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**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 of the Company, No. 8, Boxing Yi Road, Economic & Technological Development District, Beijing, PRC at 2:30 p.m. on Thursday, 18 July 2024 for the purposes of considering and, if thought fit, approving the following matters.

### **ORDINARY RESOLUTION:**

1. To consider and approve the resolution to provide full guarantees and to issue letters of guarantee on behalf of majority-owned subsidiaries in South Africa. Please refer to the Appendix for details.

By order of the Board

**GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.\***

**MA Jinru**

*Company Secretary*

27 June 2024

\* *For identification purpose only*

*Notes:*

1. Each shareholder entitled to attend and vote at the EGM is entitled to appoint a proxy 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. 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, 14 July 2024 to Thursday, 18 July 2024 (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, 12 July 2024 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, 12 July 2024.
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 under the hand of its 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. 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.
6. 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](http://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, Ms. Yang Liying and Mr. Zhang Xudong; and the independent non-executive directors of the Company are Ms. Yang Jianping, Mr. Tsang Hin Fun Anthony and Mr. Wei Wei.*

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**APPENDIX            THE PROVISION OF FULL GUARANTEES AND ISSUANCE OF LETTERS OF  
GUARANTEE ON BEHALF OF MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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On 25 June 2024, at the 23th meeting of the eighth session of the Board, GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.\* (the “**Company**”) considered and approved the Resolution on the Provision of Full Guarantees and Issuance of Letters of Guarantee on Behalf of majority-owned subsidiaries in South Africa. It was approved that Goldwind, Goldwind International Holdings (Hong Kong) Limited (the “**Goldwind International**”), a wholly-owned subsidiary of the Company, or Goldwind and Goldwind International will jointly provide full guarantees for the majority-owned subsidiaries established in South Africa and Goldwind or Goldwind International will apply for the issuance of the letters of guarantee to the banks on its behalf, of which the guarantees amount shall not exceed RMB8 billion and the amount of the letters of guarantee shall not exceed RMB3 billion (the total liability of the guarantees and the letters of guarantee shall remain capped at RMB8 billion), for one year from the date of poll results of the EGM. Details are as follows:

**I.        GUARANTEE AMOUNT**

**1.        Guarantor and guaranteed party**

Guarantor: Goldwind, Goldwind International or Goldwind and Goldwind International jointly guarantee;

Guaranteed Party: Goldwind New Energy South Africa Proprietary Limited (hereinafter referred to as “**Goldwind New Energy South Africa**”), a majority-owned subsidiary of Goldwind International, a wholly owned subsidiary of the Company, or any other newly established majority-owned subsidiaries in South Africa pursuant to the terms of the projects (with no less than 70% holding by Goldwind International).

**2.        Guarantee content and type of guarantee**

Since other shareholders of the guaranteed party are unable to provide equivalent guarantees in proportion to their capital contributions, the guaranteed party is required to provide a general guarantee or joint and several liability guarantee in relation to the full contract performance by Goldwind, Goldwind International or Goldwind and Goldwind International jointly for the guaranteed party when it enters into the wind power design, procurement and construction general contract, the wind turbine supply and installation contract, the wind turbine supply and service contract with the owner.

**APPENDIX THE PROVISION OF FULL GUARANTEES AND ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

**3. Guarantee amount**

The amount of guarantees shall not exceed RMB8 billion, representing 21.27% of the Company's latest audited net assets and 5.58% of the Company's latest audited total assets. The above guarantee amount is allocated as follows:

(Unit: RMB100 million)

Guarantor	Guaranteed parties	Shareholding percentage of the Guarantors	The balance of the guarantee as at present	The additional Guarantee amount	The percentage of the guarantee amount accounts for the latest net assets of the Company	Whether related guarantees are provided
Goldwind, Goldwind International or Goldwind and Goldwind International Joint Guarantee	Goldwind New Energy South Africa or subsidiaries established in South Africa with gearing ratio over 70%(inclusive)	No less than 70%	0	80	21.27%	No
	Subsidiaries established in South Africa with gearing ratio below 70%	No less than 70%	/	/	/	No
<b>Total</b>				<b>80</b>	<b>21.27%</b>	

**4.** Validity period of the guarantee amount: one year from the date of poll results of the EGM.

**5.** Approval and authorization: The chairman of the Company is authorized to sign the guarantee contracts and related legal documents during the validity period of the above credits without convening a separate board meeting, and the Company will perform its information disclosure obligations in accordance with relevant laws and regulations.

