
OUR HISTORY AND CORPORATE STRUCTURE

Background

The history of our Company traces back to February 1998 when XJ New Wind, our Company's predecessor, was established in the PRC as a limited liability company. At that time, it was held as to 90.0% by Xinjiang Wind Power and 10.0% by four individuals.

On December 31, 2000, the then shareholders of XJ New Wind passed a resolution to convert XJ New Wind from a limited liability company into a joint stock limited liability company. With the approval of the government of Xinjiang, XJ New Wind was converted into a joint stock limited liability company on March 26, 2001 and was renamed as Xinjiang Goldwind Science & Technology Co., Ltd. (新疆金風科技股份有限公司) which had a registered share capital of RMB32.3 million.

Major Increase in Share Capital

On December 21, 2004, with the approval of the general meeting of our Company and the government of Xinjiang, the share capital of our Company was increased from RMB32.3 million to RMB70.0 million. On December 16, 2005, upon approval by the general meeting of our Company and the government of Xinjiang, the share capital of our Company was further increased from RMB70.0 million to RMB100.0 million. In March 2007, our 2006 annual general meeting approved an increase of the share capital of our Company from RMB100.0 million to RMB450.0 million by way of capitalization of our 2006 undistributed profits, legal accumulation fund and surplus accumulation fund.

Pre-A Share Offering Investments by 26 Non State-Owned Corporate Entities

Prior to our A Share offering, 26 non state-owned corporate entities who are Independent Third Parties became Shareholders of our Company. In particular, CB Fund⁽¹⁾, Yuanjing Xinfeng⁽²⁾, Yuanjing Xinneng⁽³⁾ and Yuanfeng Investment⁽⁴⁾ became the Shareholders of our Company as detailed below.

On September 16, 2005, we entered into an agreement with the original Shareholders, four new investors, including CB Fund and China Everbright Investment Management Company (“**China Everbright**”), and two other Independent Third Parties⁽⁵⁾ for the subscription of 30 million Shares by the new investors. CB Fund and China Everbright subscribed for 8 million Shares and 7 million Shares, at consideration of RMB40.0 million and RMB35.0 million, respectively, which were negotiated and determined at arm's length. Our Company's 2005 extraordinary general meeting approved the increase of our share capital and the subscription by the four new investors.

In accordance with the equity transfer agreement dated May 25, 2006, China Everbright transferred 7 million Shares to China Everbright Growth Investment (Shenzhen) Company Limited (“**China Everbright Growth Investment**”), an Independent Third Party for total consideration of RMB35.0 million.

⁽¹⁾ CB Fund was established on November 18, 2004. Its business scope is investment in the equity of unlisted enterprises; subscription for bonds issued by the PRC Government and other fixed return bonds on the primary market; providing management consultancy services to invested enterprises; and other business activities approved by the competent authorities.

⁽²⁾ Yuanjing Xinfeng was established on November 13, 2006. Its business scope is project investment consultancy.

⁽³⁾ Yuanjing Xinneng was established on November 17, 2006. Its business scope is project investment consultancy.

⁽⁴⁾ Yuanfeng Investment was established on November 24, 2006. Its business scope is investment in industrial projects or companies and investment consultancy.

⁽⁵⁾ These two Independent Third Parties disposed of their interests in our Company prior to our A share offering.

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In accordance with the equity transfer agreements dated November 30, 2006 entered into amongst China Everbright Growth Investment, Yuanjing Xinneng, Yuanjing Xinfeng and Yuanfeng Investment, China Everbright Growth Investment transferred 2 million Shares, 4.85 million Shares and 150,000 Shares, being 7 million Shares in aggregate, to each of Yuanjing Xinneng, Yuanjing Xinfeng and Yuanfeng Investment, respectively.

CB Fund, Yuanjing Xinfeng, Yuanjing Xinneng and Yuanfeng Investment are all third parties independent of our Company and independent of our state-owned Shareholders. Save for Yuanjing Xinfeng being the wholly owned subsidiary of SeaBright China Special Opportunities (I) Limited (“**SeaBright**”), and shareholders of Yuanfeng Investment being investment managers of SeaBright, their beneficial owners are independent of one another and they are not parties acting in concert. CB Fund, Yuanjing Xinfeng, Yuanjing Xinneng and Yuanfeng Investment are not controlled or owned by any governmental entities.

