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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)**

**DISCLOSEABLE TRANSACTION  
FORMATION OF JOINT VENTURES**

On 30 November 2012, Mendong Century and Century Concord entered into the Agreements pursuant to which the registered capital of each of Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord shall be increased from RMB5 million to RMB12.5 million by way of Mendong Century making a cash contribution of RMB7.5 million into the registered capital of each of Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord respectively.

As at the date of this announcement, each of Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord is a wholly-owned subsidiary of the Company. Upon completion of the Capital Increases and the Further Capital Increases, each of Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord will be owned as to 60% by Mendong Century and 40% by Century Concord. Each of Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord shall cease to be a subsidiary of the Company and shall be accounted for as a jointly-controlled entity in the consolidated financial statements of the Company.

The Jianghua Agreement, the Jingmen Agreement and the Hebi Agreement involve establishing joint venture entities and in aggregate constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

In aggregate with the 2011 Disposals and the Suqian Capital Increase, the transactions contemplated under the Agreements constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

\* *for identification purpose only*

# THE JIANGHUA AGREEMENT

## Date

30 November 2012

## Parties

Mendong Century  
Century Concord

Pursuant to the Jianghua Agreement, the registered capital of Jianghua Century Concord shall be increased from RMB5 million to RMB12.5 million by way of Mendong Century making a cash contribution of RMB7.5 million into the registered capital of Jianghua Century Concord. Mendong Century and Century Concord shall make further contributions in proportion to their respective equity interests in Jianghua Century Concord to increase the paid-up registered capital to RMB89.53 million.

## Information on Jianghua Century Concord

Jianghua Century Concord was established on 13 October 2011. Under the Jianghua Agreement, Mendong Century and Century Concord agreed to develop the first phase of the Jianghua Wind Farm Project with a total capacity of 48MW. Jianghua Century Concord is preparing to start the construction work of the first phase of the Jianghua Wind Farm Project.

As at the date of this announcement, the registered capital of Jianghua Century Concord is RMB5 million. Mendong Century and Century Concord have agreed that the total investment amount of Jianghua Century Concord will be RMB363.6 million and the total registered capital of Jianghua Century Concord will be increased to RMB89.53 million upon completion of the Jianghua Further Capital Increase.

As at 31 October 2012, Jianghua Century Concord had unaudited net assets of approximately RMB5 million. As at the date of this announcement, Jianghua Century Concord had yet to commence operation and did not record any income or expense in its income statement.

As at the date of this announcement, Jianghua Century Concord is a wholly-owned subsidiary of the Company with paid-up registered capital of RMB5 million. Upon completion of the Jianghua Capital Increase and the Jianghua Further Capital Increase, Jianghua Century Concord will be owned as to 60% by Mendong Century and 40% by Century Concord. Jianghua Century Concord shall cease to be a subsidiary of the Company and shall be accounted for as a jointly-controlled entity in the consolidated financial statements of the Company.

As set out in the Jianghua Agreement, Century Concord plans to procure the commissioning of the Jianghua Wind Farm Project by 30 June 2013.

## **Consideration**

The consideration for the Jianghua Capital Increase and the Jianghua Further Capital Increase was determined after arm's length negotiations between the parties. In agreeing the terms, the Group has considered, among other factors, the net asset value of Jianghua Century Concord and its capital. The consideration for the Jianghua Capital Increase and the Jianghua Further Capital Increase will be used for the development of the Jianghua Wind Farm Project.

Having regard to the net asset value of Jianghua Century Concord as at 31 October 2012 and the terms of the Jianghua Capital Increase, the Company does not expect to report any gain or loss from the Jianghua Capital Increase.

## **Counter Indemnities**

The total investment amount of Jianghua Century Concord is RMB363.6 million. Under the Jianghua Agreement, the difference between the total investment amount and the total registered capital amount is expected to be raised by Jianghua Century Concord in the form of external borrowings. If required by financiers, Mendong Century shall guarantee the entire amount of any borrowing made to Jianghua Century Concord. Century Concord will pledge its share of equity interests in Jianghua Century Concord as security in favour of Mendong Century for the Jianghua Counter Indemnities to Mendong Century. In case Mendong Century calls on the Jianghua Counter Indemnities, the maximum liability of Century Concord on the Jianghua Counter Indemnities shall be the surrender of all its equity interest in Jianghua Century Concord.

