

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**中國地能產業集團有限公司**

**CHINA GROUND SOURCE ENERGY INDUSTRY GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8128)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Ground Source Energy Industry Group Limited (the “Company”) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 May 2016 at 11:30 a.m. (or immediately following the conclusion of the annual general meeting of the Company at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Monday, 30 May 2016 at 11:00 a.m., whichever is later) for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

**“THAT:**

- (a) the agreement (the “**Financial Services Agreement**”) dated 24 March 2016 entered into between the Company (on behalf of its subsidiaries) and China Energy Finance Company Limited\* (the “**Finance Company**”) (as service provider) pursuant to which the Finance Company agreed to provide the Company and its subsidiaries (the “**Group**”) the following services:
- (i) the provision of deposit services, inter alia, demand deposit, saving deposit, notice deposit and agreed deposit services, by the Finance Company to member(s) of the Group (the “**Deposit Services**”); and
  - (ii) the provision of guarantee services and the granting of loans by the Finance Company to member(s) of the Group (the “**Loan and Guarantee Services**”)

for the term commencing from the date of the approval of the shareholders of the Company (excluding CECEP (HK) and its associates) of the Financial Services Agreement or 1 May 2016, whichever is later (the “**Effective Date**”), to 31 December 2018, a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for

identification purpose, and the transactions thereunder be and are hereby confirmed, approved and ratified, and any one director of the Company be and is hereby authorised to take such actions and execute such documents (to be countersigned by another director of the Company if the common seal of the Company is required to be affixed thereto) as he may consider necessary or desirable to carry out and complete the transactions thereunder;

- (b) the proposed aggregate annual caps for the service fees payable (including interests payable, where applicable) by the Group to the Finance Company in relation to the Loan and Guarantee Services under the Financial Services Agreement for each of the three periods: (1) from the Effective Date to 31 December 2016; (2) from 1 January 2017 to 31 December 2017; and (3) from 1 January 2018 to 31 December 2018 are RMB1,070,000,000, RMB1,070,000,000 and RMB1,070,000,000, respectively, be and are hereby approved; and
- (c) the proposed maximum daily deposit amount (including the corresponding interests accrued thereon) by member(s) of the Group with the Finance Company in relation to the Deposit Services under the Financial Services Agreement for each of the three periods: (1) from the Effective Date to 31 December 2016; (2) from 1 January 2017 to 31 December 2017; and (3) from 1 January 2018 to 31 December 2018 are RMB250,000,000, RMB250,000,000 and RMB250,000,000, respectively, be and are hereby approved.”

Yours faithfully,  
For and on behalf of  
**China Ground Source Energy Industry Group Limited**  
**Liu Dajun**  
*Joint Chairman & Executive Director*

Hong Kong, 13 May 2016

\* *For identification purposes only*

*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, in the event of a poll, vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from Friday, 27 May 2016 to Monday, 30 May 2016, both days inclusive, during which period no transfer of shares of the Company can be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 26 May 2016.

*As at the date of this announcement, the Board comprises Mr. Liu Dajun, Mr. Xu Shengheng, Ms. Chan Wai Kay, Katherine and Mr. Zang Yiran as executive Directors, Mr. Zhao Youmin and Mr. Daiqi as non-executive Directors, Mr. Jia Wenzeng, Mr. Wu Desheng and Mr. Zhang Honghai as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the website of the Company at [www.cgsenergy.com.hk](http://www.cgsenergy.com.hk).*