 January 2006

Registered capital: RMB13,900,000,000

Unified social credit code: 915101007847688429

Business scope: Health insurance and accident insurance denominated in RMB and foreign currencies; health insurance commissioned by the government or supplementary to state medical insurance policies; health insurance-related agency and consulting business; reinsurance of health insurance; insurance funds investment as approved by relevant laws and regulations; other business as approved by the CIRC (Subject to administrative licensing and shall be operated with permits).



**d. Shareholdings of the top ten A Shareholders upon the A Share Rights Issue**

There is no change in the shareholdings of the top ten A shareholders around the completion of the A Share Rights Issue. The changes in the shareholdings and shareholding ratio upon the A Share Rights Issue are detailed as follows:

No.	Shareholder name	Before the A Share Rights Issue (As of 20 March 2019)		After the A Share Rights Issue (As of 27 March 2019)	
		Number of A Shares held	Shareholding ratio	Number of A Shares held	Shareholding ratio
1	Xinjiang Wind Power Co., Ltd.	488,696,502	16.82%	581,548,837	16.85%
2	Hexie Health Insurance Co., Ltd. – All-powerful Products Account	479,483,649	16.50%	570,585,542	16.53%
3	China Three Gorges New Energy Co., Ltd.	373,957,073	12.87%	445,008,917	12.89%
4	Central Huijin Asset Management Ltd.	59,877,610	2.06%	71,254,356	2.06%
5	National Social Security Fund – Portfolio 113	55,000,032	1.89%	65,450,038	1.90%
6	Wu Gang	52,217,152	1.80%	62,138,411	1.80%
7	National Social Security Fund – Portfolio 115	42,860,587	1.47%	51,004,099	1.48%
8	National Social Security Fund – Portfolio 601	35,028,184	1.21%	41,683,539	1.21%
9	Hong Kong Securities Clearing Company Limited	31,367,915	1.08%	36,985,264	1.07%
10	China Securities Finance Corporation Limited	25,094,709	0.86%	29,862,704	0.87%

e. **Changes in the Issuer's A Share capital structure upon completion of the issuance of A Shares**

	Before the issuance		Number of A Shares issued	After the issuance	
	Number of A Shares	Percentage		Number of A Shares	Percentage
Circulating shares not subject to trading moratorium (A Shares)	2,906,142,460	100%	545,352,788	3,451,495,248	100%

The 545,352,788 valid subscription of A Shares under the A Rights Issue are all circulating shares not subject to trading moratorium, which involve the subscription of shares by the Company's senior management. The Issuer will manage the shares subscribed by our senior management through Shenzhen Branch of China Securities Depository and Clearing Corporation Limited in accordance with the relevant rules governing the shareholdings of senior management.

#### 4. THE ISSUANCE OF A RIGHTS SHARES

1. **Number of A Rights Shares issued:** The actual number of A Shares to be issued is 545,352,788. Upon the listing of shares issued under the A Share Rights Issue, the number of circulating shares will be 3,451,495,248, which involve the subscription of shares by the Company's senior management. The Company will manage the shares subscribed by our senior management through Shenzhen Branch of China Securities Depository and Clearing Corporation Limited in accordance with the relevant rules governing the shareholdings of senior management.
2. **Issue price:** RMB7.02 per A Share;
3. **Forms of issue:** The issuance will be conducted by way of online pricing and issue via the trading system of the Shenzhen Stock Exchange;
4. **Issue time:** The equity registration date of the A Share Rights Issue was 20 March 2019, the rights issue payment time was from 21 March 2019 to 27 March 2019;
5. **Total proceeds raised:** The total proceeds raised by the A Share Rights Issue was RMB3,828,376,571.76;

6. **Total issue cost, items, issue cost per share:**

The following table sets forth the detailed composition of the total issue cost of the A Share Rights Issue, which was RMB32,918,251.61, excluding tax:

