



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities****For the month ended (dd/mm/yyyy) :** 29/2/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China WindPower Group LimitedDate Submitted 5 March 2012**I. Movements in Authorised Share Capital****1. Ordinary Shares**

|                                     |                           |  |  |
|-------------------------------------|---------------------------|--|--|
| (1) Stock code :                    | <u>00182</u>              | Description :                              | <u>CHINA WINDPOWER</u>                                   |
|                                     | No. of ordinary<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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<br>classes of shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <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>7,393,594,965</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>7,393,594,965</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>310,000</u>   | <u>0</u> | <u>0</u>   | <u>44,550,000</u>   |
| (Note 1)   |                           |           |                  |          |  |   |
| 2. Share option  |                           |           |                  |          |  |   |
| Scheme adopted   |                           |           |                  |          |  |   |
| at the AGM on  |                           |           |                  |          |  |   |
| 16/04/2007,  |                           |           |                  |          |  |   |
| exercise price of  |                           |           |                  |          |  |   |
| HK\$0.302 per share  |                           |           |                  |          |  |   |
| Ordinary shares  | <u>0</u>                  | <u>0</u>  | <u>750,000</u>   | <u>0</u> | <u>0</u>   | <u>79,310,000</u>   |
| (Note 1)   |                           |           |                  |          |  |   |
| 3. Share option  |                           |           |                  |          |  |   |
| Scheme adopted   |                           |           |                  |          |  |   |
| at the AGM on  |                           |           |                  |          |  |   |
| 16/04/2007,  |                           |           |                  |          |  |   |
| exercise price of  |                           |           |                  |          |  |   |
| HK\$0.890 per share  |                           |           |                  |          |  |   |
| Ordinary shares  | <u>0</u>                  | <u>0</u>  | <u>1,120,000</u> | <u>0</u> | <u>0</u>   | <u>118,600,000</u>  |
| (Note 1)   |                           |           |                  |          |  |   |

## 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 |  |   |
| 4. Share option  |                           |           |           |        |  |   |
| Scheme adopted   |                           |           |           |        |  |   |
| at the AGM on  |                           |           |           |        |  |   |
| 16/04/2007,  |                           |           |           |        |  |   |
| exercise price of  |                           |           |           |        |  |   |
| HK\$0.80 per share   |                           |           |           |        |  |   |
| Ordinary shares  | 0                         | 0         | 2,900,000 | 0      | 0  | 187,760,000   |
| (Note 1)   |                           |           |           |        |  |   |
| 5. - -   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   | --                        | --        | --        | --     | --   | --  |
| (Note 1)   |                           |           |           |        |  |   |
| 6. - -   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   | --                        | --        | --        | --     | --   | --  |
| (Note 1)   |                           |           |           |        |  |   |
| 7. - -   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   | --                        | --        | --        | --     | --   | --  |
| (Note 1)   |                           |           |           |        |  |   |
| 8. - -   |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
|  |                           |           |           |        |  |   |
| ( / / )  |                           |           |           |        |  |   |
| shares   | --                        | --        | --        | --     | --   | --  |
| (Note 1)   |                           |           |           |        |  |   |
| Total A. (Ordinary shares)   |                           |           |           |        | 0  |   |
| (Preference shares)  |                           |           |           |        | --   |   |
| (Other class)  |                           |           |           |        | --   |   |
| Total funds raised during the month from exercise of options (State currency)                            | 0                         |           |           |        |  |   |

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

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

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

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount 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) |                                | ( / / )                            |                            |                              |  |   |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              |  |   |
| (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. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| 2. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>shares ( <i>Note 1</i> )   |  |   |
| 3. _____<br>_____<br>_____<br>_____<br>(   /   /   )<br>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 _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____  | _____   |



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

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Submitted by: Tricor Tengis Limited

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

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*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.*