After various increases in our Company’s share capital and the numerous share transfers by or amongst the Shareholders of our Company, the shareholding structure of our Company immediately prior to our A Share offering was as follows:

No.	Shareholders	Type of Shares	Number of Shares	Approximate percentage of shareholding (%)
1.	Xinjiang Wind Power	State-owned shares	91,350,000	20.3
2.	China Three Gorges New Energy	State-owned shares	78,750,000	17.5
3.	Wind Power Research Centre ⁽¹⁾	State-owned shares	10,710,000	2.4
4.	Solar Energy Co. ⁽¹⁾	State-owned shares	<u>5,188,950</u>	<u>1.2</u>
	Subtotal:		185,998,950	41.4
5.	26 domestic corporate entities	Non state-owned legal person shares	134,710,763	29.9
6.	30 PRC individuals	Natural person shares	<u>129,290,287</u>	<u>28.7</u>
	Total		450,000,000	100.0

Note:

(1) Wind Power Research Centre and Solar Energy Co. are controlled by the Finance Department of Xinjiang.

Listing on the SZSE and Further Increase in Share Capital

On December 5, 2007, our Company’s application for our initial public offering and listing of our A Shares on the SZSE was approved by the CSRC. On December 13 and 14, 2007, our Company issued 50,000,000 A Shares to the public in the PRC, including 40,000,000 A Shares by way of on-line offering that were listed on the SZSE on December 26, 2007, and the remaining 10,000,000 A Shares by way of off-line placing that were listed on the SZSE on March 26, 2008 after a three-month lock up period. After the issuance of the A Shares, the share capital of our Company increased to RMB500.0 million. 450,000,000 Shares held by the Shareholders before the initial public offering on the SZSE were subject to trading restrictions and were not freely tradeable. Xinjiang Wind Power, China Three Gorges New Energy, Wind Power Research Centre, CB Fund, Yuanjing Xinfeng, Yuanjing Xinneng and Yuanfeng Investment were subject to trading restrictions for three years (which will expire on December 25, 2010), and the remaining corporate Shareholders (including Solar Energy Co.) and 30 individual Shareholders were subject to trading restrictions for one year, which expired on December 25, 2008. Our PRC legal advisor has confirmed that all of our Shares were tradeable upon our listing on the SZSE, and our Company is not required to carry out any share reform.

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Our Company's 2007 annual general meeting approved the increase of the share capital of our Company by capitalizing our capital reserve fund and 2007 undistributed profits. Accordingly the share capital of our Company was further increased from RMB500.0 million to RMB1,000.0 million. The increase of share capital was registered with the Administration for Industry and Commerce of Xinjiang on March 3, 2008.

Our Company's 2008 annual general meeting approved the increase of the share capital of our Company by capitalizing our 2008 undistributed profits. Accordingly, the share capital of our Company was further increased from RMB1,000.0 million to RMB1,400.0 million. The increase of share capital was registered with the Administration for Industry and Commerce of Xinjiang on May 11, 2009.

Our Company's 2009 annual general meeting further approved the increase of our Company's share capital by capitalizing our 2009 undistributed profits. Accordingly, our Company's share capital was further increased from RMB1,400.0 million to RMB2,240.0 million. The increase of share capital was registered with the Administration for Industry and Commerce of Xinjiang on April 13, 2010.

Acquisition of Vensys AG

On January 25, 2008, a resolution approving the acquisition of Vensys AG was passed at our Company's annual general meeting for the year 2007. It was also approved that our Company's wholly owned subsidiary, Goldwind Windenergy, would acquire from Vensys/Innowind and Saarwind their 70.0% shareholding interest in Vensys AG, totaling 3,500,000 shares. The purchase price would be EUR11.78 per share and the total purchase price would be EUR41,240,000. On January 24 and 25, 2008, Vensys/Innowind, Saarwind (both Vensys/Innowind and Saarwind as the sellers), Goldwind Windenergy (as purchaser), our Company (as related party of purchaser) and Vensys AG entered into the Vensys Shares SPA. Vensys/Innowind, Saarwind, Windpark, Goldwind Windenergy, Vensys AG and our Company entered into the Vensys Supplemental Agreements on May 14, 2010. The acquisition of Vensys AG was completed in April 2008.

