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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 the Special General Meeting of **CHINA WINDPOWER GROUP LIMITED** (the “Company”) will be held at Unit 3901, 39/F, Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong on 12 March 2014, Wednesday at 10:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

(1) “THAT:

- (i) the allotment and issue of 880,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “Subscription Shares”) by the Company to Huadian Fuxin Energy Corporation Limited at a subscription price of HK\$0.43 per Subscription Share pursuant to the terms of the subscription and business co-operation agreement dated 18 December 2013 (the “Agreement”) entered into between the Company and Huadian Fuxin Energy Corporation Limited, details of the Agreement are set out in the circular of the Company dated 23 January 2014 (the “Circular”) (copies of the Agreement and the Circular having been produced to the meeting marked “A” and “B” respectively and initialed for the purposes of identification by the chairman of the meeting) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified;
- (ii) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares, the directors of the Company be and are hereby generally and unconditionally authorised to allot and issue such number of Subscription Shares which will be issued pursuant to

* *for identification purpose only*

the Agreement, and that the Subscription Shares, when allotted and issued, shall rank pari passu in all respects with all other ordinary shares of HK\$0.01 each in the share capital of the Company in issue as at the date of such allotment and issue; and

- (iii) any one director of the Company be and is hereby generally and unconditionally authorized 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 authorized 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 Agreement.”

By Order of the Board
CHINA WINDPOWER GROUP LIMITED
Chan Kam Kwan, Jason
Company Secretary

Hong Kong, 23 January 2014

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, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrars of the Company, 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 the meeting.
3. As at the date hereof, the board of directors of the Company comprises Mr. Liu Shunxing (Chairman), Mr. Ko Chun Shun, Johnson (Vice Chairman and executive Director), Mr. Yang Zhifeng (Chief Executive Officer), Mr. Wang Xun, Ms. Liu Jianhong, Mr. Yu Weizhou, Mr. Zhou Zhizhong and Ms. Ko Wing Yan, Samantha (who are executive Directors) and Dr. Wong Yau Kar, David BBS, JP, Mr. Yap Fat Suan, Henry, Dr. Shang Li and Ms. Huang Jian (who are independent non-executive Directors).