

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China WindPower Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China
WindPower 中国风电
中国风电集团有限公司*
China WindPower Group Limited
(Incorporated in Bermuda with limited liability)
(Stock Code: 182)

**GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
REFRESHMENT OF THE 10% GENERAL LIMIT ON
GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the Annual General Meeting to be held at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 20 June 2011 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend the Annual General Meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

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RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

| | |
|--------------------------|--|
| “Annual General Meeting” | the annual general meeting of the Company to be held at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 20 June 2011 at 10:00 a.m., or any adjournment thereof (or as the case may be) |
| “associate” | has the same meaning ascribed to it under the Listing Rules |
| “Board” | the board of Directors |
| “Bye-laws” | the bye-laws of the Company |
| “Company” | China WindPower Group Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange |
| “connected person(s)” | has the same meaning ascribed to it under the Listing Rules |
| “Directors” | the directors of the Company |
| “General Mandate” | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |

DEFINITIONS

| | |
|---------------------------|---|
| “Latest Practicable Date” | 16 May 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Refreshment” | the proposed refreshment of the 10% general limit on grant of options under the Share Option Scheme |
| “Repurchase Mandate” | a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Annual General Meeting |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time |
| “Share(s)” | the ordinary share(s) of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |
| “Share Option Scheme” | the share option scheme adopted by the Company at the annual general meeting on 16 April 2007 |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | The Codes on Takeovers and Mergers and Share Repurchases |
| “%” | per cent. |

LETTER FROM THE BOARD



中国风电集团有限公司*

China WindPower Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 182)

Executive Directors:

Mr. Liu Shunxing (*Chairman and
Chief Executive Officer*)

Mr. Ko Chun Shun, Johnson (*Vice Chairman*)

Mr. Wang Xun

Mr. Yang Zhifeng

Ms. Liu Jianhong

Mr. Yu Weizhou

Ms. Ko Wing Yan, Samantha

Mr. Chan Kam Kwan, Jason

Non-executive Director:

Mr. Tsoi Tong Hoo, Tony

Independent non-executive Directors:

Dr. Zhou Dadi

Dr. Wong Yau Kar, David JP

Mr. Yap Fat Suan

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

Unit 3901,

Far East Finance Centre

16 Harcourt Road

Admiralty

Hong Kong

19 May 2011

To the Shareholders

Dear Sir or Madam,

**GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
REFRESHMENT OF THE 10% GENERAL LIMIT ON
GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the Annual General Meeting to enable you to make decisions on whether to vote for or against those resolutions.

* for identification purpose only

LETTER FROM THE BOARD

At the Annual General Meeting, resolutions, amongst others, will be proposed for the Shareholders to approve (i) the General Mandate; (ii) the Repurchase Mandate; (iii) the Refreshment; and (iv) the re-election of the Directors.

GENERAL MANDATE TO ISSUE NEW SHARES

The Directors consider that it is in the best interests of the Company and its Shareholders to grant the General Mandate to the Directors to enhance the flexibility of any possible fund raising or acquisition. At the Annual General Meeting, an ordinary resolution will be proposed to approve the General Mandate for the Directors to allot, issue and otherwise deal with new Shares not exceeding in aggregate 20% of the nominal amount of the share capital of the Company in issue at the date of passing such resolution. As at the Latest Practicable Date, the number of shares in issue were 7,393,069,965. Assuming no further shares will be issued before the date of the Annual General Meeting, the Directors would be granted a General Mandate to issue up to 1,478,613,993 Shares.

The General Mandate, if granted will continue in force until (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or (b) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

If the resolution for the Repurchase Mandate is passed at the Annual General Meeting, the Repurchase Mandate would continue in force until (a) the conclusion of the next annual general meeting of the Company after the Annual General Meeting; or (b) it is revoked or varied by an ordinary resolution passed in a general meeting of the Company.

An explanatory statement to provide the Shareholders with all the information reasonably necessary for them to make an informed decision in relation to the proposed resolution as required by the Listing Rules on the Stock Exchange concerning the regulation of purchase by companies of their own shares on the Stock Exchange is set out in the Appendix I to this circular.

REFRESHMENT OF THE 10% GENERAL LIMIT ON GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

On 16 April 2007, the Company adopted the Share Option Scheme in compliance with the Listing Rules in respect of the share option schemes of a listed company.

