

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



**中國地能有限公司**  
**CHINA GROUND SOURCE ENERGY LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8128)**

## **DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the announcement (the “**Announcement**”) of China Ground Source Energy Limited (the “**Company**”) dated 19 April 2013 in relation to the formation of the JV Company. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

As disclosed in the Announcement, a circular (the “**Circular**”) containing, among other things, (a) further details of the JV Contract; (b) a letter from the Independent Board Committee with its recommendation to the Independent Shareholders; (c) a letter of advice from an independent financial adviser to the Independent Board Committee and the Independent Shareholders; and (d) a notice convening the AGM will be despatched to the Shareholders on or before 10 May 2013. The Company will convene an extraordinary general meeting (the “**EGM**”) instead to consider and, if thought fit, approve the relevant resolution(s) in respect of, among other matters, the JV Contract and transactions contemplated thereby. As additional time is required to finalize the contents of the Circular, the date of despatch of the Circular will be postponed. The Company expects that the Circular containing, among other things, a notice convening the EGM, will be despatched to the Shareholders on or before 10 June 2013.

By order of the Board  
**China Ground Source Energy Limited**  
**Zheng Qiyu**  
*Chairman*

Hong Kong, 9 May 2013

*As at the date of this announcement, the Board comprises Mr. Zheng Qiyu, Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng and Mr. Zang Yiran as executive Directors, Ms. Wu Xiaohua and Ms. Xu Genghong 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 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 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).*