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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**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) for the year ended 31 December 2021 will be held at Conference Room of No.8 Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Wednesday, 22 June 2022 for the purposes of considering and, if thought fit, approving the following matters:

### **AS ORDINARY RESOLUTIONS:**

1. To consider and approve the report of the board of directors (the “**Directors**”) of the Company (the “**Board**”) for the year of 2021.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year of 2021.
3. To consider and approve the report of the auditors and audited consolidated financial statements of the Company for the year ended 31 December 2021.
4. To consider and approve the final dividend distribution for the year ended 31 December 2021.
5. To consider and approve the annual report of the Company for the year of 2021.

\* *For identification purpose only*

6. To consider and approve the proposed operation of exchange rate hedging business with a total amount of not more than USD2 billion and the interest rate hedging business with a total amount of not more than USD2 billion during the period from the date of passing this resolution until the date of the annual general meeting of the Company to be held in the year of 2023.
7. To consider and approve the proposed provision of new guarantees by the Company for its subsidiaries with a total amount of not more than RMB8 billion during the period from the date of passing of this resolution until the date of the annual general meeting of the Company to be held in the year of 2023, and authorise the chairman of the Board, Mr. Wu Gang, to sign any agreements and/or documents on behalf of the Company necessary in relation thereto. Please refer to Appendix I for details.
8. To consider and approve the provision of letter of guarantee by the Company for the benefit of its subsidiaries with a total amount of not more than RMB8 billion during the period from the date of passing of this resolution until the date of the annual general meeting of the Company held in the year of 2023. Please refer to Appendix II for details.
9. To consider and approve the appointment of Deloitte Touche Tohmatsu Certified Public Accountants LLP as the PRC auditors of the Company and Deloitte Touche Tohmatsu as the international auditors of the Company to hold office from the date of passing of this resolution until date of the annual general meeting of the Company held in the year of 2023, and authorise the Board to determine their remuneration, respectively.
10. To consider and approve the remuneration of the Directors of the eighth session of the Board and the independent non-executive Directors.
11. To consider and approve the remuneration of the supervisors of the eighth session of the Supervisory Committee (the “**Supervisors**”).

12. To consider and approve the re-election of the following persons as executive and non-executive Directors for the eighth session of the Board:
- (1) Mr. Wu Gang as an executive Director;
  - (2) Mr. Cao Zhigang as an executive Director;
  - (3) Mr. Wang Haibo as an executive Director;
  - (4) Mr. Lu Hailin as a non-executive Director;
  - (5) Mr. Gao Jianjun as a non-executive Director;
  - (6) Mr. Wang Kaiguo as a non-executive Director.
13. To consider and approve the re-election/appointment of the following persons as independent non-executive Directors for the eighth session of the Board:
- (1) Ms. Yang Jianping as an independent non-executive Director;
  - (2) Mr. Zeng Xianfen as an independent non-executive Director;
  - (3) Mr. Wei Wei as an independent non-executive Director.
14. To consider and approve the re-election/appointment of the following persons as Supervisors for the eighth session of the Supervisory Committee:
- (1) Ms. Li Tiefeng as a Supervisor;
  - (2) Mr. Luo Jun as a Supervisor;
  - (3) Mr. Wang Yan as a Supervisor.

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

6 May 2022

*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 Mr. Wang Kaiguo; and the independent non-executive directors of the Company are Dr. Tin Yau Kelvin Wong, Mr. Wei Wei and Ms. Yang Jianping.*

