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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 7 July 2010, Wednesday, 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 formation of 18 joint ventures (the “**New Joint Ventures**”) in Chaoyang (朝陽), Liaoning province, the PRC jointly by 遼寧能源投資(集團)有限責任公司 (“**Liaoning Energy**”) and the Group pursuant to the framework agreement dated 18 May 2010 entered into by the Company and Liaoning Energy (the “**2010 Framework Agreement**”) as described in a circular dated 18 June 2010 despatched by the Company to its shareholders in this regard (the “**First Circular**”) (a copy of the 2010 Framework Agreement and the First Circular having been produced to the meeting marked “**A**” and “**B**” 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 2010 Framework Agreement in relation to the formation of the New Joint Ventures.”

* *for identification purposes only*

2. “**THAT:**

- (a) the possible grant of the guarantees by the Group in respect of the external borrowings of the New Joint Ventures in favour of the financiers in proportion to the Group’s equity interests in the New Joint Ventures (the “**Group Guarantees**”), the possible grant of the guarantees by Liaoning Energy in respect of the external borrowings of New Joint Ventures 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 New Joint Ventures to Liaoning Energy as security (the “**Liaoning Energy Guarantees**” and the “**Counter Indemnities**”) pursuant to the 2010 Framework Agreement as described in the First 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 2010 Framework Agreement in relation to the Group Guarantees, the Liaoning Energy Guarantees and the Counter Indemnities.”

3. “**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 services) by the Group to Liaoning Energy and its associates (the “**Provision of Services**”) as described in the First Circular and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the proposed revised annual caps (the “**Revised Caps**”) in relation to the Provision of Services for each of the three financial years ending 31 December 2010, 31 December 2011 and 31 December 2012 as described in the First Circular be and are hereby approved;
- (c) the waiver from strict compliance with Rule 14A.35(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited regarding the entering into of a master agreement which governs the Provision of Services granted by The Stock Exchange of Hong Kong Limited on 28 May 2010 to the Company (the “**Waiver**”) (a copy of the Waiver 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

- (d) 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 in relation to the Provision of Services, the Revised Caps and the Waiver.”

4. **“THAT:**

- (a) the purchase of wind power electricity generation equipment by the Group from 華銳風電科技(集團)股份有限公司 for the Group’s phase 1 development and phase 2 development of its wind farm project in Guazhou (瓜州), Jiuquan (酒泉), Gansu province (甘肅省), the PRC pursuant to the two contracts entered into between the Group and 華銳風電科技(集團)股份有限公司 on 31 May 2010 (the **“Supplemental Phase 1 Contract”** and the **“Phase 2 Contract”**) as described in a circular dated 18 June 2010 despatched by the Company to its shareholders in this regard (the **“Second Circular”**) (copies of the Supplemental Phase 1 Contract, the Phase 2 Contract and the Second Circular having been produced to the meeting marked **“D”**, **“E”** and **“F”** 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 Supplemental Phase 1 Contract and the Phase 2 Contract.”

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

Hong Kong, 18 June 2010

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:

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 Directors:

Mr. Tsoi Tong Hoo, Tony

Independent non-executive Directors:

Dr. Zhou Dadi

Dr. Wong Yau Kar, David

Mr. Yap Fat Suan, Henry

Notes:

1. Any shareholder entitled to attend and vote at the special general 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.
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, 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.