

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.



CHINA GROUND SOURCE ENERGY LIMITED

中國地能有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8128)

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 26 SEPTEMBER 2012**

At the annual general meeting of China Ground Source Energy Limited (the “Company”) held on Wednesday, 26 September 2012 (the “AGM”), all proposed resolutions as set out in the notice of the AGM dated 27 August 2012 (“Notice of AGM”) were taken by polls. Terms used herein shall have the same meaning as those defined in the circular of the Company dated 27 August 2012 (“Circular”) and the Notice of AGM.

The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the AGM are as follows:

Resolutions		Number of votes cast and approximate percentage of total number of votes cast			
		For		Against	
1.	To receive and consider the audited financial statements of the Company for the year ended 31 March 2012 and the reports of the directors and the auditors of the Company.	1,610,879,000	99.9717%	456,000	0.0283%
2.	(i) To re-elect Mr. Zheng Qiyu as executive director of the Company and to authorise the Board to fix his remuneration.	1,611,335,000	100%	0	0%
	(ii) To re-elect Ms. Wu Xiaohua as non-executive director of the Company and to authorise the Board to fix her remuneration.	1,611,335,000	100%	0	0%

Resolutions		Number of votes cast and approximate percentage of total number of votes cast			
		For		Against	
(iii)	To re-elect Ms. Xu Genghong as non-executive Director and to authorise the board of Directors to fix her remuneration.	1,611,335,000	100%	0	0%
(iv)	To re-elect Mr. Zang Yiran as non-executive Director and to authorise the board of Directors to fix his remuneration.	1,611,335,000	100%	0	0%
(v)	To re-elect Mr. Hu Zhaoguang as independent non-executive Director and to authorise the board of Directors to fix his remuneration.	1,611,335,000	100%	0	0%
3.	To re-appoint the auditors and to authorize the board of directors of the Company to fix their remuneration.	1,611,335,000	100%	0	0%
4A.	To grant a general mandate to the directors of the Company to allot and issue new shares in the Company.	1,610,879,000	99.9717%	456,000	0.0283%
4B.	To grant a general mandate to the directors of the Company to repurchase shares in the Company.	1,611,335,000	100%	0	0%
4C.	Conditional upon the passing of the resolutions 4A and 4B, to extend the general mandate granted to the directors to issue new shares by adding the number of shares repurchased.	1,610,879,000	99.9717%	456,000	0.0283%

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions set out above were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 2,915,307,117 shares, the holders of which were entitled to attend and vote for or against the resolutions. There was no share of the Company entitling the holder to attend and vote only against the resolutions at the AGM.

By order of the Board
China Ground Source Energy Limited
Wong Lai Yuk
Company Secretary

Hong Kong, 26 September 2012

As at the date of this announcement, the Board comprises Mr. Zheng Qiyu, Ms. Chan Wai Kay, Katherine and Mr. Xu Shengheng as executive Directors, Ms. Wu Xiaohua, Ms. Xu Genghong and Mr. Zang Yiran as non-executive Directors, Mr. Hu Zhaoguang, Mr. Jia Wenzeng and Mr. Wu Desheng 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 “Latest Company Announcements” page of the GEM website for 7 days from the date of its publication and on the website of the Company at www.cgsenergy.com.hk.