*Notes:*

1. Each shareholder entitled to attend and vote at the AGM shall have the right to appoint one or more proxies to attend and vote on his/her/its behalf at the AGM. A proxy needs not be a shareholder or member of the Company. A proxy of a shareholder may vote on a poll. The shareholder shall have one vote for each share that they hold.
2. The register of members of the Company will be closed from Monday, 23 May 2022 to Wednesday, 22 June 2022 (both days inclusive) for the purpose of determining the shareholders entitled to attend the AGM. During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Friday, 20 May 2022 are entitled to attend the AGM. In order to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 20 May 2022.
3. For the purpose of ascertaining shareholders' entitlement to the final dividends for the year ended 31 December 2021, the Company's H Share register of members will be closed from Tuesday, 28 June 2022 to Tuesday, 5 July 2022 (both days inclusive). During the above mentioned period no share transfer will be registered. Holders of H Shares whose names appear on the register of members of the Company as at the close of business on Monday, 27 June 2022 are entitled to the final dividends. In order to qualify for the final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on Monday, 27 June 2022.
4. The instruments appointing a proxy must be in writing under the hand of a shareholder or duly authorised in writing by his/her attorney. If the shareholder is a corporation, that instrument must be either under the company seal or under the hand of its director or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney or other authorisation documents authorising that attorney to sign must be notarised.
5. The proxy form together with the power of attorney or other authorisation documents (if any) must be deposited at the Company's Office of Secretary of the Board at the address as stated in Note 7 below for holders of the A Shares and at the H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of the H Shares not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjourned meeting should you so wish.

6. Shareholders who intend to attend the AGM in person or by proxy should return the reply slip to the Company's Office of Secretary of the Board at the address as stated in Note 7 below on or before 5:00 p.m. on Wednesday, 1 June 2022 by hand, by post or by fax.

7. The contact details of the Company's Office of Secretary of the Board are as follows:

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

Telephone No. : +86 10-67511996

Facsimile No. : +86 10-67511985

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

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## APPENDIX I PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

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Xinjiang Goldwind Science & Technology Co., Ltd. (the “**Company**”) has made a forecast and analysis on the guarantees for the wholly-owned and controlled subsidiaries (the “**Subsidiaries**”) within the scope of the consolidated statements based on the overall production and operation, capital requirements and financing conditions in 2022, and proposes the provision of guarantees to the Subsidiaries within the scope of the consolidated statements (and among such Subsidiaries) starting from the date of the resolutions of the annual general meeting of the Company to be held in the year of 2022 (“**2021 AGM**”) of the Company and ending on the date of the resolutions of the annual general meeting of the Company to be held in the year of 2023 (“**2022 AGM**”). The specific details are as follows:

### I. BASIC INFORMATION OF THE GUARANTEE

#### 1. Type of guarantee

The guarantees to be provided for the Subsidiaries of the Company (including those to be provided among Subsidiaries) include financing guarantees and non-financing guarantees. Financing guarantees mainly include guarantees provided by the Company for the financing provided by banks or other financial institutions for domestic and overseas Subsidiaries (including those provided among Subsidiaries). Non-financing guarantees refer to economic guarantee activities indirectly related to monetary funds, mainly including guarantees for project performance and other businesses.

#### 2. Guarantors and guaranteed parties

##### *Guarantors:*

The Company and the Subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2021 AGM of the Company and ending on the date of the resolutions of the 2022 AGM;

##### *Guaranteed parties:*

The Subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the 2021 AGM of the Company and ending on the date of the resolutions of the 2022 AGM;

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## APPENDIX I PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES

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### 3. Guarantee amount

The total amount of new guarantees for the year shall not exceed RMB8 billion, accounting for 22.51% of the audited net assets of the Company as of 31 December 2021 and 6.70% of the audited total assets of the Company as of 31 December 2021. The distribution of the above new guarantee quota is as follows:

(Unit: RMB100 million)

Guarantor	Guaranteed parties	Shareholding percentage of the Guarantors	The balance of the guarantee as at 25 March 2022	The additional Guarantee amount	The percentage of the guarantee amount accounts for the latest net assets of the listed company	Whether related guarantees are provided
The Company and its subsidiaries within the scope of consolidated statements	Subsidiaries with gearing ratio over 70%	The Company and its subsidiaries within the scope of consolidated statements	20.77	40	11.25%	No
	Subsidiaries with gearing ratio below 70%	The Company and its subsidiaries within the scope of consolidated statements	21.66	40	11.25%	No
<b>Total</b>			<b>42.43</b>	<b>80</b>	<b>22.51%</b>	

The application of the above guaranteed amount is subject to the provision of guarantee by the Company for its subsidiaries only to the extent of its shareholding ratio, and the provision of equivalent guarantee by other shareholders according to their shareholding ratio.

