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**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)**

## **POLL RESULTS OF THE ADJOURNED ANNUAL GENERAL MEETING HELD ON 5 JULY 2017**

The Board is pleased to announce that all the resolutions proposed at the Adjourned AGM as set out in the AGM Notice contained in the Circular were duly passed by the Shareholders by way of poll at the Adjourned AGM held on 5 July 2017.

Reference is made to (i) the circular (the “**Circular**”) of China Ground Source Energy Industry Group Limited (the “**Company**”) and the notice of the Annual General Meeting (the “**Notice of AGM**”) to the Shareholders dated 29 May 2017 and the announcement of the Company dated 28 June 2017 in respect of the Adjourned AGM (the “**Adjourned AGM Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings as those defined in the Circular and the Adjourned AGM Announcement.

The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the Adjourned AGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the Adjourned AGM are as follows:

| <b>Ordinary Resolutions</b> |   | <b>Number of votes cast and approximate percentage of total number of votes cast</b> |      |                |    |
|-----------------------------|---|--|------|----------------|----|
|                             |   | <b>For</b>   |      | <b>Against</b> |    |
| 1.                          | To receive and consider the audited financial statements of the Company for the year ended 31 December 2016 and the reports of the directors and the auditors of the Company. | 1,739,784,000  | 100% | 0              | 0% |

| Ordinary Resolutions |  |   | Number of votes cast and approximate percentage of total number of votes cast |        |             |        |
|----------------------|--|---|---|--------|-------------|--------|
|                      |  |   | For   |        | Against     |        |
| 2.                   | (i)  | To re-elect Mr. Wang Manquan as executive director of the Company and to authorise the Board to fix his remuneration                | 889,784,000   | 51.14% | 850,000,000 | 48.86% |
|                      | (ii)   | To re-elect Mr. Daiqi as executive director of the Company and to authorise the Board to fix his remuneration.                      | 1,739,784,000   | 100%   | 0           | 0%     |
|                      | (iii)  | To re-elect Mr. Zhao Youmin as Non-executive director of the Company and to authorise the Board to fix his remuneration.            | 851,754,000   | 69.17% | 379,711,000 | 30.83% |
|                      | (iv)   | To re-elect Mr. Wu Desheng as independent non-executive director of the Company and to authorise the Board to fix his remuneration. | 1,739,784,000   | 100%   | 0           | 0%     |
| 3.                   | To re-appoint the auditors and to authorize the board of directors of the Company to fix their remuneration.   |   | 1,739,784,000   | 100%   | 0           | 0%     |
| 4A.                  | To pass the ordinary resolution no. 4A set out in the Notice of AGM in respect of the general mandate to issue shares.   |   | 1,738,032,000   | 99.97% | 456,000     | 0.03%  |
| 4B.                  | To pass the ordinary resolution no. 4B set out in the Notice of AGM in respect of the repurchase mandate.  |   | 1,738,488,000   | 100%   | 0           | 0%     |
| 4C.                  | To pass the ordinary resolution no. 4C set out in the Notice of AGM in respect of the extension of the general mandate to issue shares.                        |   | 1,738,032,000   | 99.97% | 456,000     | 0.03%  |
| 5.                   | To pass the ordinary resolution no. 5 set out in the Notice of AGM in respect of the refreshment of scheme limit under the share option scheme of the Company. |   | 1,738,032,000   | 99.97% | 456,000     | 0.03%  |

As more than 50% of the votes were cast in favour of each of the above-mentioned resolutions, all the resolutions set out above were duly passed as ordinary resolutions of the Company.

As at the date of the Adjourned AGM, the total number of issued ordinary shares of the Company was 2,876,375,117 shares, the holders of which were entitled to attend and vote for or against the resolutions. There was no share of the Company entitling the holder to attend and vote only against or was required to abstain from voting on the resolutions at the Adjourned AGM.

By order of the Board  
**China Ground Source Energy Industry Group Limited**  
**Xu Shengheng**  
*Joint Chairman & Executive Director*

Hong Kong, 5 July 2017

*As at the date of this announcement, the Board of Directors of the Company comprises Mr. An Yi, Mr. Xu Shengheng, Ms. Chan Wai Kay, Katherine, Mr. Wang Manquan, Mr. Zang Yiran and Mr. Daiqi as executive Directors, Mr. Zhao Youmin as non-executive Director, Mr. Jia Wenzeng, Mr. Wu Desheng, Mr. Wu Qiang and Mr. Guo Qingui as independent non-executive Directors.*

*This announcement, for which the directors of the Company 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 “Latest Company Announcements” page of the GEM website for 7 days from the date of its publication and on the website of the Company at [www.cgsenergy.com.hk](http://www.cgsenergy.com.hk).*