

**To be valid, the whole of this document must be returned.**

本文件必須整份交還，方為有效。

**IMPORTANT**

**重要提示**

Reference is made to the prospectus issued by China Ground Source Energy Industry Group Limited (the “**Company**”) dated Monday, 26 June 2017 in relation to the Rights Issue. Terms defined in the Prospectus shall have the same meanings when used herein unless the context otherwise requires.

**THIS PROVISIONAL ALLOTMENT LETTER (“PAL”) IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING EXCESS APPLICATION FORM (“EAF”) EXPIRES AT 4:00 P.M. ON MONDAY, 10 JULY 2017.**

**IF YOU ARE IN ANY DOUBT ABOUT THIS PAL, OR AS TO THE ACTION TO BE TAKEN, OR IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF THE COMPANY, YOU SHOULD CONSULT YOUR STOCKBROKER, OTHER LICENSED SECURITIES DEALER, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.**

A copy of this PAL, together with a copy of the other Prospectus Documents, have been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this PAL, 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 PAL.

The Underwriters have the right under the Underwriting Agreement to terminate the Underwriting Agreement by notice to the Company at any time prior to the Latest Time for Termination in certain circumstances set out in the Underwriting Agreement. Details of the circumstances in which the Underwriter has the right to terminate the Underwriting Agreement are set out in the section headed “Termination of the Underwriting Agreement” in the Prospectus.

The Rights Issue is conditional upon the Underwriting Agreement becoming unconditional and not being terminated. If the Rights Issue does not become unconditional, the Rights Issue will not proceed. Any dealings in the Shares up to the date on which the conditions to which the Rights Issue is subject are fulfilled (which is currently expected to be 4:00 p.m. on Tuesday, 11 July 2017), or in the nil-paid Rights Shares on the Stock Exchange during the period in which they may be traded in their nil-paid form, will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.

Investors who have any doubt about their position are recommended to obtain professional advice from their advisers regarding dealings in the Shares or nil-paid Rights Shares during these periods.

**THIS PAL IS NOT FOR PUBLICATION, RELEASE OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES. THE RIGHTS SHARES (IN BOTH NIL-PAID AND FULLY-PAID FORMS), THIS PAL AND THE EAF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR UNDER ANY SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND MAY NOT BE OFFERED, SOLD, TAKEN UP, EXERCISED, RESOLD, RENOUNCED, TRANSFERRED OR DELIVERED, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN APPLICABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES.**

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Dealings in the Shares may be settled through CCASS and you should consult your stockbroker, other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

茲提述中國地能產業集團有限公司(「本公司」)於二零一七年六月二十六日(星期一)就供股刊發之供股章程。除非文義另有所指，否則供股章程所界定之詞彙與本通知書所採用者具有相同涵義。

本暫定配額通知書(「暫定配額通知書」)乃有價值及可轉讓之表格，並應即時處理，本暫定配額通知書及隨附之額外申請表格(「額外申請表格」)所載之供股要約將於二零一七年七月十日(星期一)下午四時正截止。

閣下如對本暫定配額通知書或應採取之行動有任何疑問或如閣下已出售閣下名下全部或部分本公司之股份，應諮詢閣下之股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

本暫定配額通知書之副本連同其他章程文件之副本，已遵照公司(清盤及雜項條文)條例第342C條之規定向香港公司註冊處處長註冊。香港公司註冊處處長、聯交所及證監會對任何此等文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本暫定配額通知書之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本暫定配額通知書全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

根據包銷協議，包銷商有權在包銷協議內所載之若干情況下，於最後終止時限前，隨時向本公司發出通知終止包銷協議。包銷商有權終止包銷協議之情況詳情，載於供股章程「終止包銷協議」一節內。

供股須待包銷協議成為無條件及並無被終止時，方可作實。倘若供股並未成為無條件，則供股將不會進行。截至供股之所有條件達成當日(目前預期為二零一七年七月十一日(星期二)下午四時正)止之任何股份買賣，或於未繳股款供股股份方式進行買賣之期間在聯交所買賣未繳股款供股股份將須承受供股未必成為無條件或未必進行之風險。

投資者如對彼等之狀況有任何疑問，應諮詢彼等顧問有關於該等期間買賣股份或未繳股款供股股份之專業意見。

本暫定配額通知書不可直接或間接在或向美國刊發、發放或派發。未繳股款及繳足股款供股股份、本暫定配額通知書及額外申請表格尚未且不會根據《美國證券法》或美國任何州或者其他司法權區之證券法例進行登記。除根據《美國證券法》及美國任何州或者其他司法權區之適用證券法例豁免登記要求之外，不得在美國境內直接或間接進行要約、出售、接納、行使、轉售、放棄、轉讓或交付。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣，並符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可自未繳股款及繳足股款供股股份各自開始於聯交所買賣當日或香港結算決定之其他日期起，在中央結算系統記存、結算及交收。聯交所參與者間於任何交易日進行之交易須於其後第二個交易日在中央結算系統進行交收。中央結算系統之一切活動均須依照不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

