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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)

**SUPPLEMENTAL ANNOUNCEMENT –
VARIATION OF THE TERMS OF
THE PROMOTERS AGREEMENT IN RESPECT OF THE BANK
DISCLOSEABLE TRANSACTION**

Reference is made to the announcement of China WindPower Group Limited (the “Company”) dated 18 December 2014. On 17 December 2014 (after trading hours), Tianjin Century Concord and Century Concord, both wholly-owned subsidiaries of the Company, entered into the Promoters Agreement with the Other Promoters pursuant to which the Bank Promoters agreed to establish the Bank (the “Announcement”). Transactions contemplated under the Promoters Agreement constituted a discloseable transaction for the Company. Unless otherwise expressly indicated, the capital terms used herein shall have the same meaning as those defined in the Announcement.

As set out in the Announcement, pursuant to the Promoters Agreement, it was initially proposed that the Bank would be established with an total ordinary share capital of RMB5,000,000,000 (equivalent to approximately HK\$6,200 million) divided into 5,000,000,000 ordinary shares of RMB1 each. The proposed amount of capital to be contributed by Tianjin Century Concord as the ordinary share capital of the Bank was RMB300,000,000 (equivalent to approximately HK\$372 million) divided into 300,000,000 ordinary shares of the Bank of RMB1 each. Tianjin Century Concord would hold a 6% equity interest in the Bank upon completion of the capital contribution.

* *for identification purpose only*

The Board would like to announce that the proposed ordinary share capital of the Bank has been reduced from RMB5,000,000,000 (equivalent to approximately HK\$6,200 million) to RMB3,000,000,000 (equivalent to approximately HK\$3,720 million) divided into 3,000,000,000 ordinary shares of RMB1 each pursuant to the articles of the Bank dated 11 February 2015 (the “Reduction”) and accordingly the amount of capital contributed by Tianjin Century Concord would be reduced from (i) RMB300,000,000 (equivalent to approximately HK\$372 million) divided into 300,000,000 ordinary shares of the Bank of RMB1 each to (ii) RMB180,000,000 (equivalent to approximately HK\$223.2 million) divided into 180,000,000 ordinary shares of the Bank of RMB1 each.

Tianjin Century Concord’s equity interest in the Bank will remain unchanged at 6% being one of the third largest shareholders in the Bank. On page 3 of the Announcement, there is a schedule setting out the payment schedule of Tianjin Century Concord as to the capital contribution to the Bank. As at the date of this announcement, capital contribution of RMB180,000,000 (equivalent to approximately HK\$223.2 million) has been duly made by Tianjin Century Concord to the account(s) designated by the Preparatory Team.

As set out in the Announcement, according to the Promoters Agreement, each of the Bank Promoters would contribute capital in the range of RMB25 million to RMB1,000 million, with the equity interest ranged from 0.5% to 20%. In view of the Reduction, equity interests of 15 Other Promoters would be reduced in accordance with their respective percentage interest in the Bank as set out in the Promoters Agreement and the total amount of capital contribution from such 15 Other Promoters would be RMB2,820,000,000 (equivalent to approximately HK\$3,496.8 million) divided into 2,820,000,000 ordinary shares of the Bank of RMB1 each.

The Reduction was determined after arm’s length negotiations between the Bank Promoters having taken into account of, among others, the change in expected initial capital requirement for carrying out the proposed business of the Bank.

Based on the reduced capital contribution amount, transactions contemplated under the Promoters Agreement remains a discloseable transaction for the Company.

Establishment of the Bank is subject to provisions set out in the Promoters Agreement. As such, the establishment of the Bank may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China WindPower Group Limited
Liu Shunxing
Chairman

Hong Kong, 11 February 2015

As at the date of this announcement, the Board comprises Mr. Liu Shunxing (Chairman), Mr. Ko Chun Shun, Johnson (Vice Chairman), Mr. Yang Zhifeng (Chief Executive Officer), Mr. Wang Xun, Ms. Liu Jianhong, Mr. Yu Weizhou and Mr. Zhou Zhizhong (who are executive directors), Ms. Ko Wing Yan, Samantha (who is non-executive director), and Dr. Wong Yau Kar, David, BBS, JP, Mr. Yap Fat Suan, Dr. Shang Li and Ms Huang Jian (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\$1.24.