At the same time, according to the Vensys Shares SPA and the Vensys Supplemental Agreements mentioned above, our Company granted each of the shareholders of the remaining 30.0% shareholding interest of Vensys AG (i.e. Vensys/Innowind, Saarwind and Windpark) the Vensys Option. Please see the section entitled "Share Capital — Option to Exchange Vensys AG's Shares" in this prospectus for more details.

Apart from the acquisition of Vensys AG mentioned above, given the nature of our Company's business, we have also acquired numerous subsidiaries solely for the purpose of carrying out certain projects. Particulars of these acquisitions are set out in the appendix entitled "Appendix I — Accountants' Report" to this prospectus.

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The Shareholding Structure of our Company

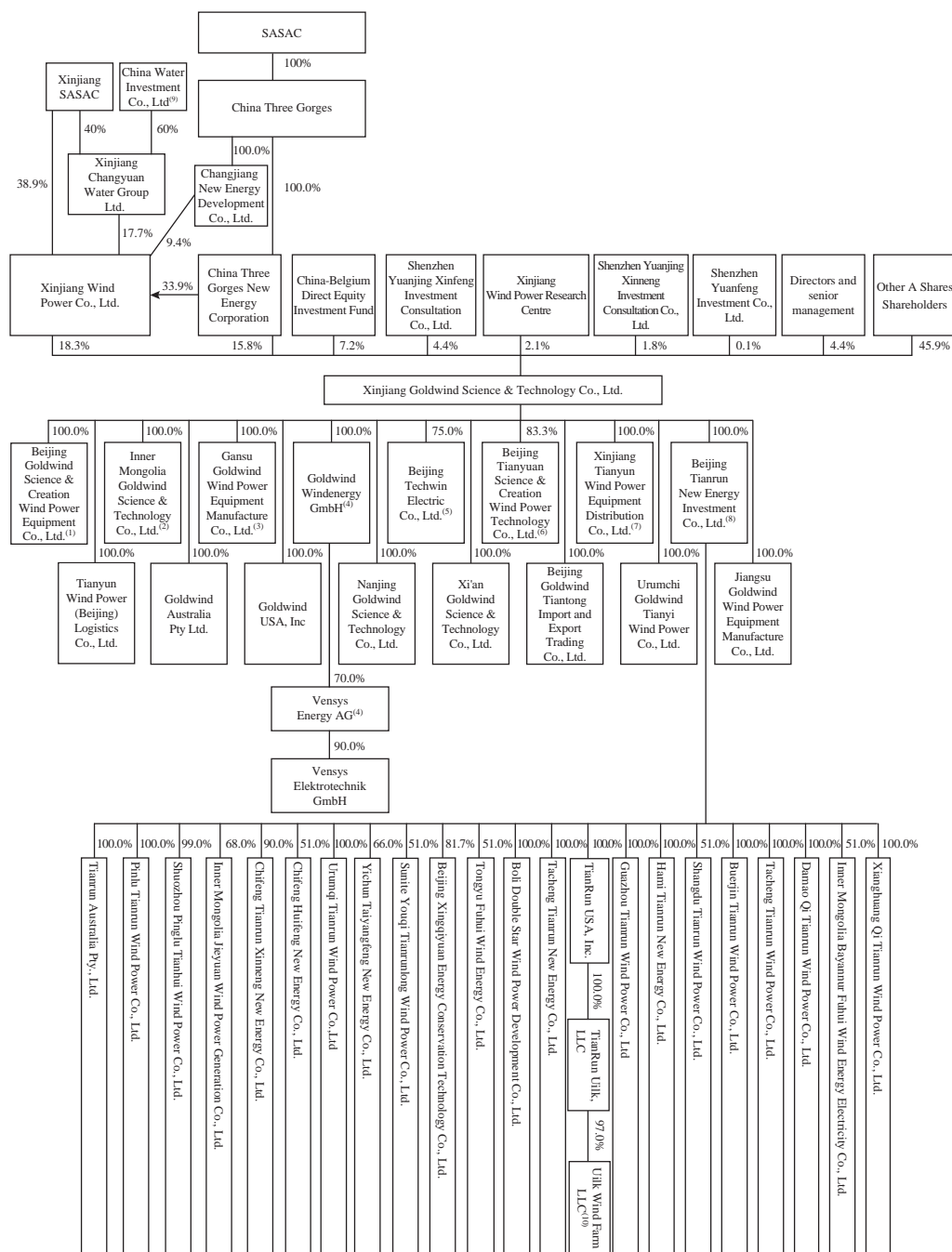
The following table sets out the shareholding structure of our Company as at the Latest Practicable Date and immediately before the Global Offering on the assumption that the A Shares have not been transferred to NSSF (Please see the section entitled “Share Capital — Transfer of the State-owned Shares to the NSSF” in this prospectus for more details):

