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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 TRANSACTIONS  
CONTRACTS REGARDING PURCHASE OF  
WIND POWER ELECTRICITY GENERATION EQUIPMENT**

On 18 July 2011, the Group entered into Contract A and Contract B with the Supplier regarding the purchase of wind power electricity generation equipment for the Group's two wind farm projects in Liaoning, the PRC, each with an installed capacity of 49.5MW.

On 18 July 2011, the Group entered into Contract C with the Supplier regarding the purchase of wind power electricity generation equipment for wind farm project in Taipusiqi, Inner Mongolia Autonomous Region, the PRC with an installed capacity of 49.5MW.

The consideration under each of the Contract A, Contract B and Contract C amounts to RMB236,525,426 (equivalent to approximately HK\$286,196,000), RMB186,124,926 (equivalent to approximately HK\$225,211,000) and RMB237,917,926 (equivalent to approximately HK\$287,881,000) respectively.

The purchase transactions under each of (i) Contract A and Contract B in aggregate and (ii) Contract C constitute discloseable transactions for the Company as certain relevant percentage ratios in respect of the transactions under each of (i) Contract A and Contract B in aggregate and (ii) Contract C exceed 5% but all the applicable percentage ratios are less than 25% and thus is subject to the reporting and announcement requirements under Chapter 14 the Listing Rules.

On 18 July 2011, the Group entered into Contract A and Contract B with the Supplier regarding the purchase of wind power electricity generation equipment for the Group's two wind farm projects in Liaoning, the PRC each with an installed capacity of 49.5MW.

\* *for identification purposes only*

On 18 July 2011, the Group entered into Contract C with the Supplier regarding the purchase of wind power electricity generation equipment for wind farm project in Taipusiqi, Inner Mongolia Autonomous Region, the PRC with an installed capacity of 49.5MW.

## **CONTRACT A**

Date: 18 July 2011

Parties: the Supplier (Fuxin Branch of Xinjiang Goldwind Science & Technology Co., Ltd (新疆金風科技股份有限公司阜新分公司))  
Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. (天津協合華興風電裝備有限公司), a wholly owned subsidiary of the Company

Under Contract A, the Group has agreed to buy from the Supplier machinery and equipment in relation to certain power electricity generation facilities for the wind farm project of the Group in Liaoning, the PRC with an installed capacity of 49.5MW.

The total consideration of Contract A amounts to RMB236,525,426 (equivalent to approximately HK\$286,196,000). The consideration shall be payable in cash by Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. to the Supplier by installment based on the stages of completion of Contract A.

According to Contract A, the Supplier shall pay (i) 8% of the consideration (being RMB18,922,034 equivalent to approximately HK\$22,896,000) within 15 days from the effective date of Contract A as performance bond for any breach of its obligations under Contract A which shall be refunded to the Supplier within 30 days after completion of the pre-examination of the machinery and equipment.

## **CONTRACT B**

Date: 18 July 2011

Parties: the Supplier (Fuxin Branch of Xinjiang Goldwind Science & Technology Co., Ltd (新疆金風科技股份有限公司阜新分公司))  
Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. (天津協合華興風電裝備有限公司), a wholly owned subsidiary of the Company

Under Contract B, the Group has agreed to buy from the Supplier machinery and equipment in relation to certain power electricity generation facilities for the wind farm project of the Group in Liaoning, the PRC with an installed capacity of 49.5MW.

The total consideration of Contract B amounts to RMB186,124,926 (equivalent to approximately HK\$225,211,000). The consideration shall be payable in cash by Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. to the Supplier by installment based on the stages of completion of Contract B.

According to Contract B, the Supplier shall pay (i) 10% of the consideration (being RMB18,612,492 equivalent to approximately HK\$22,521,000) within 15 days from the effective date of Contract B as performance bond for any breach of its obligations under Contract B which shall be refunded to the Supplier within 30 days after completion of the pre-examination of the machinery and equipment.

## **CONTRACT C**

Date: 18 July 2011

Parties: the Supplier (Fuxin Branch of Xinjiang Goldwind Science & Technology Co., Ltd (新疆金風科技股份有限公司阜新分公司))  
Taipusiqi Union Wind Power Co., Ltd. (太仆寺聯合風力發電有限公司), a jointly controlled entity of the Company, the equity interest of which is held as to 51% by the Company

Under Contract C, the Group has agreed to buy from the Supplier machinery and equipment in relation to certain power electricity generation facilities for the wind farm project at Taipusiqi, Inner Mongolia Autonomous Region, the PRC with an installed capacity of 49.5MW.

