



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 31/05/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China WindPower Group LimitedDate Submitted 4 June 2009**I. Movements in Authorised Share Capital****1. Ordinary Shares**

(1) Stock code :	<u>00182</u>	Description :	<u>CHINA WINDPOWER</u>
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000.00</u>
(2) Stock code :	<u>- -</u>	Description :	<u>- -</u>
	No. of ordinary shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 2. Preference Shares

Stock code :	- -	Description :	- -
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u>2,500,000,000</u>	<u>HK\$0.01</u>	<u>HK\$25,000,000.00</u>
Increase/(decrease)	<u>0</u>		<u>0</u>
Balance at close of the month	<u>2,500,000,000</u>	<u>HK\$0.01</u>	<u>HK\$25,000,000.00</u>

## 3. Other Classes of Shares

Stock code :	- -	Description :	- -
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$125,000,000.00**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>6,254,470,578</u>	<u>--</u>	<u>--</u>	<u>--</u>
Increase/ (decrease) during the month	<u>0</u>	<u>--</u>	<u>--</u>	<u>--</u>
Balance at close of the month	<u>6,254,470,578</u>	<u>--</u>	<u>--</u>	<u>--</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option						
Scheme Adopted						
at the AGM on						
16/04/2007,						
exercise price of						
HK\$0.45 per share						
Ordinary shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>60,080,000</u>
(Note 1)						
2. Share Option						
Scheme Adopted						
at the AGM on						
16/04/2007,						
exercise price of						
HK\$0.302 per share						
(See Remarks)						
Ordinary shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>100,000,000</u>
(Note 1)						
3. --						
( / / )						
shares	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>	<u>--</u>
(Note 1)						
Total A. (Ordinary shares)					<u>0</u>	
(Preference shares)					<u>--</u>	
(Other class)					<u>--</u>	
Total funds raised during the month from exercise of options (State currency)				<u>0</u>		

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ (   /   /   ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (   /   /   )	_____	_____	_____	_____	_____	_____
2. _____ _____ _____ (   /   /   ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (   /   /   )	_____	_____	_____	_____	_____	_____
3. _____ _____ _____ (   /   /   ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (   /   /   )	_____	_____	_____	_____	_____	_____
4. _____ _____ _____ (   /   /   ) Stock code (if listed) _____ Class of shares issuable ( <i>Note 1</i> ) _____ Subscription price _____ EGM approval date (if applicable) _____ (dd/mm/yyyy) _____ (   /   /   )	_____	_____	_____	_____	_____	_____
<div style="text-align: right;"> Total B.   (Ordinary shares) _____  (Preference shares) _____  (Other class) _____ </div>						

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		
1. Convertible Notes						
	HK\$	31,700,000.00	0	31,700,000.00	0	320,202,020
Stock code (if listed)	--					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$0.099					
EGM approval date (if applicable) (dd/mm/yyyy)	(30/07/2007)					
2. --						
	--	--	--	--	--	--
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. --						
	--	--	--	--	--	--
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. --						
	--	--	--	--	--	--
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Total C. (Ordinary shares)					0	
(Preference shares)					--	
(Other class)					--	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
2. _____ _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
3. _____ _____ _____ _____ _____ ( / / ) _____ shares ( <i>Note 1</i> )		
<div>Total D. (Ordinary shares)</div> <div>(Preference shares)</div> <div>(Other class)</div>		

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
2. Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
3. Placing	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____
4. Bonus issue		Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	_____	_____

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5. Scrip dividend	At price : State currency	_____	Class of shares issuable (Note 1)	_____	
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
6. Repurchase of shares			Class of shares repurchased (Note 1)	_____	
			Cancellation date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
7. Redemption of shares			Class of shares redeemed (Note 1)	_____	
			Redemption date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
8. Consideration issue	At price : State currency	_____	Class of shares issuable (Note 1)	_____	
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	



For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>		
10. Other (Please specify)	<p>At price : State currency _____</p> <p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>		
Total E.		(Ordinary shares)	
		(Preference shares)	
		(Other class)	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0
	(2)	- -
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		0
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		- -
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

**Refreshment of the 10% general limit on grant of Share Options under the Share Option Scheme was approved at the AGM held on 15/07/2008.**

Submitted by: Tricor Tengis Limited

Title: Branch Share Registrar  
(Director, Secretary or other duly authorised officer)

*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*