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# CGS

**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 EXTRAORDINARY GENERAL MEETING HELD ON 31 AUGUST 2009**

### **POLL RESULTS OF THE EGM**

The Board announces that the Ordinary Resolution as set out in the Notice of EGM was duly passed by the Shareholders by way of poll at the EGM held on 31 August 2009. The Special Resolution as set out in the Notice of EGM was not passed by the Shareholders.

Reference is made to the circular of China Ground Source Energy Limited (the “**Company**”) incorporating the notice (the “**Notice of EGM**”) of extraordinary general meeting (the “**EGM**”) of the Company dated 7 August 2009 (the “**Circular**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board announces that the ordinary resolution relating to the Disposal as set out in the Notice of EGM (the “**Ordinary Resolution**”) was duly passed by the Shareholders by way of poll at the EGM held on 31 August 2009. The special resolution relating to the Capital Reorganisation and the application of credit arising from the Capital Reduction (“**Application of Credit**”) (the “**Special Resolution**”) as set out in the Notice of EGM was not passed by the Shareholders.

At the EGM held on 31 August 2009, the proposed resolutions as set out in the Notice of EGM were taken by poll. The Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

As at the date of EGM, the total number of issued Shares in the Company was 6,753,112,470 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM. To the best knowledge of the Directors, no Shareholder has a material

interest in the Disposal and the Capital Reorganisation different to that of any other Shareholders and accordingly, no Shareholder is required to abstain from voting on either of the Ordinary Resolution and the Special Resolution at the EGM. No Shareholder was entitled to attend and vote only against any resolution at the EGM.

The poll results in respect of the proposed resolutions as set out in the Notice of EGM were as follows:

<b>Resolutions</b>	<b>No. of votes cast and approximate percentage of the total number of votes cast</b>			
	<b>For</b>		<b>Against</b>	
Ordinary Resolution	2,796,415,000	71.06%	1,138,996,000	28.94%
Special Resolution	2,796,415,000	71.06%	1,138,996,000	28.94%

As more than 50% of the votes were cast in favour of the Ordinary Resolution, the Ordinary Resolution was duly passed as an ordinary resolution of the Company at the EGM.

As less than 75% of the votes were cast in favour of the Special Resolution, the Special Resolution was not passed as a special resolution of the Company at the EGM.

As the Special Resolution was not approved by the Shareholders at the EGM, such being one of the conditions of the Share Consolidation, the Capital Reorganisation will not become effective. As a result, the Company's authorised share capital would remain unchanged, comprising US\$80,000,000 divided into 8,000,000,000 Shares of US\$0.01 each and the issued share capital would remain at US\$67,531,124.70 divided into 6,753,112,470 Shares of US\$0.01 each. Shareholders should note that the relevant timetable and trading arrangements on the Existing Shares and Consolidated Shares as set out in the Circular will not come into effect.

By order of the board  
**China Ground Source Energy Limited**  
**Chan Wai Kay, Katherine**  
*Chairman*

Hong Kong, 31 August 2009

*As at the date of this announcement, the Board comprises Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Wu Shu Min and Mr. Jeffrey Soo Kim Fui as executive Directors, Mr. Fu Hui Zhong as non-executive Director, Ms. Laura Chan Man Kuen, Mr. Jia Wenzeng and Mr. Paul Chow Wan Hoi 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.*

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