## **THE JINGMEN AGREEMENT**

### **Date**

30 November 2012

### **Parties**

Mendong Century  
Century Concord

Pursuant to the Jingmen Agreement, the registered capital of Jingmen Century Concord shall be increased from RMB5 million to RMB12.5 million by way of Mendong Century making a cash contribution of RMB7.5 million into the registered capital of Jingmen Century Concord. Mendong Century and Century Concord shall make further contributions in proportion to their respective equity interests in Jingmen Century Concord to increase the paid-up registered capital to RMB92,356,800.

## **Information on Jingmen Century Concord**

Jingmen Century Concord was established on 28 February 2012. Under the Jingmen Agreement, Mendong Century and Century Concord agreed to develop the first phase of the Jingmen Wind Farm Project with a total capacity of 48MW. Jingmen Century Concord is preparing to start the first phase construction work of the Jingmen Wind Farm Project.

As at the date of this announcement, the registered capital of Jingmen Century Concord is RMB5 million. Mendong Century and Century Concord have agreed that the total investment amount of Jingmen Century Concord will be RMB366,528,000 and the total registered capital of Jingmen Century Concord will be increased to RMB92,356,800 upon completion of the Jingmen Further Capital Increase.

As at 31 October 2012, Jingmen Century Concord had unaudited net assets of approximately RMB5 million. As at the date of this announcement, Jingmen Century Concord had yet to commence operation and did not record any income or expense in its income statement.

As at the date of this announcement, Jingmen Century Concord is a wholly-owned subsidiary of the Company with paid-up registered capital of RMB5 million. Upon completion of the Jingmen Capital Increase and the Jingmen Further Capital Increase, Jingmen Century Concord will be owned as to 60% by Mendong Century and 40% by Century Concord. Jingmen Century Concord shall cease to be a subsidiary of the Company and shall be accounted for as a jointly-controlled entity in the consolidated financial statements of the Company.

As set out in the Jingmen Agreement, Century Concord plans to procure the commissioning of the Jingmen Wind Farm Project by 30 September 2013.

## **Consideration**

The consideration for the Jingmen Capital Increase and the Jingmen Further Capital Increase determined after arm's length negotiations between the parties. In agreeing the terms, the Group has considered, among other factors, the net asset value of Jingmen Century Concord and its capital. The consideration for the Jingmen Capital Increase and the Jingmen Further Capital Increase will be used for the development of the Jingmen Wind Farm Project.

Having regard to the net asset value of Jingmen Century Concord as at 31 October 2012 and the terms of the Jingmen Capital Increase, the Company does not expect to report any gain or loss from the Jingmen Capital Increase.

## **Counter Indemnities**

The total investment amount of Jingmen Century Concord is RMB366,528,000. Under the Jingmen Agreement, the difference between the total investment amount and the total registered capital amount is expected to be raised by Jingmen Century Concord in the form of external borrowings. If required by financiers, Mendong Century shall guarantee the entire amount of any borrowing made to Jingmen Century Concord. Century Concord will pledge its share of equity interests in Jingmen Century Concord as security in favour of Mendong Century for the Jingmen Counter Indemnities to Mendong Century. In case Mendong Century calls on the Jingmen Counter Indemnities, the maximum liability of Century Concord on the Jingmen Counter Indemnities shall be the surrender of all its equity interest in Jingmen Century Concord.

## **THE HEBI AGREEMENT**

### **Date**

30 November 2012

### **Parties**

Mendong Century  
Century Concord

Pursuant to the Hebi Agreement, the registered capital of Hebi Century Concord shall be increased from RMB5 million to RMB12.5 million by way of Mendong Century making a cash contribution of RMB7.5 million into the registered capital of Hebi Century Concord. Mendong Century and Century Concord shall make further contributions in proportion to their respective equity interests in Hebi Century Concord to increase the paid-up registered capital to RMB147.42 million.

### **Information on Hebi Century Concord**

Hebi Century Concord was established on 19 April 2011. Under the Hebi Agreement, Mendong Century and Century Concord agreed to develop the first phase of the Hebi Wind Farm Project with a total capacity of 49.5MW. Hebi Century Concord is preparing to start the first phase construction work of the Hebi Wind Farm Project.