4. **Validity period of the guarantee amount:** from the date of the passing of the resolution at the 2021 AGM to the date of the 2022 AGM.
5. **Type of guarantee:** joint liability guarantee, guarantee, mortgage, pledge, etc.
6. **Authorization for approval:** The chairman of the Company is authorized to sign the guarantee contract and relevant legal documents within the validity period of the above-mentioned guarantee amount, and no further board meeting will be convened. The Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

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## **APPENDIX I PROPOSED PROVISION OF NEW GUARANTEES BY THE COMPANY FOR ITS SUBSIDIARIES**

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### **II. CONSIDERATION OF THE BOARD**

On 25 March 2022, the 25th meeting of the seventh session of the Board considered and approved the Proposal on Providing Guaranteed Amount for the Subsidiaries within the scope of the consolidated statement, granting approval to the provision by the Company (and among Subsidiaries) of guarantee with an amount of not more than RMB4 billion for Subsidiaries within the scope of the consolidated statements with a gearing rate below 70%, and not more than RMB4 billion for Subsidiaries within the scope of the consolidated statements with a gearing rate above 70% (and among subsidiaries) starting from the date of the resolutions of the 2021 AGM of the Company and ending on the date of the resolutions of the 2022 AGM. The application of the above guaranteed amount is subject to the provision of guarantee by the Company for its subsidiaries only to the extent of its shareholding ratio, and the provision of equivalent guarantee by other shareholders according to their shareholding ratio.

Types of guarantee include joint liability guarantee, guarantee, mortgage, pledge, etc. The chairman of the Company is authorized to sign the guarantee contract and relevant legal documents within the validity period of the above-mentioned guarantee amount, and no further board meeting will be convened. The Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

### **III. IMPACT ON THE COMPANY**

The provision of guarantees by the Company for its Subsidiaries and the provision of guarantees between Subsidiaries are conducive to improving financing efficiency and reducing financing costs, and can effectively guarantee the normal production and operation of the subsidiaries. The above-mentioned provision of guarantees is in line with the needs of the Company's daily operations and is beneficial to the development of the Company's business.

The qualification, credit status and approval procedures for external guarantees of the above subsidiaries of the Company are in compliance with the relevant provisions on external guarantees of the Company. It is expected that the above guarantees will not bring financial and legal risks to the Company. At the same time, the Company will reduce guarantee risks by improving guarantee management, strengthening financial internal control, monitoring the performance of the guaranteed parties' contracts and timely tracking the economic operation of the guaranteed parties.



**I. OVERVIEW**

Xinjiang Goldwind Science & Technology Co., Ltd. (hereinafter referred to as the “**Company**” or “**Goldwind**”) will apply to the bank for the issuance of letters of guarantee on behalf of its subsidiaries according to the overall production and operation plan of the Company in 2022, in order to save financial expenses, reduce risks and strengthen capital management.

**II. IMPLEMENTATION PLAN****1. Guarantee Amount under the Letters of Guarantee**

Goldwind will apply to the bank on behalf of its subsidiaries for the issuance of letters of guarantee with an aggregate amount not exceeding RMB8 billion.

**2. Term**

The term shall commence from the date of the passing of the resolution at the 2021 annual general meeting of the Company to the date of the 2022 annual general meeting.

**3. Scope of subsidiaries**

The subsidiaries within the scope of the consolidated statements starting from the date of the resolutions of the annual general meeting of the Company for the year ended 31 December 2021 and ending on the date of the resolutions of the annual general meeting of the Company for the year ended 31 December 2022.

**4. Risk prevention**

The Company will control possible risks by strengthening the management of the letters of guarantee, strengthening financial internal control and timely monitoring and tracking the expiry of the letters of guarantee.

**III. CONSIDERATION OF THE BOARD**

On 25 March 2022, the Resolution on the Issuance of Letters of Guarantee for Subsidiaries was considered and approved at the 25th meeting of the seventh session of the board of the Company (the “**Board**”), pursuant to which the Board approved the issuance of letters of guarantee by the Company on behalf of its subsidiaries.