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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China WindPower Group Limited (the "**Company**") will be held at 10:00 a.m. on 27 April 2009, Monday 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 resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the sale and purchase agreement dated 5 March 2009 (the "**Sale and Purchase Agreement**"), entered into by the Company and Mr. Ko Chun Shun, Johnson ("**Mr. Ko**"), pursuant to which the Company has agreed to sell and Mr. Ko has agreed to acquire the entire issued share capital of China Windpower Group Limited, for an aggregate consideration of HK$34,000,000, details of the Sale and Purchase Agreement are set out in the circular of the Company dated 27 March 2009 (the "**Circular**") (copies of the Sale and Purchase Agreement and the Circular having been produced to the meeting marked "**A**" and "**B**" respectively 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

* *for identification purpose only*

(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 Sale and Purchase Agreement."

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

Hong Kong, 27 March 2009

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

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 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.