股份之買賣可通過中央結算系統結算。閣下應諮詢閣下之股票經紀、其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問，以了解結算安排詳情以及有關安排可能如何影響閣下之權利及權益。

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Form A  
表格甲



**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)  
(於開曼群島註冊成立的有限公司)  
(Stock Code: 8128)  
(股份代號: 8128)

**RIGHTS ISSUE OF 1,150,550,046 RIGHTS SHARES ON THE BASIS OF  
TWO RIGHTS SHARES FOR EVERY FIVE EXISTING SHARES  
HELD ON THE RECORD DATE**

**AT THE RIGHTS ISSUE PRICE OF HK\$0.10 PER RIGHTS SHARE**  
按於記錄日期每持有五股現有股份可獲發二股供股股份之基準  
按供股價每股供股股份0.10港元以供股方式發行1,150,550,046股供股股份  
**PAYABLE IN FULL ON ACCEPTANCE BY NO LATER THAN  
4:00 P.M. ON MONDAY, 10 JULY 2017**

股款須不遲於二零一七年七月十日(星期一)下午四時正接納時繳足

**PROVISIONAL ALLOTMENT LETTER**  
**暫定配額通知書**

Hong Kong Share Registrar  
and Transfer Office:  
Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

香港股份過戶登記分處:  
香港中央證券登記有限公司  
香港  
灣仔  
皇后大道東183號  
合和中心  
17樓  
1712-1716 號舖

Registered office:  
註冊辦事處:  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

Head Office and  
Principal Place  
of Business:  
Unit 3709-10,  
37/F, the Center  
99 Queen's Road Central  
Central  
Hong Kong

總辦事處及主要營業地點:  
香港中環  
皇后大道中99號  
中環中心  
37樓3709-10室

26 June 2017  
二零一七年六月二十六日

Name(s) and address of the Qualifying Shareholder(s)  
合資格股東姓名/名稱及地址

Provisional Allotment Letter No.  
暫定配額通知書編號

Total number of Shares registered in your name(s) on Friday, 23 June 2017  
於二零一七年六月二十三日(星期五)登記於閣下名下之股份總數

BOX A  
甲欄

Number of Rights Shares allotted to you subject to payment in full on acceptance by no later than 4:00 p.m.  
on Monday, 10 July 2017  
閣下獲配發之供股股份數目，股款須不遲於二零一七年七月十日(星期一)下午四時正接納時繳足

BOX B  
乙欄

Total subscription monies payable on acceptance in full  
應繳認購股款總額，股款須於接納時繳足

BOX C  
丙欄

Name of bank on which cheque/  
cashier's order is drawn:  
支票/銀行本票的付款銀行名稱:

\_\_\_\_\_

Cheque/cashier's order  
number:  
支票/銀行本票號碼:

\_\_\_\_\_

Please insert your contact telephone  
number here:  
請在此填上閣下之聯絡電話:

\_\_\_\_\_

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IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF ANY TRANSFER OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.

如轉讓可認購供股股份之認購權，每項買賣均須繳付從價印花稅。除以出售形式外，饋贈或轉讓實益擁有之權益亦須繳付從價印花稅。在送交本文件以登記轉讓任何供股股份權益之前，須出示已繳付從價印花稅之證明。

Form B  
表格乙

### FORM OF TRANSFER AND NOMINATION

#### 轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/their right(s) to subscribe for the Rights Shares set out in Box B of Form A)  
(只供擬轉讓彼/彼等載於表格甲內乙欄之全部供股股份認購權之合資格股東填寫及簽署)

To: The Directors  
**China Ground Source Energy Industry Group Limited**  
致：中國地能產業集團有限公司  
列位董事

Dear Sirs,  
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：  
本人/吾等茲將本暫定配額通知書所列本人/吾等之供股股份之認購權悉數轉讓予接受此權利並簽署下列登記申請表格(表格丙)之人士。

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of Qualifying Shareholders (all joint Shareholders must sign)  
合資格股東簽署(所有聯名股東均須簽署)

Date: \_\_\_\_\_ 2017 日期：二零一七年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港印花稅。

Form C  
表格丙

### REGISTRATION APPLICATION FORM

#### 登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)  
(只供承讓供股股份認購權之人士填寫及簽署)

To: The Directors  
**China Ground Source Energy Industry Group Limited**  
致：中國地能產業集團有限公司  
列位董事

Dear Sirs,  
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the articles of association of the Company.