LETTER FROM THE BOARD

At the annual general meeting held on 22 September 2009, the Company had refreshed the general limit of the Share Option Scheme, which allowed the Company to grant 727,833,996 share options. The Company had granted 130,000,000 share options and 200,000,000 share options in the years of 2010 and 2011 respectively. Unless the 10% general limit on grant of options under the Share Option Scheme is “refreshed”, only up to 397,833,996 share options may be granted under the Share Option Scheme.

Since 16 April 2007, the Company has totally granted 490,080,000 share options, of which 13,990,000 has been exercised, and 13,485,000 were cancelled and no share options lapsed. There were 462,605,000 share options remained outstanding as at the Latest Practicable Date, which represent approximately 6.26% of the total issued share capital of the Company.

The Refreshment will enable the Company to grant further options to qualified persons, being any employee, executive or officer of the Group (including executive and non-executive Directors) and any supplier, consultant, agent, adviser, shareholder, customer, partner, business associate who, at the sole discretion of the Board, will contribute or has contributed to the Group as incentives or rewards.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time will not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, there were 7,393,069,965 Shares in issue. Assuming that no further Shares will be issued prior to the date of approving the refreshed general limit by the Shareholders, the maximum number of options that can be granted by the Company under the refreshed limit would be 739,306,996 Shares.

Conditions

The Refreshment is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the 10% general limit on grant of options under the Share Option Scheme; and
- (b) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed general limit of the Share Option Scheme.

LETTER FROM THE BOARD

Application for Listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of any options that may be granted under the Refreshment.

RE-ELECTION OF DIRECTORS

Pursuant to the Bye-law 99, Messrs. Ko Chun Shun, Johnson, Chan Kam Kwan, Jason, Tsoi Tong Hoo, Tony and Dr. Wong Yau Kar, David, JP shall retire and, being eligible, have offered themselves for re-election at the Annual General Meeting.

Mr. Ko Chun Shun, Johnson, aged 59, has been the Chairman of the Company and executive Director since 2006. Mr. Ko is also a substantial shareholder of the Company. He was re-designated to be the Vice-Chairman of the Company in June 2009. Mr. Ko is also the chairman and executive director of DVN (Holdings) Limited and Varitronix International Limited. Mr. Ko was also the chairman and executive director of Sheng Yuan Holdings Limited (formerly known as MAE Holdings Limited) until June 2009. The above companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Ko did not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Ko was deemed to have an interest in 2,000,000,000 Shares through his interest in Gain Alpha Finance Limited (Mr. Ko is the sole beneficial owner and director of Gain Alpha Finance Limited) and has 6,000,000 share options of the Company within the meaning of Part XV of the SFO.

Mr. Ko is the father of Ms. Ko Wing Yan, Samantha, an executive Director. Save as disclosed above, Mr. Ko does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Ko has not entered into any service contract with the Company and is not appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Mr. Ko's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition. Mr. Ko currently does not receive any fixed fee for acting as the Director. For the year ended 31 December 2010, Mr. Ko received an annual emolument of HK\$1,339,000.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Ko that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

LETTER FROM THE BOARD

Mr. Chan Kam Kwan, Jason, aged 37, has been the executive Director and company secretary of the Company since 2006. Mr. Chan graduated from the University of British Columbia in Canada with a Bachelor of Commerce Degree and is a member of the American Institute of Certified Public Accountants. Mr. Chan has extensive experience in accounting and corporate finance. Mr. Chan is the executive director of Wah Nam International Holdings Limited and an independent non-executive director of Guojin Resources Holdings Limited (formerly known as Jackin International Holdings Limited). He was also the independent non-executive director of M Dream Inworld Limited until June 2010. The above companies are listed on the Stock Exchange.

Save as disclosed above, Mr. Chan did not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Chan has 4,200,000 share options of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Chan did not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Chan has not entered into any service contract with the Company and is not appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Mr. Chan's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition. Mr. Chan currently does not receive any fixed fee for acting as the Director. For the year ended 31 December 2010, Mr. Chan received an annual emolument of HK\$312,000.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Chan that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Tsoi Tong Hoo, Tony, aged 46, has been the executive Director since 2006 and was re-designated to a non-executive Director in October 2007. Mr. Tsoi graduated from the University of Western Ontario, Canada with an Honours degree in Business Administration in 1986. He has been a Chartered Financial Analyst since 1989, and has extensive experience in the areas of investment research, investment banking and corporate management. Mr. Tsoi is the Chief Executive Officer and an executive director of Varitronix International Limited and an independent non-executive director of Fairwood Holdings Limited, both of which are listed on the Stock Exchange. Mr. Tsoi was selected as one of the "Hong Kong Young Industrialists 2010" by The Federation of Hong Kong Industries.

