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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 Center, 16 Harcourt Road, Admiralty, Hong Kong on 10 November 2011, Thursday at 10:00 a.m. to consider and, if thought fit, pass with or without modifications, the following resolution of the Company:

SPECIAL RESOLUTION

(1) **“THAT:**

- (a) the entire amount of approximately HK\$2,977,754,000 standing to the credit of the share premium account of the Company as at the business day immediately following the date of the special general meeting convened by this notice be cancelled;
- (b) the credit which will arise as a result of the cancellation of the entire amount of approximately HK\$2,977,754,000 standing to the credit to the share premium account to be effected pursuant to paragraph (a) of this resolution above be transferred to the contributed surplus account of the Company and then applied to eliminate the entire balance in the Company’s accumulated loss of approximately HK\$380,777,000 account as at 31 December 2010 on a dollar for dollar basis and the directors of the Company (the **“Directors”**) be and are hereby authorised to apply such surplus (if any) in such manner as may be permitted by the bye-laws of the Company;

* *for identification purposes only*

- (c) the Directors be and are hereby generally and unconditionally authorised to prepare and execute all documents and to do all things they consider necessary, expedient and appropriate to effect and implement any of the foregoing.”

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

Hong Kong, 12 October 2011

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, Mr. Ko Chun Shun, Johnson, Mr. Wang Xun, Mr. Yang Zhifeng, Ms. Liu Jianhong, Mr. Yu Weizhou, Mr. Zhou Zhizhong, Ms. Ko Wing Yan, Samantha and Mr. Chan Kam Kwan, Jason (who are executive directors), Mr. Tsoi Tong Hoo, Tony (who is non-executive director), and Dr. Zhou Dadi, Dr. Wong Yau Kar, David JP and Mr. Yap Fat Suan (who are independent non-executive directors).