The total consideration of Contract C amounts to RMB237,917,926 (equivalent to approximately HK\$287,881,000). The consideration shall be payable in cash by Taipusiqi Union Wind Power Co., Ltd. to the Supplier by installment based on the stages of completion of Contract C.

According to Contract C, the Supplier shall pay (i) 8% of the consideration (being RMB19,033,434 equivalent to approximately HK\$23,030,000) within 15 days from the effective date of Contract C as performance bond for any breach of its obligations under Contract C which shall be refunded to the Supplier within 30 days after completion of the pre-examination of the machinery and equipment.

## **THE SUPPLIER**

The Supplier is a supplier in the PRC engaged in the manufacture and sale of wind power machinery and equipment. To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Supplier and its ultimate beneficial owner are third parties independent to the Company and the connected persons of the Company.

## **REASONS FOR AND BENEFIT OF THE TRANSACTIONS**

The Group is principally engaged in the wind power business and industry, investing in various wind farm projects and providing wind power engineering and construction services in the PRC.

Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. is a wholly-owned subsidiary of the Company which is principally engaged in the sales of wind power equipment and new energy equipment and Taipusiqi Union Wind Power Co., Ltd. is a jointly controlled entity of the Company which is principally engaged in the development of wind farm projects. The purpose of the entering into of Contract A, Contract B and Contract C is to purchase machinery and equipment necessary for the construction of wind power electricity generation facilities which forms an essential part of the Group's business model and is in the ordinary and usual course of the Group's business.

Contract A, Contract B and Contract C were entered into after the Group's tender process. The Group considers that the overall terms offered by the Supplier under Contract A, Contract B and Contract C represent the best offer made to the Group. The Group evaluated the terms of the contracts based on, among other factors, the specifications and needs of the Group, the credentials and experience of the Supplier, the quality of the products to be supplied by the Supplier, the services agreed to be rendered by the Supplier, the products warranty provided by the Supplier and the terms offered by other suppliers to the Group. The Directors consider that the terms of Contract A, Contract B and Contract C are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

The Group will fund the purchases under Contract A, Contract B and Contract C by its internal resources and/or borrowings.

## **GENERAL**

The purchase transactions under each of (i) Contract A and Contract B in aggregate and (ii) Contract C constitute discloseable transactions for the Company as certain relevant percentage ratios in respect of the transactions under each of (i) Contract A and Contract B in aggregate and (ii) Contract C exceed 5% but all the applicable percentage ratios are less than 25% and thus is subject to the reporting and announcement requirements under Chapter 14 the Listing Rules.

## **BOARD OF DIRECTORS**

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).

## DEFINITIONS

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“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
“Contract A”	the supply contract dated 18 July 2011 entered into between the Supplier and Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. for the supply of wind power electricity generation machinery and equipment in relation to the wind farm project located in Liaoning, the PRC
“Contract B”	another supply contract dated 18 July 2011 entered into between the Supplier and Tianjin Century Concord Huaxing Wind Power Equipment Co., Ltd. for the supply of wind power electricity generation machinery and equipment in relation to the wind farm project located in Liaoning, the PRC
“Contract C”	the supply contract dated 18 July 2011 entered into between the Supplier and Taipusiqi Union Wind Power Co., Ltd. for the supply of wind power electricity generation machinery and equipment in relation to the wind farm project located in Taipusiqi, Inner Mongolia Autonomous Region, the PRC
“Director(s)”	the director(s) of the Company
“Group”	the Company and its associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MW”	Megawatt (1,000,000 watts), the commonly used unit of power in quantifying the electricity generation
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

“Supplier”	Fuxin Branch of Xinjiang Goldwind Science & Technology Co., Ltd
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

*For illustration purpose of this announcement, the exchange rate of RMB1=HK\$1.21.*

By order of the Board  
**CHINA WINDPOWER GROUP LIMITED**  
**Liu Shunxing**  
*Chairman and Chief Executive Officer*

18 July 2011, Hong Kong