敬啟者：  
本人/吾等謹請閣下將表格甲內乙欄所列之供股股份數目，登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及供股章程所載條款，以及在貴公司之組織章程細則規限下，接納此等供股股份。

				Existing Shareholder(s) Please mark "X" in this box 現有股東請在本欄內填上「X」號		
To be completed in BLOCK letters in ENGLISH. Joint applicants should give the address of the first-named applicant only. 請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。						
Names of Chinese applicants must be given both in English and in Chinese characters. 華裔申請人須填寫中英文姓名。						
Name in English 英文姓名	Family name or Company name (姓氏或公司名稱)	Other names (名字)	Name in Chinese 中文姓名			
Name continuation and/or name(s) of joint applicant(s) (if required) 續姓名及/或聯名申請人姓名(如有需要)						
Address in English (joint applicants should give the address of the first-named applicant only) 英文地址(聯名申請人僅須填寫排名首位之申請人地址)						
Occupation 職業				Tel. No. 電話號碼		
Dividend Instructions 股息指示						
Name and address of bank 銀行名稱及地址			Bank Account no. 銀行賬戶號碼			
			BANK 銀行	BRANCH 分行	ACCOUNT 賬戶	
			Bank account type 銀行賬戶類型			

1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_ 4. \_\_\_\_\_

Signature(s) of applicants (all joint applicant(s) must sign)  
申請人簽署(所有聯名申請人均須簽署)

Date: \_\_\_\_\_ 2017 日期：二零一七年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Hong Kong stamp duty is payable by the transferor(s) and the transferee(s) in connection with the transfer of rights to subscribe for the Rights Shares if this form is completed.  
填妥此表格後，轉讓人及承讓人須就轉讓認購供股股份的權利繳付香港印花稅。



**TO ACCEPT THE PROVISIONAL ALLOTMENT OF THE RIGHTS SHARES AS SPECIFIED IN THIS PAL IN FULL, YOU MUST LODGE THIS PAL INTACT WITH THE SHARE REGISTRAR, COMPUTERSHARE HONG KONG INVESTOR SERVICES LIMITED, AT SHOPS 1712–1716, 17TH FLOOR, HOPEWELL CENTRE, 183 QUEEN’S ROAD EAST, WANCHAI, HONG KONG TOGETHER WITH A REMITTANCE, BY CHEQUE OR CASHIER’S ORDER, IN HONG KONG DOLLARS FOR THE FULL AMOUNT SHOWN IN BOX C OF FORM A SO AS TO BE RECEIVED BY THE SHARE REGISTRAR NO LATER THAN 4:00 P.M. ON MONDAY, 10 JULY 2017. ALL REMITTANCES MUST BE MADE IN HONG KONG DOLLARS AND CHEQUES MUST BE DRAWN ON AN ACCOUNT WITH, OR CASHIER’S ORDERS MUST BE ISSUED BY, A LICENSED BANK IN HONG KONG AND MADE PAYABLE TO “China Ground Source Energy Industry Group Limited — PAL” AND CROSSED “Account Payee Only”. INSTRUCTIONS ON TRANSFER AND SPLITTING OF ENTITLEMENTS TO RIGHTS SHARES ARE ALSO SET OUT IN AN ENCLOSED SHEET. NO RECEIPT WILL BE GIVEN FOR SUCH REMITTANCE.**

Each person accepting the provisional allotment specified in this document:

- confirms that he/she/it has read the terms and conditions and acceptance procedures set out in an enclosed sheet and in the Prospectus and agrees to be bound by them; and
- agrees that this PAL, and the resulting contract, will be governed by and construed in accordance with Hong Kong law.

閣下如欲根據本暫定配額通知書接納供股股份之暫定配額，須將本暫定配額通知書整份連同表格甲丙欄所示將由股份過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖)收取之港元全數股款(以支票或銀行本票)，最遲於二零一七年七月十日(星期一)下午四時正前交回本公司之股份過戶登記處，所有股款須以港元繳付，並以在香港持牌銀行戶口開出之支票或以香港持牌銀行發出之銀行本票支付，並須註明抬頭人為「**China Ground Source Energy Industry Group Limited — PAL**」，並以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆供股配額之指示載於隨附文件。本公司將不另發股款收據。

接納本文件所載之暫定配額的每位人士均：

- 確認彼已閱讀所附表格及供股章程所載之條款及條件以及接納手續，並同意受其約束；及
- 同意本暫定配額通知書及因此構成之合約須受香港法律規限及根據香港法律詮釋。

**A SEPARATE CHEQUE OR CASHIER’S ORDER MUST ACCOMPANY  
EACH APPLICATION  
NO RECEIPT WILL BE GIVEN FOR REMITTANCE**

每份申請須隨附獨立之支票或銀行本票  
本公司將不另發股款收據