LETTER FROM THE BOARD

Save as disclosed above, Mr. Tsoi did not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Mr. Tsoi has 5,800,000 share options of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, Mr. Tsoi does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Mr. Tsoi has not entered into any service contract with the Company and is not appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Mr. Tsoi's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition. Mr. Tsoi currently does not receive any fixed fee for acting as the Director. For the year ended 31 December 2010, Mr. Tsoi received an annual emolument of HK\$144,000.

Save as disclosed above, there is no other matter relating to the re-election of Mr. Tsoi that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. Wong Yau Kar, David, JP aged 53, has been the independent non-executive Director since 2006. Dr. Wong holds a doctor's degree in economics from University of Chicago. Dr. Wong has extensive experience in direct investments and corporate finance. Currently, Dr. Wong is the managing director of United Overseas Investments Limited. Dr. Wong has also been actively participated in public services and to name a few, he has been a council member of the Hong Kong Institute of Directors since 1999 and a president of the Chinese Manufacturers' Association of Hong Kong. Dr. Wong is an independent non-executive director of Media China Corporation Limited and is the non-executive director of CIAM Group Limited, which are listed on the Stock Exchange.

Save as disclosed above, Dr. Wong did not have any directorship in other listed public companies in the past three years.

As at the Latest Practicable Date, Dr. Wong has 400,000 Shares and 2,600,000 share options of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, Dr. Wong does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

LETTER FROM THE BOARD

Dr. Wong is appointed for a term of 3 years and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. Dr. Wong's remuneration is determined by reference to his duties and responsibilities with the Company and the prevailing market condition. Dr. Wong currently receives a monthly remuneration of approximately HK\$12,000, subject to review by the remuneration committee and the Board from time to time.

Save as disclosed above, there is no other matter relating to the re-election of Dr. Wong that needs to be brought to the attention of the Shareholders, nor there is any other information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

RECOMMENDATIONS

Under the Listing Rules, all resolutions at the Annual General Meeting are required to be voted by poll. Accordingly, the Chairman of the Annual General Meeting will demand a poll vote for all the resolutions set out in the Notice of Annual General Meeting.

The Directors consider that all the proposed resolutions at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote for all the resolutions, including the resolution relating (i) the General Mandate; (ii) the Repurchase Mandate; (iii) the Refreshment; and (iv) the re-election of the Directors at the Annual General Meeting.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrars of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as practicable but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof should you so wish.

Yours faithfully,
For and on behalf of the Board
Liu Shunxing
Chairman and CEO

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide information to Shareholders regarding the Repurchase Mandate as referred to in the section headed “Repurchase Mandate” on page 4 of this circular.

SHARE CAPITAL

The shares proposed to be repurchased by a company must be fully paid-up. A maximum of 10% of the existing issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

It is proposed that up to 10% of the Shares in issue at the date of passing the resolution to approve the Repurchase Mandate may be repurchased. As at the Latest Practicable Date, the number of share in issue was 7,393,069,965 Shares. On the basis of such number (assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution), the Directors would be authorised to repurchase a maximum of 739,306,996 Shares.

REASONS FOR REPURCHASES

The Directors believe that the ability to repurchase shares is in the best interests of the Company and the Shareholders. Repurchases of shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share. The Directors are seeking the approval for the grant of the Repurchase Mandate to repurchase shares to give the Company the flexibility to do so if and when appropriate. The number(s) of shares to be repurchased, the price and other terms upon which the same are repurchased, and whether shares are to be repurchased on any occasion will be decided by the Directors at the relevant time having regard to the factors and circumstances then pertaining.

FUNDING OF REPURCHASE

It is envisaged that the funds required for any repurchase would be derived from the capital paid up on the shares being repurchased or from the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase, and in the case of any premium payable on such repurchase, funds of the Company which would otherwise be available for dividend or distribution or from the Company’s share premium account before the repurchase, being funds legally available for this purpose in accordance with the memorandum of association of the Company and the Bye-laws and the Companies Act 1981 of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2010 contained in the 2010 annual report) if the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

PRICES OF THE SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date were as follows:

| | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2010 | | |
| May | 0.85 | 0.68 |
| June | 0.79 | 0.65 |
| July | 0.82 | 0.71 |
| August | 0.87 | 0.76 |
| September | 0.92 | 0.81 |
| October | 0.91 | 0.78 |
| November | 0.82 | 0.75 |
| December | 0.80 | 0.75 |
| 2011 | | |
| January | 0.81 | 0.74 |
| February | 0.81 | 0.71 |
| March | 0.86 | 0.73 |
| April | 0.85 | 0.78 |
| May (up to the Latest Practicable Date) | 0.82 | 0.78 |

UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by Shareholders and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable law of Bermuda and the Bye-laws.