As at the date of this announcement, the registered capital of Hebi Century Concord is RMB5 million. Mendong Century and Century Concord have agreed that the total investment amount of Hebi Century Concord will be RMB374,220,000 and the total registered capital of Hebi Century Concord will be increased to RMB147.42 million upon completion of the Hebi Further Capital Increase.

As at 31 October 2012, Hebi Century Concord had unaudited net assets of approximately RMB5 million. As at the date of this announcement, Hebi Century Concord had yet to commence operation and did not record any income or expense in its income statement.

As at the date of this announcement, Hebi Century Concord is a wholly-owned subsidiary of the Company with paid-up registered capital of RMB5 million. Upon completion of the Hebi Capital Increase and the Hebi Further Capital Increase, Hebi Century Concord will be owned as to 60% by Mendong Century and 40% by Century Concord. Hebi Century Concord shall cease to be a subsidiary of the Company and shall be accounted for as a jointly-controlled entity in the consolidated financial statements of the Company.

As set out in the Hebi Agreement, Century Concord plans to procure the commissioning of the Hebi Wind Farm Project by 30 August 2013.

## **Consideration**

The consideration for the Hebi Capital Increase and the Hebi Further Capital Increase determined after arm's length negotiations between the parties. In agreeing the terms, the Group has considered, among other factors, the net asset value of Hebi Century Concord and its capital. The consideration for the Hebi Capital Increase and the Hebi Further Capital Increase will be used for the development of the Hebi Wind Farm Project.

Having regard to the net asset value of Hebi Century Concord as at 31 October 2012 and the terms of the Hebi Capital Increase, the Company does not expect to report any gain or loss from the Hebi Capital Increase.

## **Counter Indemnities**

The total investment amount of Hebi Century Concord is RMB374,220,000. Under the Hebi Agreement, the difference between the total investment amount and the total registered capital amount is expected to be raised by Hebi Century Concord in the form of external borrowings. If required by financiers, Mendong Century shall guarantee the entire amount of any borrowing made to Hebi Century Concord. Century Concord will pledge its share of equity interests in Hebi Century Concord as security in favour of Mendong Century for the Hebi Counter Indemnities to Mendong Century. In case Mendong Century calls on the Hebi Counter Indemnities, the maximum liability of Century Concord on the Hebi Counter Indemnities shall be the surrender of all its equity interest in Hebi Century Concord.

## Information on the parties to the Agreements

Mendong Century is a jointly-controlled entity of the Company engaging in wind power investment and operation. The Company and Baiyinhua (a subsidiary of China Power Investment Corporation) respectively hold 49% and 51% of the registered capital of Mendong Century. Pursuant to the agreements dated 19 December 2011 and 21 December 2011, Century Concord disposed of 100% equity interests in Zhenlai Huaxing Wind Power Co., Ltd. and Tianchang Century Concord Wind Power Co., Ltd., both engaging in wind power development and operation, to Mendong Century for a consideration of approximately RMB10.14 million and RMB55.78 million respectively. As at 31 October 2011, Zhenlai Huaxing Wind Power Co., Ltd. and Tianchang Century Concord Wind Power Co., Ltd. had unaudited net assets of RMB10 million and RMB5 million respectively. As at the date of the relevant transactions, both companies had yet to commence operation and did not record any income or expense in its income statement. A gain totalling HK\$582,000 was recognised in the consolidated income statement of the Company as a result of the 2011 Disposals. The consideration for the 2011 Disposals was determined after arm's length negotiations between the parties. In agreeing the terms, the Group has considered, among other factors, the respective net asset value of Zhenlai Huaxing Wind Power Co., Ltd. and Tianchang Century Concord Wind Power Co., Ltd. and their respective capital. The consideration for the 2011 Disposal had been used as general working capital of the Group.

The 2011 Disposals in aggregate did not constitute a discloseable transaction or connected transaction for the Company under the Listing Rules. Apart from being a joint venture partner in Mendong Century, Baiyinhua is also a joint venture partner in certain jointly-controlled entities of the Company. China Power Investment Corporation is indirectly the largest shareholder of Jilin Power. Jilin Power is also a joint partner in certain jointly-controlled entities of the Company.

