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中国风电集团有限公司*
China WindPower Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 182)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China WindPower Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) will be held at 10:00 a.m. on 11 June 2009, Thursday, at Unit 3901, Fast East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the contract dated 10 April 2009 (the “**JV Contract**”) entered into by 協合風電投資有限公司 (Century Concord Wind Power Investment Ltd.), a wholly-owned subsidiary of the Company, and 遼寧能源投資 (集團) 有限責任公司 (“**Liaoning Energy**”), pursuant to which 協合風電投資有限公司 and Liaoning Energy shall jointly establish the joint venture 阜新千佛山風力發電有限責任公司 at Zhangwu, Fuxin, Liaoning province, the PRC, as described in the circular of the Company dated 26 May 2009 (the “**Circular**”) (copies of the JV Contract and the Circular having been produced to the meeting marked “**A**” and “**B**” respectively and initiated for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the JV Contract.”

* *for identification purpose only*

2. “**THAT:**

- (a) the formation of five joint ventures (the “**New Joint Ventures**”) in Fuxin, Liaoning province, the PRC jointly by Liaoning Energy and the Group pursuant to the framework agreement dated 5 May 2009 entered into by the Company and Liaoning Energy (the “**Framework Agreement**”) as described in the Circular (a copy of the Framework Agreement having been produced to the meeting marked “C” and initiated for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Framework Agreement in relation to the formation of the New Joint Ventures.”

3. “**THAT:**

- (a) the possible grant of the guarantees by Liaoning Energy in respect of the external borrowings of the joint ventures (the “**Joint Ventures**”) jointly established/to be jointly established by the Group and Liaoning Energy and the possible grant of the counter indemnities by the Group to Liaoning Energy with the pledge of the Group’s equity interests in the Joint Ventures to Liaoning Energy as security (the “**Guarantees and Counter Indemnities**”) pursuant to the Framework Agreement as described in the Circular and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Framework Agreement in relation to the Guarantees and Counter Indemnities.”

4. “**THAT:**

- (a) the prospective provision of services (including wind power engineering, procurement and construction, manufacturing of wind tower tubes, wind power facilities design and maintenance) by the Group to Liaoning Energy and its associates (including the Joint Ventures) (the “**Provision of Services**”) pursuant to the Framework Agreement as described in the Circular and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed annual caps (the “**Caps**”) in relation to the Provision of Services for each of the three financial years ending 31 March 2010, 31 March 2011 and 31 March 2012 pursuant to the Framework Agreement as described in the Circular be and are hereby approved; and
- (c) any one director of the Company be and is hereby generally and unconditionally authorised to do all such acts and things, to sign and execute all such further documents for and on behalf of the Company by hand, or in case of execution of documents under seal, to do so jointly with any of a second director, a duly authorised representative of the director or the secretary of the Company and to take such steps as he may in his absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the transactions under the Framework Agreement in relation to the Provision of Services and the Caps.”

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

Hong Kong, 26 May 2009

Head office and principal place of business in Hong Kong:

Unit 3901
Far East Finance Center
16 Harcourt Road
Admiralty
Hong Kong

As at the date of this notice, the board comprises the following directors (“the Board”) of the Company:

Executive directors:

Mr. Ko Chun Shun, Johnson (*Chairman*)
Mr. Liu Shunxing (*Chief Executive Officer*)
Mr. Wang Xun
Mr. Yang Zhifeng
Ms. Liu Jianhong
Mr. Chan Kam Kwan, Jason

Non-executive director:

Mr. Tsoi Tong Hoo, Tony

Independent non-executive directors:

Mr. Ho Tak Man, Billy
Mr. Yap Fat Suan, Henry
Dr. Wong Yau Kar, David

Notes:

1. A circular containing details of the special general meeting of the Company has been sent to the shareholders of the Company today.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of that member. A proxy need not be a shareholder of the Company.
3. 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, or a notarially certified copy of that power of attorney or authority, must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Such prescribed form of proxy for use at the special general meeting is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.