No other connected persons have notified the Company that they have a present intention to sell any shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders and exercised.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder’s proportionate interest in the voting rights of the Company will increase, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholder’s interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register of the substantial Shareholders’ interest maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the following Shareholders held 5% or more of the Company’s issued share capital:

- (i) Long positions in the Shares

| | | Approximate % of the issued share capital of the Company as at the Latest Practicable Date | |
|---|-------|--|--------|
| Name | Notes | Number of Shares held | |
| China Wind Power Investment Limited ("CWP Investment") | (1) | 2,023,469,387 | 27.37% |
| Gain Alpha Finance Limited ("Gain Alpha") | (2) | 2,000,000,000 | 27.05% |

Notes:

- (1) CWP Investment is wholly-owned by New Energy International Limited, which in turn is a wholly-owned subsidiary of Concord International Investment Limited (“Concord International”). Four executive Directors, namely Mr. Liu Shunxing, Mr. Wang Xun, Mr. Yang Zhifeng and Ms. Liu Jianhong held as to 64.64% of the issued shares of Concord International, and the above four Directors are directors of Concord International, New Energy International Limited and CWP Investment.
- (2) Mr. Ko Chun Shun, Johnson (“Mr. Ko”) is deemed to be interested in the 2,000,000,000 Shares held by Gain Alpha. Gain Alpha is wholly-owned by Mr. Ko, who is the director of Gain Alpha.

As at the Latest Practicable Date, CWP Investment and Gain Alpha are interested in approximately 27.37% and 27.05% respectively of the issued share capital of the Company. In the event that the Directors exercise the power to repurchase Shares in full pursuant to the Repurchase Mandate, the percentage of holding in the Shares by CWP Investment and Gain Alpha would be increased to approximately 30.41% and 30.06% respectively. Such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any takeover obligation of any party.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares held by the public falling below 25% of total number of Shares in issue.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

REPURCHASE OF SHARES

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



中国风电集团有限公司*

China WindPower Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 182)

NOTICE IS HEREBY GIVEN that the annual general meeting of China WindPower Group Limited (the “**Company**”) will be held at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Monday, 20 June 2011 at 10:00 a.m. (the “**Annual General Meeting**”) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements and reports of the directors and the independent auditor of the Company for the year ended 31 December 2010.
2. To re-elect the retiring directors and to authorize the board of directors of the Company to fix the directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as independent auditor and to authorise the board of directors of the Company to fix their remuneration.

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modifications, the following resolutions of the Company:

4. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the New Scheme Limit (as defined below), the Refreshment of the scheme limit of the Company’s Share Option Scheme adopted on 16 April 2007 and all other share option scheme(s) of the Company, up to 10 per cent. of the number of Shares in issue as at the date of passing this resolution (the “**New Scheme Limit**”) be and is hereby approved and any director of the Company be and is hereby authorised to do such act and execute such document to effect the New Scheme Limit.”

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

5. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by the Stock Exchange or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or bye-laws of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in a general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares to be purchased or agreed conditionally or unconditionally to be purchased by the directors of the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the issued share capital of the Company at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the bye-laws of the Company to be held; or
- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** the aggregate number of shares in the capital of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of Ordinary Resolution 6 (up to a maximum of 10 per cent. of the issued shares at the date of passing Ordinary Resolution 6) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Company pursuant to Ordinary Resolution 5 above.”

By order of the Board
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 19 May 2011

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy in the prescribed form together with a power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch share registrars, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding of the meeting.
3. As at the date hereof, the board of directors of the Company comprises Mr. Liu Shunxing (Chairman and Chief Executive Officer), Mr. Ko Chun Shun, Johnson (Vice-Chairman), Mr. Wang Xun, Mr. Yang Zhifeng, Ms. Liu Jianhong, Mr. Yu Weizhou, Ms. Ko Wing Yan and Mr. Chan Kam Kwan, Jason (each of whom is an executive director of the Company), Mr. Tsoi Tong Hoo, Tony (who is a non-executive director of the Company), and Dr. Zhou Dadi, Dr. Wong Yau Kar, David, JP, and Mr. Yap Fat Suan (each of whom is an independent non-executive director of the Company).