

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: _____

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: China Ground Source Energy Industry Group Limited

Stock code (ordinary shares): 8128

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 18 January 2018.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 30th November, 2001

Name of Sponsor(s): -

Names of directors: Executive Directors – An Yi, Xu Shengheng, Chan Wai Kay
(please distinguish the status of the directors Katherine, Wang Manquan, Zang Yiran and Daiqi
- Executive, Non-Executive or Independent Non-executive Director – Zhao Youmin
Non-Executive) Independent Non-executive Directors – Jia Wenzeng, Wu
Desheng, Wu Qiang and Guo Qingui

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Shareholder	No. of Shares	% in Interests
China Energy Conservation and Environmental Protection Group (Note 1)	1,190,000,000	29.55%
China Energy Conservation and Environmental Protection (Hong Kong) Investment Company Limited (Note 1)	1,190,000,000	29.55%
Xu Shengheng (Note 2)	712,629,400	17.70%
Luk Hoi Man (Note 2)	712,629,400	17.70%

Note:

- China Energy Conservation and Environmental Protection (Hong Kong) Investment Company Limited is wholly-owned by China Energy Conservation and Environmental Protection Group. Therefore, China Energy Conservation and Environmental Protection Group is deemed to be interested in 1,190,000,000 shares of the Company, representing approximately 29.55% of the issued share capital of the Company.
- Mr. Xu Shengheng ("Mr. Xu") holds 711,646,600 shares of the Company and Ms. Luk Hoi Man ("Ms. Luk"), the spouse of Mr. Xu, holds 982,800 shares of the Company. Therefore, each of Mr. Xu and Ms. Luk is deemed to be interested in 712,629,400 shares of the Company, representing approximately 17.7% of the issued share capital of the Company.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: 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: Room 3709-10, 37/F, The Center, 99 Queen's Road Central,
Central, Hong Kong

Web-site address (if applicable): www.cgsenergy.com.hk

Share registrar: Cayman Islands principal share registrar and transfer office:
SMP Partners (Cayman) Limited
Royal Bank House – 3rd Floor,
24 Shedden Road, P.O.Box 1586,
Grand Cayman KY1-1110, Cayman Islands

Hong Kong branch share registrar and transfer office:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong

Auditors: Ernst & Young

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company is an investment holding company, whose subsidiaries are principally engaged in the research, development and promotion of shallow ground source energy as alternative energy to provide heating for buildings and is committed to the industrialization development of the original technology which can accelerate the all-around upgrade and transformation of the traditional heating industry with combustion, emissions and pollution to an emerging industry of combustion-free integrated heating and cooling system with shallow ground source energy.

C. Ordinary shares

Number of ordinary shares in issue: 4,026,925,163

Par value of ordinary shares in issue: US\$0.01

Board lot size (in number of shares): 8,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio:
(Not applicable if the warrant is denominated in dollar value of conversion right) N/A

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

Share Option Scheme

As at the date hereof, details of the outstanding share options granted to the directors of the Company and other eligible participants under the share option scheme of the Company are as follows:

1. 163,237,616 share options with the exercise price of HK\$0.379 per share granted to the directors of the Company and other eligible participants.

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2. 322,945,235 share options with the exercise price of HK\$0.267 per share granted to the directors of the Company and other eligible participants.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

An Yi

Xu Shengheng

Chan Wai Kay Katherine

Wang Manquan

Zang Yiran

Daiqi

Zhao Youmin

Jia Wenzeng

Wu Desheng

Wu Qiang

Guo Qingui

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NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*