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Goldwind

GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.*

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 GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.* (the “**Company**”) will be held at the Conference Room, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Friday, 22 December 2023 for the purposes of considering and, if thought fit, approving the following matters.

ORDINARY RESOLUTION:

1. To consider and approve the motion on the application for the estimated annual cap for connected transactions conducted in the ordinary course of business (A share) for 2024. Please refer to Appendix I for details.

By order of the Board

GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.

MA Jinru

Company Secretary

6 November 2023

* *For identification purposes 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, 22 November 2023 to Friday, 22 December 2023 (both days inclusive) for the purpose of determining the shareholders entitled to attend the EGM. During the above-mentioned period, no share transfer will be registered. Holders of H shares whose names appear on the registers of members as at the close of business on Tuesday, 21 November 2023 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, 21 November 2023.
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 of the Company, 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 Friday, 1 December 2023 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.
8. If the EGM is seriously affected by a typhoon or bad weather condition, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As of the date of this notice, the executive directors of the Company are Mr. Wu Gang, Mr. Cao Zhigang and Mr. Liu Rixin; the non-executive directors of the Company are Mr. Gao Jianjun, Mr. Wang Yili and Ms. Yang Liying; and the independent non-executive directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.

I. OVERVIEW OF CONNECTED TRANSACTIONS

In accordance with the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange and the possible connected transactions conducted in the ordinary course of business between GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.* (the “**Company**”) and its connected persons in 2024, the sixteenth meeting of the eighth session of the board of the Company considered and approved the Resolution regarding the Application for the Estimated Annual Cap for Connected Transactions conducted in the ordinary course of business (A share) for 2024 on 26 October 2023. The connected director Ms. Yang Liying abstained from voting for the relevant motion. Details of connected transactions are followings.

Unit: RMB ten thousand

Connected persons	Business type	January to		Estimated cap
		September 2023	2024	
		Actual transacted amount	Proportion in similar activities	
China Three Gorges New Energy (Group) Co., Ltd.* and its holding subsidiaries	Sales of product	154,277	7.60%	803,488

The estimated cap shall be submitted to the shareholders’ general meeting of the Company for consideration in respect of connected transactions thereof conducted in the ordinary course of business between the Company and China Three Gorges New Energy (Group) Co., Ltd.* (“**Three Gorges Energy**”) and its holding subsidiaries. Connected shareholder Three Gorges Energy will abstain from voting at the general meeting.

II. BASIC INFORMATION OF THE CONNECTED PERSON

China Three Gorges New Energy (Group) Co., Ltd.

1. Basic Information

Legal representative: Wang Wubin

Registered capital: RMB28,571 million

Registered address: Room 206-23, 2nd Floor, Building 1, Gongyuan Street No.1, Tongzhou District, Beijing, PRC.

Office location: Building 5, Chengda Centre, Liangshi Street No.2, Tongzhou District, Beijing, PRC

Main 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.

Ownership structure: China Three Gorges Corporation (中國長江三峽集團有限公司) directly holds 27.95% of the shares of Three Gorges Energy, and indirectly holds 20.96% of the shares of Three Gorges Energy through its wholly-owned subsidiary Yangtze River Three Gorges Investment Management Co., Ltd. (長江三峽投資管理有限公司), and indirectly holds 3.49% of the shares of Three Gorges Energy through its holding subsidiary Three Gorges Capital Holding Co., Ltd. (三峽資本控股有限責任公司). The controlling shareholder of Three Gorges Energy is China Three Gorges Corporation, and its de facto controller is the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中國國務院國有資產監督管理委員會).

2. Financial Statements

As of 31 December 2022, the total assets and net assets of Three Gorges Energy were RMB262,127.1642 million and RMB87,959.2907 million, respectively. Three Gorges Energy realized operating revenue of RMB23,812.1763 million and net profits of RMB8,382.9022 million from January to December 2022.

As of 30 June 2023, the total assets and net assets of Three Gorges Energy were RMB275,666.4453 million and RMB91,410.5465 million, respectively. Three Gorges Energy realized operating revenue of RMB13,703.7233 million and net profits of RMB5,100.5405 million from January to June 2023.

3. Connected Relations with the Company

Three Gorges Energy is a main shareholder of the Company, holding 352,723,945 A shares of the Company, representing for 8.35% of the Company's total issued shares, which is in compliance with connected persons descriptions under paragraphs 2 (iii) of Rules 6.3.3 of the *Rules Governing the Listing of Securities on the Shenzhen Stock Exchange*.

4. Contract Fulfilment Analysis

Three Gorges Energy is in normal operation and sound financial positions, and possesses the capability to fulfil its contracts.

5. Upon enquiry, Three Gorges Energy is not a dishonest person subject to enforcement.

III. MAIN CONTENTS OF CONNECTED TRANSACTIONS**(1) Pricing Terms and Principles**

The price will be determined by the following principles in hierarchical order:

1. Price Determined by Tender

Since the connected persons are state-owned enterprises, sales of wind turbine generations, parts and components to the connected persons are required to be conducted mainly through tender. The Company, as the tenderer, shall submit tender documents in response to the invitation to tender.

The Company formulates tender documents in accordance with wind test results of test sites and tender requirements. Tender documents set out major regulations and major terms for completing the contracts, including tender requirements such as the wind turbine generations' allocation requirements, technical plans and quality assurance requirements. The terms and price in respect of sales of products will be determined through the tender.

During the tendering process, the tendering department of the Company is responsible for estimating the cost based on the scope, duration and degree of complexity (with reference to subcontractors' and suppliers' quotations) of the contracts, as well as estimating prevailing market price. The estimated costs will facilitate the monitoring of tendering budgets and help the Company's procurement department to control costs.

2. Price Determined by Market Price

For sales of parts and components that do not require tender according to the *Tendering and Bidding Law of the PRC* (《中華人民共和國招標投標法》), on the premise that the price is not lower than costs, the Company determines the price and terms with reference to the prevailing market price and the quality assurance requirements, the opportunities offered by the contracts, and the risks involved. Reference is made to the average transaction price of the same or similar products provided by the Company in at least two independent third party transactions in the ordinary and usual course of business. The terms and price in respect of sales of products conducted by the Company shall be consistent with those conducted to the independent third parties.

The Company has formulated a series of monitoring system and formed a professional team to carry out its product sales. In accordance with the sales and monitoring procedures, the sales center works with other departments including the financial center, audit and supervisory department, and legal compliance department to ensure the terms and price in respect of selling products by the Company to the connected persons shall be consistent with those available to independent third parties.

(2) Details of Entering Agreements

In accordance with actual demands and market price, the Company will enter into relevant agreements and orders on each individual transaction thereunder with connected persons.

**IV. PURPOSE OF CONNECTED TRANSACTIONS AND IMPACT ON THE LISTED
COMPANY**

The application for the estimated annual cap for connected transaction conducted in the ordinary course of business between the Company and its connected persons is determined by the Company's actual operating demands and the price is determined by fair market price. Such transaction is a normal and necessary business activity. The Company conducting connected transactions conducted in the ordinary course of business does not rely on any members of connected persons, nor does it prejudice the interests of the Company and its shareholders. Such transactions thereunder have no adverse impact on the current and future financial position and operating results of the Company, and do not affect the independent operations of the Company.