No.	Shareholder	Type of Shares	Number of Shares	Approximate shareholding (%)
1	Xinjiang Wind Power	A Shares	409,248,000	18.3
2	China Three Gorges New Energy	A Shares	352,800,000	15.8
3	CB Fund	A Shares	161,280,000	7.2
4	Yuanjing Xinfeng	A Shares	97,776,000	4.4
5	Wind Power Research Centre	A Shares	47,980,800	2.1
6	Yuanjing Xinneng	A Shares	40,320,000	1.8
7	Yuanfeng Investment	A Shares	3,024,000	0.1
8	Directors and senior management	A Shares	97,505,208	4.4
9	Other public Shareholders	A Shares	<u>1,030,065,992</u>	<u>45.9</u>
	Total		<u>2,240,000,000</u>	<u>100.0</u>

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Our Group Structure Chart

The following chart sets out our shareholding structure and our principal subsidiaries immediately before completion of the Global Offering and on the assumption that A Shares have not been transferred to NSSF according to the Transfer Measures (Please see the section entitled “Share Capital — Transfer of the State-owned Shares to the NSSF” in this prospectus for more details):



Notes:

- (1) Beijing Goldwind Science & Creation Wind Power Equipment Co., Ltd. is a wholly owned and principal operating subsidiary of our Company and its principal business is the manufacture and sale of wind power equipment and components.

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- (2) Inner Mongolia Goldwind Science & Technology Co., Ltd. is a wholly owned and principal operating subsidiary of our Company and its principal business is the manufacture and sale of wind power equipment and components.
- (3) Gansu Goldwind Wind Power Equipment Manufacture Co., Ltd. is a wholly owned and principal operating subsidiary of our Company and its principal business is the manufacture and sale of wind power equipment and components.
- (4) Goldwind Windenergy GmbH is a wholly owned and principal operating subsidiary of our Company and its principal business is investment holding; Vensys Energy AG is a subsidiary of Goldwind Windenergy GmbH and its principal business is the provision of technical services and manufacture and sale of wind power equipment and components.
- (5) Beijing Techwin Electric Co., Ltd. is a non-wholly owned and principal operating subsidiary of our Company and its principal business is the manufacture and sale of wind power components.
- (6) Beijing Tianyuan Science & Creation Wind Power Technology Co., Ltd. is a non-wholly owned and principal operating subsidiary of our Company and its principal business is the provision of wind farm construction and technical services and sale of wind power components. The shareholding structure of Beijing Tianyuan is as follows:

<u>Name of Shareholder</u>	<u>Approx. % of shareholding</u>
Wang Hai (汪海)	2.44
Yang Jian (楊建)	2.22
Cao Lian Shan (曹連山)	1.78
Wu Yu Zhu (吳玉柱)	1.33
Cai Rui Gang (蔡銳剛)	1.27
Wang Jing (王靜)	1.00
Wu Jun (吳軍)	1.11
Zou Jian Ming (鄒建明)	1.11
Liu Xiang (劉翔)	0.89
Song Jian Jun (宋建軍)	1.11
Zhang Zhen (張珍)	0.67
Lu Xiao Yong (盧曉勇)	0.78
Wang Xin Ju (王新菊)	0.96
Our Company	83.33
Total	100.0

- (7) Xinjiang Tianyun Wind Power Equipment Distribution Co., Ltd. is a wholly owned and principal operating subsidiary of our Company and its principal business is transportation.
- (8) Beijing Tianrun New Energy Investment Co., Ltd. is a wholly owned and principal operating subsidiary of our Company and its principal business is wind farm investment, development and sales.
- (9) The shareholders of China Water Investment Co., Ltd are:

<u>Name of Shareholder</u>	<u>Approx. % of shareholding</u>
Xinhua Water Resources and Hydropower Investment Co., Ltd.	33.068
Sinohydro Corporation	33.068
China Water Affairs Group Limited	13.228
Beijing Tuoshi Nuojin Investment Co., Ltd.	9.283
Shanxi Wanjiashai Yin Huang Project Parent Company	5.511
Inner Mongolia Guodian Energy Investment Co., Ltd.	2.205
Comprehensive Development Management Center of Ministry of Water Resources	1.984
Zhejiang DY-Link Group	0.551
China Institute of Water Resources and Hydropower Research	0.551
Beijing Neng Da Power Investment Co., Ltd.	0.551

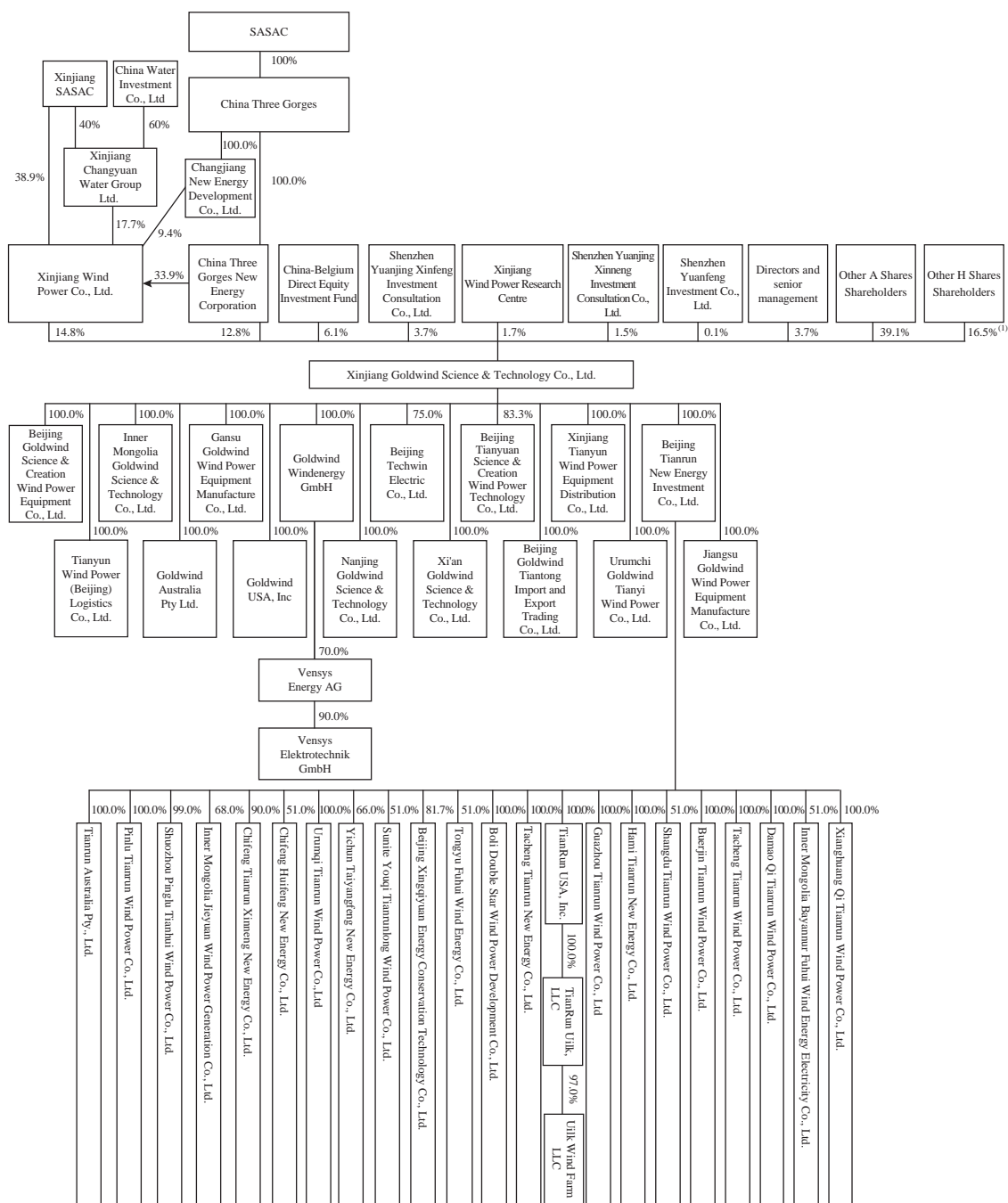
- (10) The shareholding structure of Uilk Wind Farm LLC is:

<u>Name of Shareholder</u>	<u>Approx. % of shareholding</u>
Tianrun Uilk, LLC	97
Uilk Wind I, LLC	1
Uilk Wind II, LLC	1
Uilk Wind III, LLC	1

Please see the appendix entitled “Appendix VIII — Statutory and General Information” to this prospectus for details of our other non-wholly owned subsidiaries with shareholders holding more than 10% equity interests.

