



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28 February 2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer China Ground Source Energy Limited

Date Submitted 3 March 2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>8128</u>	Description :	<u>C G SOURCE EGY</u>	
			No. of ordinary shares	Par value (<i>State currency</i>)
				Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>8,000,000,000</u>	<u>US\$0.01</u>	<u>US\$80,000,000.00</u>	
Increase/(decrease)	<u>(6,000,000,000)*</u>			
Increase/(decrease)	<u>2,000,000,000[#]</u>	<u>US\$0.04</u>	<u>US\$80,000,000.00</u>	
Balance at close of the month	<u>4,000,000,000</u>	<u>US\$0.04</u>	<u>US\$160,000,000.00</u>	
(2) Stock code :	<u>N/A</u>	Description :		
			No. of ordinary shares	Par value (<i>State currency</i>)
				Authorised share capital (<i>State currency</i>)
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

2. Preference Shares

Stock code : <u> N/A </u>	Description : _____		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : <u> N/A </u>	Description : _____		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State
currency*) :

US\$160,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>6,753,112,470</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>(5,064,834,353)*</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,688,278,117</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<u>1.Exercise Price</u> <u>HK\$1.9**</u> <u>(22 /11/ 2001)</u>						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>75,000**</u>
<i>(Note 1)</i>						
<u>2.Exercise Price</u> <u>HK\$1.86**</u> <u>(22 /11/ 2001)</u>						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>2,500,000**</u>
<i>(Note 1)</i>						
<u>3. Exercise Price</u> <u>HK\$0.312**</u> <u>(22 /11/ 2001)</u>						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>750,000**</u>
<i>(Note 1)</i>						
<u>4. Exercise Price</u> <u>HK\$0.856**</u> <u>(22 /11/ 2001)</u>						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>2,750,000**</u>
<i>(Note 1)</i>						
<u>5. Exercise Price</u> <u>HK\$0.3304**</u> <u>(22 /11/ 2001)</u>						
Ordinary shares	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>950,000</u>	<u>Nil</u>	<u>139,950,000**</u>
<i>(Note 1)</i>						
				Total A. (Ordinary shares)	<u>Nil</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)			<u>Nil</u>			

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B.	(Ordinary shares) <u>N/A</u>	
					(Preference shares) <u>N/A</u>	
					(Other class) <u>N/A</u>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes	HK\$	160,000,000	Nil	160,000,000	Nil	100,000,000***
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$1.60***					
EGM approval date (if applicable) (dd/mm/yyyy)	(22 / 10 / 2007)					
2. Convertible Notes	HK\$	204,000,000	Nil	204,000,000	Nil	170,000,000***
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$1.20***					
EGM approval date (if applicable) (dd/mm/yyyy)	(17 / 03 / 2008)					
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
	Total C. (Ordinary shares)				Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A (/ /) shares (<i>Note 1</i>)		
2. N/A (/ /) shares (<i>Note 1</i>)		
3. N/A (/ /) shares (<i>Note 1</i>)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

For Main Board and GEM listed issuers

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A N/A
Total E.		(Ordinary shares) N/A (Preference shares) N/A (Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>N/A</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

* Pursuant to the Company's announcement dated 1 February 2010, Share Consolidation on the basis that every 4 issued and unissued Shares of US\$0.01 each in the share capital of the Company have been consolidated into 1 Consolidated Share of US\$0.04 each with effect from 2 February 2010.

** Pursuant to the Company's announcement dated 12 February 2010, the exercise prices of the Share Options and the number of Shares to be issued upon exercise of the outstanding Share Options pursuant to the Share Option Scheme have been adjusted as a result of the Share Consolidation.

*** Pursuant to the Company's announcement dated 12 February 2010, the conversion prices of the Convertible Notes and the number of Shares to be issued upon exercise of the conversion rights attached to the Convertible Notes have been adjusted as a result of the Share Consolidation.

Pursuant to the Company's announcement dated 1 February 2010, the authorized share capital of the Company be increased from US\$80,000,000 to US\$160,000,000 comprising 4,000,000,000 of US\$0.04 each by creation of an additional 2,000,000,000 Shares of US\$0.04 each.

Submitted by: Coniah Wong _____

Title: Secretary _____
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*