



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 AGM

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China WindPower Group Limited will be held at Unit 3901, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on Tuesday, 15 July 2008 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited financial statements and reports of the Directors and auditors for the year ended 31 March 2007.
2. To receive and consider the audited financial statements and reports of the Directors and auditors for the year ended 31 March 2008.
3. To re-elect the following retiring directors:
 - (a) Wang Xun
 - (b) Yang Zhifeng
 - (c) Liu Jianhong
 - (d) Ho Tak Man, Billy
 - (e) Yap Fat Suan
4. To authorize the Board to fix the remuneration of the directors.
5. To re-appoint Messrs. PricewaterhouseCoopers as the auditors of the Company and authorise the Board to fix their remuneration.

* *for identification purpose only*

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

6. “**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.”
7. “**THAT:**
 - (A) subject to paragraph (C) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) 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) of this Resolution 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 in paragraph (A) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company 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% 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 earlier 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 by the Company’s Bye-laws to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion 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).”

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

Hong Kong, 21 June 2008

As at the date of this notice, the Board comprises the following directors:

Executive Directors:

Mr. Ko Chun Shun, Johnson (*Chairman*)
Mr. Liu Shunxing
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
Dr. Wong Yau Kar, David
Mr. Yap Fat Suan

Notes:

1. A circular containing details of the Annual General Meeting has been sent to the shareholders 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 registrars 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 annual general meeting is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.