

Appendix 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : China Ground Source Energy 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 25 January 2013

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 –Zheng Qiyu, Chan Wai Kay Katherine, and Xu Shengheng*
(please distinguish the status of the directors: Executive, Non-Executive or Independent Non-Executive) *Non-executive Directors – Wu Xiaohua, Xu Genghong and Zang Yiran*
Independent Non-executive Directors – Hu Zhaoguang, Jia Wenzeng and Wu Desheng

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)	850,000,000	29.28%
China Energy Conservation and Environmental Protection (Hong Kong) Investment Company Limited (Note 1)	850,000,000	29.28%
Xu Shengheng (Note 2)	509,021,000	17.54%
Luk Hoi Man (Note 2)	509,021,000	17.54%

Note:

1. 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 850,000,000 shares of the Company, representing approximately 29.28% of the issued share capital of the Company.
2. Mr. Xu Shengheng (“Mr. Xu”) holds 508,319,000 shares of the Company and Ms. Luk Hoi Man (“Ms. Luk”), the spouse of Mr. Xu, holds 702,000 shares of the Company. Therefore, each of Mr. Xu and Ms. Luk is deemed to be interested in 509,021,000 shares of the Company, representing approximately 17.54% 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 : Floor 4, Willow House, Cricket Square, P O Box 2804, Grand
Cayman KY1-1112, Cayman Islands

Head office and principal
place of business : Room 1301 York House, The Landmark, 15 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:*
Royal Bank of Canada Trust Company (Cayman) Limited
4th Floor, Royal Bank House, 24 Shedden Road,
George Town, 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 : SHINEWING (HK) CPA Limited

B. Business activities

The Group is mainly engaged in new energy and environmental protection businesses. The Company is a system designer for geothermal energy collection and utilization and is the exclusive owner of the patent system technology of “single-well circulation heat exchange” in geothermal energy collection. The company will focus more on a marketing modality of pursuing integrated services including investment, system installment and operation in promoting the geothermal energy as a substitute energy for heating, thus to realize more returns by reducing consumption of conventional energies. Modalities of franchised agents and exclusive technical support will continue to bring about stable cash-flow for the company. Geothermal energy is renewable and also the only substitute energy that meet the heating purposes at a cost equivalent to that of conventional burning energies. The Company is dedicated to become the most competitive company in the world in utilizing geothermal energy.

C. Ordinary shares

Number of ordinary shares in issue : 2,902,827,117

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 : N/A

E. Other securities :

Share Options

Name or category of participants	Date of grant	Exercise Price (HK\$)	Exercise Period	Outstanding as at the date of this Form
Katherine Chan Wai Kay	9/9/2010	0.426	9/9/2010 to 8/9/2020	17,000,000
Xu Shengheng	9/9/2010	0.426	9/9/2010 to 8/9/2020	11,600,000
Jia Wenzeng	9/9/2010	0.426	9/9/2010 to 8/9/2020	1,500,000
Employees & Others In aggregate	9/9/2010	0.426	9/9/2010 to 8/9/2020	<u>135,392,000</u>
			Total :	165,492,000 =====

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 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:

Zheng Qiyu

Chan Wai Kay Katherine

Xu Shengheng

Wu Xiaohua

Xu Genghong

Zang Yiran

Hu Zhaoguang

Jia Wenzeng

Wu Desheng