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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
INCREASE IN REGISTERED CAPITAL OF SUQIAN CENTURY CONCORD**

On 27 February 2012, Century Concord and Shanghai Electric entered into the Agreement pursuant to which the registered capital of Suqian Century Concord shall be increased from RMB30 million to RMB61.23 million by way of Shanghai Electric making a cash contribution of RMB31.23 million into the registered capital of Suqian Century Concord.

As at the date of this announcement, Suqian Century Concord is a wholly-owned subsidiary of the Company. Upon completion of the Capital Increase, Suqian Century Concord will be owned as to 49% by the Company and 51% by Shanghai Electric and Suqian 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 Capital Increase constitutes a deemed disposal for the Company under Chapter 14 of the Listing Rules. In aggregate with the 2011 Disposals, the Capital Increase constitutes a discloseable transaction for the Company subject to the announcement requirements under Chapter 14 of the Listing Rules.

On 27 February 2012, Century Concord and Shanghai Electric entered into the Agreement pursuant to which the registered capital of Suqian Century Concord shall be increased from RMB30 million to RMB61.23 million by way of Shanghai Electric making a cash contribution of RMB31.23 million into the registered capital of Suqian Century Concord. Upon completion of the Capital Increase, Suqian Century Concord will be owned as to 49% by the Company and 51% by Shanghai Electric.

** for identification purpose only*

THE AGREEMENT

Date

27 February 2012

Parties

Century Concord

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

Shanghai Electric

Shanghai Electric, listed on the Shanghai Stock Exchange, is a major electric power company in Shanghai. According to 2011 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 2011. 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 69.1% of the issued share capital of China Power International Development Limited.

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. In December 2011, Century Concord disposed of 100% equity interests in Tianchang Century Concord Wind Power Co., Ltd. and Zhenlai Huaxing Wind Power Co., Ltd., both engaging in wind power development and operation, to Mendong Century. 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 venture partner in certain jointly-controlled entities of the Company.

Save for the aforesaid, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiry, Shanghai Electric and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Information on Suqian Century Concord

Suqian Century Concord was established on 24 October 2011. It is principally engaged in the investment, development and operation of the Suqian Solar Power Project in the PRC. The Suqian Solar Power Project commenced operation in December 2011. Currently it operates at a capacity of 8.87MW and Century Concord undertakes to raise the capacity to 9.3MW by 30 March 2012.

Under the Agreement, Century Concord undertakes that the total investment amount of the Suqian Solar Power Project shall not exceed RMB148.8 million (equivalent to approximately HK\$183.0 million subject to adjustment based on the achieved capacity of the Solar Power Project) and if it is exceeded, any excess amount shall be borne by Century Concord. If Suqian Century Concord borrows funds from third parties for the development of the Solar Power Project, Century Concord will pledge its equity interest in Suqian Century Concord if required. Upon completion of the Capital Increase, the board of Suqian Century Concord will comprise five directors, of which two directors will be appointed by Century Concord and three directors will be appointed by Shanghai Electric. Decisions of increasing the total investment amount of the Suqian Solar Power Project and borrowing from third parties will require the approval of more than two-thirds of the members of the board of Suqian Century Concord and the Company will comply with any applicable requirements of the Listing Rules accordingly.

Suqian Century Concord was established on 24 October 2011. As at 31 December 2011, Suqian Century Concord had net assets of approximately RMB30 million (equivalent to approximately HK\$36.9 million). It has not yet reported any full financial year results.

As at the date of this announcement, Suqian Century Concord is a wholly-owned subsidiary of the Company. Upon completion of the Capital Increase, Suqian Century Concord will be owned as to 49% by the Company and 51% by Shanghai Electric and Suqian 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.

Consideration

Shanghai Electric has provided RMB16 million to Century Concord for preliminary development of Suqian Century Concord. Century Concord shall within three business days after the date of the Agreement repay the aforesaid RMB16 million to Shanghai Electric. Within three business days of Century Concord repaying the aforesaid amount, Shanghai Electric shall contribute RMB31.23 million into the registered capital of Suqian Century Concord.

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

Having regard to the net asset value of Suqian Century Concord as at 31 December 2011 and the terms of the Capital Increase, the Company does not expect to report any gain or loss from the Capital Increase.

The business registration in relation to the Capital Increase shall be completed within seven business days of Shanghai Electric contributing the aforesaid amount into the registered capital of Suqian Century Concord.

REASON FOR AND BENEFITS OF THE TRANSACTION

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 also engages in the development of solar power business. The Group established Suqian Century Concord to principally engage in the investment, development and operation of the Suqian Solar Power Project in Jiangsu Province of the PRC. The Suqian Solar Power Project commenced operation in December 2011.

Shanghai Electric is a major power company in Shanghai and China Power Investment Corporation, its largest shareholder, is one of the major electric power groups in the PRC. The Directors consider that the Capital Increase would strengthen the capital base of Suqian Century Concord and introduce a key partner to jointly develop the business of Suqian Century Concord leveraging on its experience, expertise and resources. The Directors consider that the terms of the Capital Increase are fair and reasonable and the Capital Increase is in the interests of the Company and its shareholders as a whole.

LISTING RULES

The Capital Increase constitutes a deemed disposal for the Company under Chapter 14 of the Listing Rules. In aggregate with the 2011 Disposals, the Capital Increase constitutes a discloseable transaction for the Company subject to the announcement requirements 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”	the 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
“Agreement”	the agreement dated 27 February 2012 entered into between Century Concord and Shanghai Electric in relation to the Capital Increase

“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 Increase”	the increase of the registered capital of Suqian Century Concord from RMB30 million to RMB61.23 million by way of Shanghai Electric contributing cash of RMB31.23 million into the registered capital of Suqian Century Concord pursuant to the Agreement
“Century Concord”	Century Concord Wind Power Investment Co., Ltd., a wholly-owned subsidiary of the Company
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of 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
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mendong Century”	Mendong Century Concord New Energy Co., Ltd., whose registered capital is owned as to 49% by the Company and 51% by a subsidiary of China Power Investment Corporation
“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
“Suqian Century Concord”	Suqian Century Concord New Energy Co., Ltd, engaging in the development and operation of the Jiangsu Solar Power Project
“Suqian Solar Power Project”	development and placing into operation of solar power stations in Suqian, Jiangsu Province, the PRC, with an aggregate capacity of 8.87 Megawatt at present
“%”	per cent

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

Hong Kong, 27 February 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).

For the purpose of this announcement, the translation of RMB into HK\$ is based on the exchange rate of RMB1.00 = HK\$1.23.