

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.

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 EXTRAORDINARY GENERAL MEETING HELD ON 11 JANUARY 2011

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolution set out in the EGM Notice was duly passed by the Independent Shareholders of the Company by way of poll at the EGM.

POLL RESULTS OF THE EGM

At the Extraordinary General Meeting of China Ground Source Energy Limited (the “**Company**”) held on 11 January 2011 (“**EGM**”), the proposed resolution as set out in the notice of the EGM dated 21 December 2010 (“**EGM Notice**”) was taken by poll. Terms used herein shall have the same meaning as those defined in the circular of the Company dated 21 December 2010 (the “**Circular**”) and the EGM Notice unless the context requires otherwise.

As at the date of the EGM, the number of issued shares of the Company was 1,830,603,117 Shares. As disclosed in the Circular, the Subscriber and its associates, holding 374,317,000 Shares in aggregate, representing approximately 20.45% of the issued share capital of the Company as at the date of EGM, had material interests in the Subscription were required to abstain and did abstain from voting at the EGM in respect of the resolution as set out in the EGM Notice. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution at the EGM was 1,456,286,117 Shares. There were no Shares entitling the Shareholders to vote only against the resolution at the EGM.

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.

The poll results in respect of the proposed resolution as set out in the EGM Notice was as follows:

Ordinary Resolution	No. of votes cast and approximate percentage of the total number of votes cast			
	For		Against	
To approve the Subscription Agreement and the issue and allotment of the Subscription Shares	410,671,750	69.526457%	179,998,000	30.473543%

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.

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

Hong Kong, 11 January 2011

As at the date of this announcement, 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication.