

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, or the contents of this document, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser duly authorised and regulated under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

Copies of this document are being sent to shareholders. If you have sold or otherwise transferred all of your ordinary shares in Gowin New Energy Group Limited, please send this document and any accompanying documents or forms as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred part only of your holding of ordinary shares in Gowin New Energy Group Limited, you should retain this document and any accompanying documents and forms and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Gowin New Energy Group Limited

(incorporated in the Cayman Islands as an exempted company with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “AGM”) of **Gowin New Energy Group Limited** (the “Company”) will be held at R Floor., No. 1086, Zhongzhen Rd., Taoyuan Dist., Taoyuan City 330, Taiwan on 19 March, 2019 at 3:00 p.m. (Taiwan time) 7:00 a.m. (London time) for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2017 together with the directors’ report and the auditors’ report thereon.
2. To approve the re-appointment of PKF Littlejohn LLP as auditors of the Company, and to authorize the directors to determine the auditors’ remuneration.

3. To approve the re-election of Mr. Chen Chih-Lung who retires as a director in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election.
4. THAT in accordance with and pursuant to Article 20 of the amended and restated articles of association of the Company (the "**Amended Articles of Association**"), the directors of the Company be and are hereby generally and unconditionally authorised to allot ordinary shares of GBP 0.01 ("**Ordinary Shares**") each up to an aggregate nominal amount of GBP12,099,995, or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Ordinary Share Rights**") up to an aggregate nominal amount of GBP12,099,995, provided that this authority shall, unless previously revoked, varied or extended by a resolution of the Company at a general meeting expire on the date that is fifteen months from the date of passing of this resolution, or at the conclusion of the next Annual General Meeting of the Company if earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or such rights to be granted and the directors may allot shares or grant share rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.
5. THAT in accordance with and pursuant to Article 20 of the Amended Articles of Association, the Directors be and are hereby generally and unconditionally authorized to exercise all the powers of the Company to allot up to an aggregate nominal amount of GBP 5,000,000 new preference shares of GBP 0.02 each ("**Preference Shares**"), such Preference Shares to have the rights as set out in the amended and restated memorandum of association of the Company and the Amended Articles of Association to be allotted pursuant to Special Resolution 6 below provided that this authority shall, unless previously revoked, varied or renewed by a resolution of the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry make an offer or agreement which would or might require Relevant Securities (as defined in the Amended Articles of Association) to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

SPECIAL RESOLUTION

To consider and, if thought fit, pass the following resolutions as Special Resolution:

6. THAT, subject to the passing of ordinary resolutions 4 and 5 above and in accordance with Article 33 of the Amended Articles of Association, the directors of the Company be and are hereby generally empowered to allot Equity Securities (as defined in Article 28 of the Amended Articles of Association) pursuant to the authority conferred by Resolutions 4 and 5 above, as if Article 29 of the Amended Articles of Association did not apply to any such allotment, provided that this power shall be limited to the allotment of Equity Securities up to an aggregate nominal amount of GBP12,099,995 for the Ordinary Shares and up to an aggregate nominal amount of GBP5,000,000 for the Preference Shares and shall expire (unless previously revoked, varied or extended by the Company at a general meeting) on the date that is fifteen months from the date of passing of this resolution, or at the conclusion of the next Annual General Meeting of the Company if earlier, save that Company may, before such expiry, make an offer or agreement which would or might require Equity Securities to be allotted and the directors of the Company may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Dr. Garry Willinge

Chairman

Date: 22 February, 2018

Registered Office:

Cricket Square, Hutchins Drive, PO Box 2681

Grand Cayman KY1-1111 Cayman Islands

Notes:

1. You will not receive a Form of Proxy for the 2019 AGM in the post. Instead, you can vote online at www.signalshares.com. To register, you will need your Investor Code, which can be found on your share certificate, once logged on, click on the 'Vote Online Now' button to vote. Proxy votes should be submitted as early as possible and in any event, no later than 7.00 am on 17 March 2019. Submission of a proxy vote will not preclude you from attending the AGM and voting in person should you subsequently find that you are able to be present. You may request a hard copy proxy form directly from the Registrars, Link Asset Services on 0871 664 0300. (Calls cost 12p per minute plus your phone company's access charge. If you are outside the United Kingdom, please call +44 371 664 0300. Calls outside the United Kingdom will be charged at the

applicable international rate). Lines are open between 9.00a.m. – 5.30 p.m., Monday to Friday, excluding public holidays in England and Wales..

2. A Shareholder entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, speak and vote instead of him/her. A proxy need not be a Shareholder of the Company. Appointment of a proxy will not preclude a Shareholder from attending and voting in person at the meeting.
3. The instrument appointing a proxy (and any power of attorney or other authority under which it is signed, or a certified copy of such authority) shall be entered online at www.signalshares.com or deposited at the Company's share registrars' office, Link Asset Services, PXS1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF, United Kingdom by 7:00 am on 17 March 2019 (London time). Completion and return of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting.
4. A proxy shall have no powers, as such, at any meeting at which his appointor is present in person or, being a company, by a duly authorized representative. If two or more proxies are present at a meeting and in accordance with their terms of appointment seek to vote on the same matter in respect of the same shares, the chairman shall in his absolute discretion decide which vote to accept and which vote or votes to disallow, or he may disallow all such votes.
5. Please indicate how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
6. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
7. In the case of joint holders of a share, if two or more of the joint owners are present in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding. If only one is present in person or by proxy he may vote on behalf of all joint owners.

8. The time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the meeting is close of business on 17 March 2019 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.
9. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same shares.
10. You will not receive a Form of Direction for the 2019 AGM in the post. Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Instructions should be transmitted so as to be received by no later than 7.00 am on 15 March 2019.
11. Depositary Interest holders wishing to attend the Annual General Meeting should contact the Depositary at Link Market Services Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by Email: info@linkgroup.com by no later than 7:00 am on 15 March 2019.