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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposed to make amendments to the Articles to align them with the latest GEM Listing Rules and the applicable Hong Kong laws and for clarifications of certain provisions in the Articles.

At the upcoming annual general meeting, the Company will seek the shareholders' approval on the proposed amendments to the Articles.

A circular containing, among other things, further details of the proposed amendments to the Articles as well as the notice of the annual general meeting will be dispatched to the shareholders in due course.

A new set of the amended and restated Articles with all the proposed amendments incorporated therein will be adopted by the Company and will come into effect upon shareholders' approval being obtained at the 2013 annual general meeting and any required approval or endorsement from or registration with the relevant regulatory authorities in the Cayman Islands.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board of Directors (the "Board") of China Ground Source Energy Limited (the "Company") proposed to seek the approval from the shareholders at the 2013 annual general meeting to amend the memorandum and articles of association of the Company (the "Articles").

The proposed amendments to the Articles are to align the Articles with the legal and regulatory requirements, including without limitation, the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules") currently in force, and to clarify certain provisions in the Articles, which are in the best interests of the Company and the shareholders as a whole.

The proposed amendments to the Articles shall come into effect upon (i) the passing of a special resolution at the 2013 annual general meeting to approve the amendments; and (ii) obtaining the approval and permission by the relevant government and regulatory authorities in Hong Kong and the Cayman Islands.

A new set of the amended and restated Articles with all the proposed amendments incorporated therein will be adopted by the Company and will come into effect upon shareholders' approval being obtained at the 2013 annual general meeting and any required approval or endorsement from or registration with the relevant regulatory authorities in the Cayman Islands.

GENERAL INFORMATION

A circular containing, among other things, further details of the proposed amendments to the Articles will be dispatched to the shareholders as soon as practicable.

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

Hong Kong, 5 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 Genhong 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 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.