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## **DISCLOSEABLE TRANSACTION PURCHASE OF WIND POWER ELECTRICITY GENERATION EQUIPMENT**

The Group entered into the Contract in relation to the purchase of wind power electricity generation equipment for the Group's phase 1 development of its wind power project in Guazhou, Jiuquan, Gansu province, the PRC of 100MW.

The consideration in respect of the Contract amounts to RMB542,320,095 (equivalent to approximately HK\$616,618,000).

The transaction under the Contract constitutes a discloseable transaction for the Company as certain relevant percentage ratios in respect of the transaction exceeds 5% but all the applicable percentage ratios under Rule 14.07 of the Listing Rules are less than 25% and thus is subject to the reporting and announcement requirements under Chapter 14 the Listing Rules.

On 2 February 2010, the Group entered into a contract with the Supplier regarding the purchase of wind power electricity generation equipment for the Group's phase 1 development of its wind farm project in Guazhou, Jiuquan, Gansu province, the PRC.

### **THE CONTRACT**

Dates: 2 February 2010

Parties: i) the Supplier (華銳風電科技(集團)股份有限公司)  
ii) 甘肅瓜州協合風力發電有限公司 (Gansu Guazhou Xiehe Wind Power Ltd.), a wholly-owned subsidiary of the Company

\* *for identification purposes only*

Under the Contract, the Group has agreed to buy from the Supplier machinery and equipment in relation to certain power electricity generation facilities for the Group's phase 1 development of its wind farm project in Gauzhou, Jiuquan, Gansu province, the PRC with a capacity of 100MW.

The total consideration of the Contract amounts to RMB542,320,095 (equivalent to approximately HK\$616,618,000). The above consideration payable by the Group includes fees in relation to, inter alia, the purchase of machinery and equipment, the installation, maintenance and technical support services to be provided by the Supplier, tax payment and delivery and insurance costs.

The Supplier shall deliver and install machinery and equipment of 100MW and the consideration shall be payable in cash by the Group to the Supplier by installment based on the stages of completion of the Contract. According to the Contract, delivery and installation of machinery and equipment have been scheduled to be carried out from July to October 2010 and the pre-examination of the machinery and equipment has been scheduled in December 2010.

According to the Contract, the Supplier shall pay (i) 10% of the consideration (RMB54,232,010, equivalent to approximately HK\$61,662,000) within 15 days from the date of the Contract as performance bond for any breach of the Supplier's obligations under the Contract which shall be refunded to the Supplier within 30 days after the expiry of two-year warranty period (and upon completion of the final acceptance test).

## **THE SUPPLIER**

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

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

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.

The Group is to build a wind power plant in Gauzhou, Jiuquan, Gansu province, the PRC. The purpose of the entering into of the Contract is to purchase machinery and equipment necessary for the construction of wind power electricity generation facilities for the phase 1 development of the above project which is in the Group's ordinary and usual course of business.

The Contract was entered into after a tender organised by the Group. The Group considers that the overall terms offered by the Supplier under the Contract represent the best offer made to the Group. The Group evaluated the terms of the Contract 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 the Contract are on normal commercial terms, fair and reasonable and in the interests of the Company and its shareholders as a whole.

The purchases under the Contract will be financed by internal resources and borrowings of the Group.

The Group is negotiating with the Supplier to further purchase wind power electricity generation equipment for the Group's phase 2 wind farm project in Gauzhou, Jiuquan, Gansu province, the PRC and the Company will comply with the applicable Listing Rules as and when required.

## **GENERAL**

The transaction under the Contract constitutes a discloseable transaction for the Company as certain relevant percentage ratios in respect of the transaction exceeds 5% but all the applicable percentage ratios under Rule 14.07 of the Listing Rules 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, 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 and Mr. Yap Fat Suan (who are independent non-executive directors).

## **DEFINITIONS**

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|------------|---|
| “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” | the supply contract dated 2 February 2010 entered into between the Supplier and Gansu Guazhou Xiehe Wind Power Ltd., a wholly-owned subsidiary of the Company, for the supply of wind power electricity generation machinery and equipment to Gansu Guazhou Xiehe Wind Power Ltd. |

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|------------------|---|
| “Director(s)”    | the director(s) of the Company  |
| “Group”          | the Company and its subsidiaries  |
| “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”       | 華銳風電科技(集團)股份有限公司  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited   |

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

3 February 2010, Hong Kong