

Appendix 5

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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 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 13 May 2011

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 –Katherine Chan Wai Kay, Xu Shengheng,
Wu Shu Min and Jeffrey Soo Kim Fui*
*(please distinguish the status of the Non-executive Director – Fu Hui Zhong
director:s: Executive, Non-Executive Independent Non-executive Directors –Laura Chan Man Kuen,
or Independent Non-Executive) Jia Wenzeng and Paul Chow Wan Hoi*

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
Xu Shengheng (Note 1)	609,021,000	29.49%
Financial International Holdings Ltd. (Note 2)	131,429,000	6.36%
Grand Concord Group Ltd. (Note 2)	131,429,000	6.36%

Note:

1. Mr. Xu Shengheng (“Mr. Xu”) holds 608,319,000 shares of the Company and Ms. Luk Hoi Man, the spouse of Mr. Xu, holds 702,000 shares of the Company. Therefore, Mr. Xu is deemed to be interested in 609,021,000 shares of the Company, representing approximately 29.49% of the issued share capital of the Company.
2. Financial International Holdings Ltd. is wholly-owned by Grand Concord Group Ltd. Therefore, Grand Concord Group Ltd. is deemed to be interested in 131,429,000 shares of the Company, representing approximately 6.36% 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 March

Registered address : Scotia Centre, 4th Floor, P.O. Box 2804, George Town, Grand Cayman, 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.iini.com

Share registrar : *Cayman Islands principal share registrar and transfer office:*
Butterfield Fulcrum Group (Cayman) Limited
P.O. Box 705, Butterfield House, Fort Street, George Town,
Grand Cayman, British West Indies, 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 geo-energy collection and utilization and is the exclusive owner of the patent system technology of “single-well circulation for heat transfer” in geo-energy collection. The company will focus more on a marketing modality of pursuing integrated services including investment, system installment and operation in promoting the geo-energy as a substitute 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. Geo-energy is renewable and also the only substitute energy that meet the heating purposes at a cost equalizing that from conventional burning energies. The Company is dedicated to become the most competitive company in the world in utilizing geo-energy.

C. Ordinary shares

Number of ordinary shares in issue : 2,065,307,117

Par value of ordinary shares in issue : US\$0.04

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	23/6/2009	0.3304	23/6/2009 to 21/12/2011	13,750,000
Katherine Chan Wai Kay	9/9/2010	0.426	9/9/2010 to 8/9/2020	17,000,000
Xu Shengheng	23/6/2009	0.3304	23/6/2009 to 21/12/2011	13,750,000
Xu Shengheng	9/9/2010	0.426	9/9/2010 to 8/9/2020	11,600,000

Jeffrey Soo Kim Fui	23/6/2009	0.3304	23/6/2009 to 21/12/2011	8,750,000
Jeffrey Soo Kim Fui	9/9/2010	0.426	9/9/2010 to 8/9/2020	6,000,000
Wu Shu Min	07/03/2002	1.86	07/03/2002 to 21/12/2011	2,500,000
Wu Shu Min	05/06/2003	0.312	05/06/2003 to 21/12/2011	750,000
Wu Shu Min	23/6/2009	0.3304	23/6/2009 to 21/12/2011	13,750,000
Wu Shu Min	9/9/2010	0.426	9/9/2010 to 8/9/2020	11,600,000
Fu Hui Zhong	23/6/2009	0.3304	23/6/2009 to 21/12/2011	3,750,000
Fu Hui Zhong	9/9/2010	0.426	9/9/2010 to 8/9/2020	4,000,000
Paul Chow Wan Hoi	23/6/2009	0.3304	23/6/2009 to 21/12/2011	1,250,000
Paul Chow Wan Hoi	9/9/2010	0.426	9/9/2010 to 8/9/2020	1,500,000
Jia Wenzeng	23/6/2009	0.3304	23/6/2009 to 21/12/2011	1,250,000
Jia Wenzeng	9/9/2010	0.426	9/9/2010 to 8/9/2020	1,500,000
Laura Chan Man Kuen	9/9/2010	0.426	9/9/2010 to 8/9/2020	1,500,000
Employees In aggregate	01/03/2002	1.90	01/03/2002 to 21/12/2011	75,000
Employees In aggregate	29/05/2007	0.856	29/05/2007 to 21/12/2011	2,750,000
Employees In aggregate	23/6/2009	0.3304	23/6/2009 to 21/12/2011	27,500,000
Employees & Others In aggregate	9/9/2010	0.426	9/9/2010 to 8/9/2020	<u>118,292,000</u>
			Total :	262,817,000 =====

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:

Katherine Chan Wai Kay

Wu Shu Min

Xu Shengheng

Jeffrey Soo Kim Fui

Fu Hui Zhong

Laura Chan Man Kuen

Jia Wenzeng

Paul Chow Wan Hoi