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**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 21 March 2013 in relation to the Continuing Connected Transactions. 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, (i) further details of the Continuing Connected Transactions; (ii) the advice of the independent financial adviser to the independent board committee and the Independent Shareholders in relation to the Continuing Connected Transactions; (iii) the recommendation of the independent board committee to the Independent Shareholders in relation to the Continuing Connected Transactions; and (iv) a notice convening the AGM, was expected to be despatched to the Shareholders on or before 16 April 2013. 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 will be despatched to the Shareholders on or before 10 May 2013.

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

Hong Kong, 15 April 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).*