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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)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Ground Source Energy Limited (the “**Company**” together with its subsidiaries, the “**Group**”) will be held at Room 1301, York House, The Landmark, 15 Queen’s Road Central, Central, Hong Kong on Tuesday, 11 January 2011 at 11 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 1 December 2010 (the “**Subscription Agreement**”) entered into between the Company and Mr. Xu Shengheng (the “**Subscriber**”) (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in respect of the subscription of 234,704,000 shares of US\$0.04 each in the capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.3184 each (the “**Subscription**”):

- (i) the Subscription Agreement and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
- (ii) the subscription for the Subscription Shares by the Subscriber be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Subscription Shares pursuant to the terms of the Subscription Agreement subject to completion of the Subscription Agreement, such Subscription Shares to be issued credited as fully paid and ranking pari passu in all respects with all the existing issued shares of the Company; and

(iii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and to sign, seal, execute, perfect and deliver all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 21 December 2010

*Registered office:*

Scotia Centre, 4th Floor  
P.O. Box 2804  
George Town  
Grand Cayman  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 1301, York House, The Landmark  
15 Queen’s Road Central  
Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Computershare Hong Kong Investor Service Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. As at the date of this notice, the Board comprises Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Wu Shu Min and Mr. Soo Kim Fui, Jeffrey as executive Directors, Mr. Fu Hui Zhong as non-executive Director, Ms. Chan Man Kuen, Laura, Mr. Jia Wenzeng and Mr. Chow Wan Hoi, Paul as independent non-executive Directors.

*This announcement, for which the directors (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.*

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