Unit: RMB

<b>Item</b>	<b>Amount</b>
Underwriting fees	30,627,012.57
Auditing and capital verification fees	179,245.28
Legal expenses	849,056.60
Information disclosure fees	771,698.11
Securities registration fees and other	491,239.04
<b>Total</b>	<b>32,918,251.61</b>

The issue cost per A Share was RMB0.06, which was calculated by dividing the total issue cost by the total number of additional shares of the A Share Rights Issue;

7. **Net proceeds raised:** RMB3,795,458,320.15

8. **Net assets value upon the issuance of A Shares:** RMB7.0112 per A Share, which was calculated by the sum of the audited net assets attributable to the shareholders of listed company as at 31 December 2018 add net proceeds raised divided by the total share capital after the issuance

9. **Earnings per share after the issuance of A Shares:** RMB0.7668 per A Share, which was calculated the audited net profits attributable to the shareholders of listed company divided by the diluted total share capital upon the A Share Rights Issue

**10. The CPA's verification of the receipt of proceeds raised:**

Ernst & Young Hua Ming LLP (Special General Partnership) has verified the Issuer's receipt of new registered share capital as of 2 April 2019, and issued a verification report (Ernst & Young Hua Ming (2019) Yan Zi No. 60794011\_A01): As of 1 April 2019, the actual number of shares placed by the Company was 545,352,788 of par value of RMB1.00 per A Share at an issue price of RMB7.02 per A Share. The total proceeds raised was RMB3,828,376,571.76, net of issue cost (excluding tax) of RMB32,918,251.61. The total net proceeds raised was RMB3,795,458,320.15, of which the additional share capital was RMB545,352,788.00 and the additional capital reserve was RMB3,250,105,532.15.

- 11. The undertakings by target subscribers to subscribe for shares:** The Company's substantial shareholders, namely Xinjiang Wind Energy, Three Gorges New Energy and Hexie Health Insurance have fulfilled their undertakings to subscribe for shares.

**5. FINANCIAL ACCOUNTING INFORMATION**

The Company disclosed its 2018 annual report on 30 March 2019. Investors are advised to refer to the relevant published information on the website of CNINFO (<http://www.cninfo.com.cn>).

**6. OTHER IMPORTANT MATTERS**

There is no other important matter which might have a material impact on the Company during the period from the date of the posting of the A Share Rights Issue Prospectus to the date of this announcement.

## 7. LISTING SPONSOR AND ITS OPINION

Listing sponsor:	Haitong Securities Co., Ltd.
Legal Representative:	Zhou Jie
Office Address:	No.689 Guangdong Road Shanghai, PRC
Telephone:	021-23219655
Facsimile:	021-63411627
Sponsor representatives:	Shi Di, Wu Jun
Project coordinator:	Wu Yueyang

Haitong Securities Co., Ltd., the listing sponsor, had reviewed the information contained in the A Share Rights Issue Listing Documents of Goldwind, and was in the view that: the application of rights issue of the Issuer is in compliance with the requirements of the laws and regulations under the “Company Law of the PRC”, the “Securities Law of the PRC”, the “Administrative Measures for the Issuance of Securities by Listed Companies” and the “Rules Governing the Listing of Stocks on Shenzhen Stock Exchange”. The shares to be issued have fulfilled the listing requirements of Shenzhen Stock Exchange. Haitong Securities Co., Ltd. agreed to sponsor Xinjiang Goldwind Science & Technology Co., Ltd.\* for the listing and dealing of additional shares under the A Share Rights Issue, and assumed any sponsor’s liability relating thereto.

By Order of the Board  
**Xinjiang Goldwind Science & Technology Co., Ltd.**  
**Ma Jinru**  
*Company Secretary*

Beijing, 8 April 2019

*As of 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. Zhao Guoqing, Mr. Gao Jianjun and Ms. Gu Hongmei; and the independent non-executive directors are Mr. Yang Xiaosheng, Mr. Luo Zhenbang, and Dr. Tin Yau Kelvin Wong.*

\* *For identification purpose only*