Century Concord is a wholly-owned subsidiary of the Company.

As set out in the announcement of the Company dated 27 February 2012, in February 2012, Century Concord and Shanghai Electric agreed that the registered capital of Suqian Century Concord New Energy Co., Ltd would be increased from RMB30 million to RMB61.2 million by way of Shanghai Electric making a cash contribution of RMB31.2 million into the registered share capital of Suqian Century Concord New Energy Co., Ltd. The Suqian Capital Increase constituted a deemed disposal for the Company under Chapter 14 of the Listing Rules. In aggregate with the 2011 Disposals, the Suqian Capital Increase constituted a discloseable transaction for the Company under the Listing Rules. The Company has issued the relevant announcement on 27 February 2012.

Shanghai Electric is listed on the Shanghai Stock Exchange and is a major electric power company in Shanghai. According to 2012 Interim Report of Shanghai Electric, China Power Investment Corporation and China Power International Development Limited respectively held approximately 42.8% and approximately 18.9% of the issued share capital of Shanghai Electric as at 30 June 2012. According to information published by China Power Investment Corporation, it is one of the five largest electric power groups in the PRC, engaging in hydropower, thermal power, nuclear power

and new energies. China Power International Development Limited, listed on the Main Board of the Stock Exchange, engages in the power plant business in the PRC. According to public filing made by China Power Investment Corporation, it held approximately 63.59% of the issued share capital of China Power International Development Limited.

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiry, Mendong Century and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

## **REASON FOR AND BENEFITS OF THE TRANSACTIONS**

The Group is principally engaged in the wind power sector, investing in various wind farm projects and providing wind power engineering and construction services in the PRC. The Group established the Subsidiaries to principally engage in the investment, development and operation of the wind farm projects in Hunan Province, Hubei Province and Henan Province, the PRC.

Mendong Century is owned as to 51% and 49% by Baiyinhua and the Group respectively. Baiyinhua is a subsidiary of China Power Investment Corporation, one of the major electric power groups in the PRC. The Directors consider that the Capital Increases and the Further Capital Increases would strengthen the capital base of the Subsidiaries and introduce a key partner to jointly develop the business of the Subsidiaries leveraging on its experience, expertise and resources. The Directors consider that the terms of the Agreements are fair and reasonable and the Agreements are in the interests of the Company and its shareholders as a whole.

## **LISTING RULES**

The Jianghua Agreement, the Jingmen Agreement and the Hebi Agreement involve establishing joint venture entities and in aggregate constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

In aggregate with the 2011 Disposals and the Suqian Capital Increase, the transactions contemplated under the Agreements constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

## DEFINITIONS

The following expressions in this announcement have the meanings set out below unless the context requires otherwise:

“2011 Disposals”	disposals of 100% equity interests in Tianchang Century Concord Wind Power Co., Ltd. and Zhenlai Huaxing Wind Power Co., Ltd. by Century Concord to Mendong Century in December 2011
“Agreements”	the Jianghua Agreement, the Jingmen Agreement and the Hebi Agreement
“Baiyinhua”	Inner Mongolia Xilingguole Baiyinhua Coal-power Co., Ltd, a limited liability company incorporated in the PRC and a subsidiary of China Power Investment Corporation
“Board”	the board of Directors
“Capital Increases”	the Jianghua Capital Increase, the Jingmen Capital Increase and the Hebi Capital Increase
“Century Concord”	Century Concord Wind Power Investment Co., Ltd.
“Company”	China WindPower Group Limited, a company incorporated in Bermuda with limited liability, the ordinary shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to such term in the Listing Rules
“Director(s)”	the director(s) of the Company
“Further Capital Increases”	the Jianghua Further Capital Increase, the Jingmen Further Capital Increase and the Hebi Further Capital Increase
“Group”	the Company and its subsidiaries
“Hebi Agreement”	an agreement entered into on 30 November 2012 between Mendong Century and Century Concord in relation to Hebi Century Concord
“Hebi Capital Increase”	the increase of the registered capital of Hebi Century Concord pursuant to the Hebi Agreement
“Hebi Century Concord”	鶴壁協合浚龍風力發電有限公司 (Hebi Century Concord Junlong Wind Power Co., Ltd.*), engaging in the development and operation of the Hebi Wind Farm Project