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**APPENDIX            THE PROVISION OF FULL GUARANTEES AND ISSUANCE OF LETTERS OF  
GUARANTEE ON BEHALF OF MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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**II.    THE AMOUNT OF THE LETTER OF GUARANTEE ISSUED ON BEHALF OF  
OTHER SUBSIDIARIES**

**1.    Contents of the letters of guarantee**

The wind power design, procurement and construction general contract, wind turbine supply and installation contract, and wind turbine supply contract require a certain percentage of prepayment guarantee, performance guarantee and quality guarantee in favour of the owner, and the wind turbine service contract requires a certain percentage of performance guarantee in favour of the owner. Since other shareholders of the Company's controlled subsidiaries established in South Africa are unable to provide the corresponding percentage of guarantees, Goldwind or Goldwind International is required to apply for full guarantee letters from banks on behalf of Goldwind New Energy South Africa, or other newly established majority-owned subsidiaries in South Africa (with no less than 70% holding by Goldwind International) depending on the specific circumstances of the project.

**2.    Amount of the letters of guarantee: The total amount of the letters of guarantee shall not exceed RMB3 billion.**

The above guarantees and the letters of guarantee issued shall be based on the same wind power design, procurement and construction general contract, the wind turbine supply and installation contract, the wind turbine supply and service contract with the same guarantee content. The claim coverage shall be mutually exclusive. Issuing guarantees and the letters of guarantee under the same project shall not increase the total guarantees amount at any one time. Therefore, the total guarantee liability limit of the guarantee amount and the amount of the letter of guarantee mentioned-above issued are RMB8 billion.

**3.    Validity period of the letters of guarantee: one year from the date of poll results of the EGM.**

**III.   BASIC INFORMATION OF THE GUARANTEED PARTY**

Basic information of Goldwind New Energy South Africa:

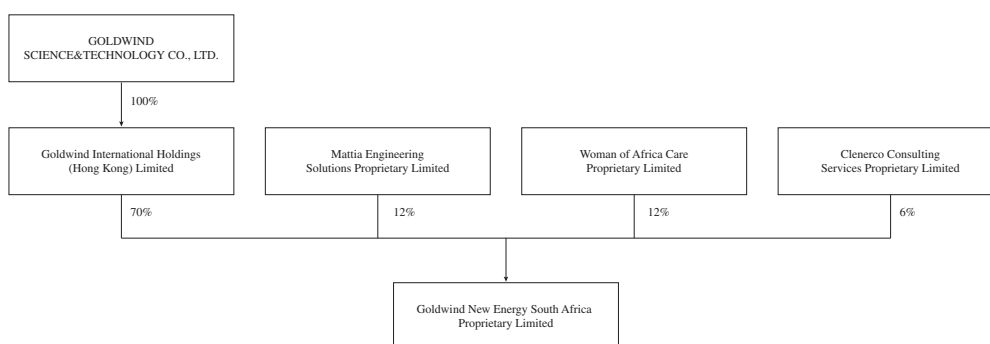
1.    Company Name: Goldwind New Energy South Africa Proprietary Limited
2.    Date of Establishment: 9 December 2021

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**APPENDIX THE PROVISION OF FULL GUARANTEES AND ISSUANCE OF LETTERS OF GUARANTEE ON BEHALF OF MAJORITY-OWNED SUBSIDIARIES IN SOUTH AFRICA**

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3. Place of Registration: 9th floor, China Steel Building, No.159 Rivonia Road, Thornton, Johannesburg, South Africa
4. Registered capital: ZAR9 million (equivalent to RMB3,541,912.63)
5. Scope of business: Sales, construction and operation and maintenance services of wind turbines
6. Ownership and control relationship of the guaranteed party



Goldwind New Energy South Africa is a majority-owned subsidiary of Goldwind International (a wholly owned subsidiary of the Company), in which Goldwind International holds 70% of the shares and local small and medium enterprises in South Africa hold 30% of the shares.

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7. Financial position of the guaranteed party:

Currency: RMB

	<b>January – December 2023</b>	<b>January – May 2024</b>
Operating income	942,975,286.97	540,779,726.96
Total profit	74,022,720.92	-103,580,656.99
Net profit	53,296,359.06	-74,578,073.03
	<b>31 December 2023</b>	<b>31 May 2024</b>
Total assets	1,011,645,711.02	1,371,428,267.46
Total liabilities	956,343,819.25	1,390,668,716.71
Net assets	55,301,891.77	-19,240,449.25

*Note:* As of 31 May 2024, the gearing ratio of Goldwind New Energy South Africa was 101.4%.

As of the date of the notice, there are no external guarantees, mortgages, material litigation and arbitration in Goldwind New Energy South Africa.