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)

FORM OF PROXY

No. of shares to which this form of proxy relates *(Note 1)*	

I/We *(Note 2)* ____

of ____ being the registered holder(s) of shares of HK$0.01 each ("Share(s)") in the share capital of CHINA WINDPOWER GROUP LIMITED (the "Company") hereby appoint *(Note 3)* the Chairman of the Annual General Meeting (the "Meeting") or ____

____

or failing him ____

of ____

as my/our proxy/proxies to attend and act for me/us at the Meeting (and any adjournment thereof) to 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 purposes of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting and at the Meeting (and any adjournment thereof) to vote for me/us and in my/our names(s) in respect of the resolutions as indicated below:

ORDINARY RESOLUTIONS	For *(Note 4)*	Against *(Note 4)*
1. To receive and consider the audited financial statements and reports of the directors and the auditors for the year ended 31 March 2007.		
2. To receive and consider the audited financial statements and reports of the directors and the auditors for the year ended 31 March 2008.		
3. A. To re-elect Wang Xun		
B. To re-elect Yang Zhifeng		
C. To re-elect Liu Jianhong		
D. To re-elect Ho Tak Man, Billy		
E. To re-elect Yap Fat Suan		
4. To authorise the board of directors to fix the directors' remuneration.		
5. To re-appoint Messrs. PricewaterhouseCoopers as the auditors and to authorize the directors to fix their remuneration.		
6. To refresh the 10% general limit on grant of options under the share option scheme of the Company.		
7. To give a general mandate to the directors to issue and allot shares not exceeding 20% of the issued share capital of the Company.		

Date this ____________________ day of ____________________ 2008.   Signature *(Note 5)* ____________________

Notes:

1. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
3. If any proxy other than the Chairman of the Meeting is preferred, delete words **"THE CHAIRMAN OF THE MEETING"** and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR" IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST"**. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting (or any adjournment thereof) other than those referred to in the notice convening the Meeting.
5. This instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders present at the Meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
8. Any shareholder entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
9. Any alteration made to this form of proxy must be initialed by the person who signs it.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

* *For identification purpose only*