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# CGS

**CHINA GROUND SOURCE ENERGY LIMITED**

**中國地能有限公司**

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

**(Stock Code: 8128)**

**APPOINTMENT AND RE-DESIGNATION OF CHAIRMAN AND  
DEPUTY CHAIRMAN OF THE BOARD,  
ESTABLISHMENT OF STRATEGIC COMMITTEE,  
CHANGE OF COMPOSITION OF NOMINATION COMMITTEE  
AND REMUNERATION COMMITTEE  
AND  
CHANGE OF FINANCIAL YEAR END DATE**

The Board hereby announces that with effect from 29 August 2012:–

- (i) Mr. Zheng Qiyu has been appointed as Chairman of the Board;
- (ii) Ms. Chan Wai Kay Katherine has been re-designated as Deputy Chairman of the Board;
- (iii) The Company has established a Strategic Committee;
- (iv) Mr. Zheng Qiyu and Mr. Xu Shengheng have been appointed as Chairman and Deputy Chairman of the Strategic Committee respectively. Ms. Chan Wai Kay Katherine, Ms. Wu Xiaohua and Ms. Xu Genghong have been appointed as members of Strategic Committee;
- (v) Mr. Zheng Qiyu and Ms. Wu Xiaohua have been appointed as Chairman and Deputy Chairman of the Nomination Committee respectively. Mr. Hu Zhoanguang, Mr. Wu Desheng and Mr. Jia Wenzeng have been appointed as members of Nomination Committee;

(vi) Mr. Hu Zhoaguang and Mr. Zheng Qiyu have been appointed as Chairman and Deputy Chairman of the Remuneration Committee respectively. Mr. Xu Shengheng, Mr. Wu Desheng and Mr. Jia Wenzeng have been appointed as members of Remuneration Committee;

(vii) The Company has changed its financial year end date from 31 March to 31 December.

## **APPOINTMENT AND RE-DESIGNATION OF CHAIRMAN AND DEPUTY CHAIRMAN OF THE BOARD**

The board of directors (the“Board”) of China Ground Source Energy Limited (the “Company” together with its subsidiaries, the “Group”) hereby announces that with effect from 29 August 2012 Mr. Zheng Qiyu has been appointed as Chairman of the Board and Ms. Chan Wai Kay Katherine has been re-designated as Deputy Chairman of the Board.

## **ESTABLISHMENT OF STRATEGIC COMMITTEE**

The Board further announces that a strategic committee (the “Strategic Committee”) of the Company comprising Mr. Zheng Qiyu as Chairman, Mr. Xu Shengheng as Deputy Chairman and Ms. Chan Wai Kay Katherine, Ms. Wu Xiaohua and Ms. Xu Genghong as members has been established by the Board with written terms of reference with effect from 29 August 2012.

## **CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE**

The Board further announces that with effect from 29 August 2012 the nomination committee (the “Nomination Committee”) of the Company shall comprise Mr. Zheng Qiyu as Chairman, Ms. Wu Xiaohua as Deputy Chairman and Mr. Hu Zhoaguang, Mr. Wu Desheng and Mr. Jia Wenzeng as members of the Nomination Committee.

## **CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE**

The Board further announces that with effect from 29 August 2012 the remuneration committee (the “Remuneration Committee”) of the Company shall comprise Mr. Hu Zhoaguang as Chairman, Mr. Zheng Qiyu as Deputy Chairman and Mr. Xu Shengheng, Mr. Wu Desheng and Mr. Jia Wenzeng as members of the Remuneration Committee.

## **CHANGE OF FINANCIAL YEAR END DATE**

The Board further announces that the Company has changed its financial year end date from 31 March to 31 December. As a result, the forthcoming financial year end date of the Company is 31 December 2012. The change of the Company’s financial year end date is to align with the financial year end date of the Group’s PRC operating subsidiaries and thereby streamlining the preparation of the consolidated financial statements of the Group. The Board does not foresee

any material adverse financial impact on the Company as a result of the change of financial year end date nor is there any other matter of significance that needs to be brought to the attention of the Shareholders in this regard.

Following such change of the financial year end date, the Company's forthcoming financial results will be released as follows:

	<b>Period covered of</b>	<b>Deadline for results announcements and delivery of quarterly/ interim/annual report</b>
Interim Results	6 months ended 30 September 2012	14 November 2012
Annual Results	9 months ended 31 December 2012	31 March 2013
First Quarterly Results	3 months ended 31 March 2013	14 May 2013
Interim Results	6 months ended 30 June 2013	14 August 2013
Third Quarterly Results	9 months ended 30 September 2013	14 November 2013

By order of the Board  
**China Ground Source Energy Limited**  
**Wong Lai Yuk**  
*Company Secretary*

Hong Kong, 3 September 2012

*As at the date of this announcement, the Board comprises Mr. Zheng Qiyu, Ms. Chan Wai Kay, Katherine and Mr. Xu Shengheng as executive Directors, Ms. Wu Xiaohua, Ms. Xu Genghong and Mr. Zang Yiran as non-executive Directors, Mr. Jia Wenzeng, Mr. Wu Desheng and Mr. Hu Zhaoguang 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 GEM Listing Rules 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 website with the domain name of [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)*