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The following chart sets out our shareholding structure and our principal subsidiaries immediately after completion of the Global Offering on the assumption that the Over-allotment Option has not been exercised, the A Shares have not been transferred to NSSF according to the Transfer Measures and there is no change in the shareholding of our A Shares other than the conversion and transfer of state-owned Shares to the NSSF:



Note:

(1) Includes an approximate 1.5% shareholding interest held by NSSF

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Milestones in our History

We have achieved the following important milestones in our development into a leading WTG manufacturer:

- 1998 XJ New Wind was established.
- We commenced the development of our 600 kW WTGs on the basis of technologies originally licensed from suppliers in Germany and then through adaptation, further development, integration and innovation of such technologies. Please see the subsection entitled “Business — R&D — Product Technology R&D” in this prospectus for more details.
- Our first domestically-made 600 kW WTGs successfully commenced operation in Dabancheng, Xinjiang.
- 1999 The 600 kW WTGs localization project passed the joint examination and inspection conducted by the MOST and Xinjiang Science Bureau. The assessment opinion concluded that such R&D work was the first of its kind in China and considered technologically advanced. The project was respectively given the Xinjiang Science and Technology Advancement First Prize Award and the PRC Science and Technology Advancement Second Prize Award.
- 2000 Our products began to be sold in the PRC market.
- 2001 Our Company was established as a joint stock limited liability company upon completion of the restructuring.
- We began to develop our 750 kW WTGs.
- 2002 Our production base in Urumqi, Xinjiang was completed and commenced operation with an annual production capacity of 200 units of 600 kW and 750 kW WTGs, which were launched on the market in batches.
- 2004 We won the bid for the first wind power concession project of the PRC.
- We obtained approval from the MOST for the establishment of our “National Wind Power Engineering Technology Research Centre”.
- 2005 Our 1.2 MW WTG models commenced operation in the wind farm at Dabancheng, Xinjiang.
- 2006 The World Wind Energy Association awarded the “2006 World Wind Energy Award” to our Company and our Chairman, Mr. Wu Gang in recognition of our contribution to the development of the international wind power industry.
- Based on our accumulated installed capacity of WTGs in 2006, we were ranked tenth amongst global WTG manufacturers.
- We won the bid for the wind power project in Guanting, Beijing, becoming the green power supplier for the Beijing Olympics.
- We were ranked seventh amongst “100 Chinese Companies to Watch in 2007” by Forbes Magazine and rated as one of the companies with the greatest growth potential in China.
- 2007 The A Shares were listed on the SZSE.
- We shifted to independent development of our products and key technologies, and began sales of our 1.5 MW WTG product.
- We manufactured Asia’s first offshore 1.5 MW direct-drive permanent magnet WTG, which was installed in Bohai Bay, PRC.
- We completed the establishment of our nationwide production and service network in China.
- 2008 Our market share based on accumulated installed capacity was ranked first among WTG manufacturers in the PRC for three consecutive years.
- We successfully acquired German-based Vensys AG, which owned the advanced direct-drive technology and launched its 1.5 MW WTGs in the European market.

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We commenced international sales of our products, primarily targeting markets in the United States, Australia and Europe. Please see the subsection entitled “Business — Sales and Marketing — Overseas Business” in this prospectus for more details.

2009 Our newly-developed 2.5 MW direct-drive permanent magnet and 3.0 MW hybrid-drive WTG prototypes were produced and achieved successful grid connection.

2010 We launched our 2.5 MW direct-drive permanent magnet WTG in the market and commenced commercial production of this new WTG model.

Our 3.0 MW hybrid-drive WTG prototype is operating smoothly.

We began development of our 6.0 MW WTG model.