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**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 RESULT OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 28 July 2010**

At the extraordinary general meeting of China Ground Source Energy Limited (the “Company”) held on Wednesday, 28 July 2010 (the “EGM”), the proposed resolutions as set out in the notice of the EGM dated 9 July 2010 (“Notice of EGM”) were taken by poll. Terms used herein shall have the same meaning as those defined in the circular of the Company dated 9 July 2010 (“Circular”) and the Notice of EGM.

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

Ordinary 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 six months ended 31 March 2010 and the reports of the directors and auditors of the Company	668,717,750	74.72%	226,228,000	25.28%
2. To consider and approve the adoption of the New Share Option Scheme and the termination of the Existing Option Scheme	668,717,750	74.72%	226,228,000	25.28%

As more than 50% of the votes were cast in favour of the resolutions abovementioned, the resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the EGM, the total number of issued ordinary shares of the Company was 1,729,943,117 shares, the holders of which were entitled to attend and vote for or against the resolution. There was no share of the Company entitling the holder to attend and vote only against the resolutions at the EGM.

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

Hong Kong, 28 July 2010

*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 GEM Listing Rules 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: (i) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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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