“Hebi Counter Indemnity(ies)”	counter indemnity(ies) which may be provided by Century Concord to Mendong Century with the pledge of Century Concord’s equity interest in Hebi Century Concord to Mendong Century as security under the Hebi Agreement
“Hebi Further Capital Increase”	under the Hebi Agreement, the registered capital of Hebi Century Concord shall be further increased to the total registered capital amount of RMB147.42 million by Mendong Century and Century Concord in proportion to their respective share of equity interest in Hebi Century Concord
“Hebi Wind Farm Project”	development and placing into operation of a wind power station in Jun County, Hebi City, Henan Province, the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Jianghua Agreement”	an agreement entered into on 30 November 2012 between Mendong Century and Century Concord in relation to Jianghua Century Concord
“Jianghua Capital Increase”	the increase of the registered capital of Jianghua Century Concord pursuant to the Jianghua Agreement
“Jianghua Century Concord”	江華瑤族自治縣協合風力發電有限公司 (Jianghua Yao Autonomous County Century Concord Wind Power Co., Ltd.*), engaging in the development and operation of the Jianghua Wind Farm Project
“Jianghua Counter Indemnity(ies)”	counter indemnity(ies) which may be provided by Century Concord to Mendong Century with the pledge of Century Concord’s equity interest in Jianghua Century Concord to Mendong Century as security under the Jianghua Agreement
“Jianghua Further Capital Increase”	under the Jianghua Agreement, the registered capital of Jianghua Century Concord shall be further increased to the total registered capital amount of RMB89.53 million by Mendong Century and Century Concord in proportion to their respective share of equity interest in Jianghua Century Concord
“Jianghua Wind Farm Project”	development and placing into operation of a wind power station in Jianghua Yao Autonomous County, Yongzhou City, Hunan Province, the PRC

“Jilin Power”	Jilin Power Share Co., Ltd., a company established in the PRC, the shares of which are listed on the Shenzhen Stock Exchange
“Jingmen Agreement”	an agreement entered into on 30 November 2012 between Mendong Century and Century Concord in relation to Jingmen Century Concord
“Jingmen Capital Increase”	the increase of the registered capital of Jingmen Century Concord pursuant to the Jingmen Agreement
“Jingmen Century Concord”	荊門協合風力發電有限公司 (Jingmen Century Concord Wind Power Co., Ltd.*), engaging in the development and operation of the Jingmen Wind Farm Project
“Jingmen Counter Indemnity(ies)”	counter indemnity(ies) which may be provided by Century Concord to Mendong Century with the pledge of Century Concord’s equity interest in Jingmen Century Concord to Mendong Century as security under the Jingmen Agreement
“Jingmen Further Capital Increase”	under the Jingmen Agreement, the registered capital of Jingmen Century Concord shall be further increased to the total registered capital amount of RMB92,356,800 by Mendong Century and Century Concord in proportion to their respective share of equity interest in Jingmen Century Concord
“Jingmen Wind Farm Project”	development and placing into operation of a wind power station in Dongbao District, Jingmen City, Hubei Province, the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mendong Century”	Mendong Century Concord New Energy Co., Ltd.
“MW”	Megawatt
“PRC”	the People’s Republic of China
“RMB”	Renminbi Yuan, the lawful currency of the PRC
“Shanghai Electric”	Shanghai Electric Power Company Limited, a company listed on the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiaries”	Jianghua Century Concord, Jingmen Century Concord and Hebi Century Concord
“Suqian Capital Increase”	the increase of the registered capital of Suqian Century Concord New Energy Co., Ltd. from RMB30 million to RMB61.2 million by way of Shanghai Electric making a cash contribution of RMB31.2 million into the registered capital of Suqian Century Concord New Energy Co., Ltd., details of which have been set out in the announcement of the Company dated 27 February 2012
“%”	per cent

By order of the Board  
**China WindPower Group Limited**  
**Liu Shunxing**  
*Chairman and Chief Executive Officer*

Hong Kong, 30 November 2012

*As at the date of this announcement, the Board 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).*