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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)

#### (A) ANNUAL GENERAL MEETING HELD ON 6 FEBRUARY 2009 POLL RESULTS, AND (B) CHANGE OF DIRECTORS

At the annual general meeting of China Ground Source Energy Limited (the “Company”) held on Friday, 6 February 2009 (the “AGM”), all proposed resolutions as set out in the notice of the AGM dated 30 December 2008 were taken by polls.

The Company’s branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results in respect of all the resolutions proposed at the AGM 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 year ended 30 September 2008 and the reports of the directors and the auditors of the Company.	2,915,215,000	(94.7986%)	159,950,190	(5.2014%)
2.	(i) To re-elect Mr. Wu Shu Min as executive director of the Company and to authorise the Board (as defined below) to fix his remuneration.	2,913,943,000	(69.5727%)	1,274,402,190	(30.4273%)
	(ii) To re-elect Mr. Xu Zhi Feng as executive director of the Company and to authorise the Board to fix his remuneration.	1,260,290,190	(31.1774%)	2,782,032,000	(68.8226%)
	(iii) To re-elect Mr. Lu Chuan as non-executive director of the Company and to authorise the Board to fix his remuneration.	4,043,595,000	(96.5440%)	144,750,190	(3.4560%)
	(iv) To re-elect Mr. Zhanglai as independent non-executive director of the Company and to authorise the Board to fix his remuneration.	1,260,290,190	(31.1774%)	2,782,032,000	(68.8226%)

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast				
		For		Against		
	(v)	To re-elect Ms. Cai Xin as independent non-executive director of the Company and to authorise the Board to fix her remuneration.	2,463,219,000	(58.8113%)	1,725,126,190	(41.1887%)
3.		To re-appoint the auditors and to authorize the board of directors of the Company to fix their remuneration.	2,915,215,000	(94.7987%)	159,950,190	(5.2013%)
4A.		To grant a general mandate to the directors of the Company to allot and issue new shares in the Company.	903,983,000	(29.3962%)	2,171,182,190	(70.6038%)
4B.		To grant a general mandate to the directors of the Company to repurchase shares in the Company.	2,930,415,000	(95.2930%)	144,750,190	(4.7070%)
4C.		Conditional upon the passing of the resolutions 4A and 4B, to extend the general mandate granted to the directors to issue new shares by adding the number of shares repurchased.	2,930,415,000	(95.2930%)	144,750,190	(4.7070%)
5.		To refresh the scheme limit of the share option scheme of the Company adopted on 22 November 2001.	903,983,000	(29.3962%)	2,171,182,190	(70.6038%)

As more than 50% of the votes were cast in favour of each of the resolutions 1, 2(i), 2(iii), 2(v), 3, 4B and 4C abovementioned, resolutions 1, 2(i), 2(iii), 2(v), 3, 4B and 4C were duly passed as ordinary resolutions of the Company.

As less than 50% of the votes were cast in favour of each of the resolutions 2(ii), 2(iv), 4A and 5 abovementioned, resolutions 2(ii), 2(iv), 4A and 5 were not passed.

It is noted that resolution 4C is conditional upon the passing of the resolutions 4A and 4B. Since resolution 4A was not passed, the board of directors of the Company (“Board”) takes the view the resolution 4C cannot be effected.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 5,653,112,470 shares, the holders of which were entitled to attend and vote for or against the resolutions. There was no share of the Company entitling the holder to attend and vote only against the resolutions at the AGM.

## CHANGE OF DIRECTORS

Since Mr. Xu Zhi Feng and Mr. Zhanglai have not been re-elected in the AGM, Mr. Xu and Mr. Zhang retired and ceased to be directors of the Company (“Directors”) immediately after conclusion of the AGM. The Company is now seeking confirmation from Mr. Xu and Mr. Zhang that there is no disagreement between the Board and them and there is no other matter regarding their retirement that needs to be brought to the attention of the holders of the securities of the Company. Further announcement will be made by the Company as soon as possible after Mr. Xu and Mr. Zhang provide the confirmation to the Company. The Board would also like to take this opportunity to express its sincere gratitude to Mr. Xu and Mr. Zhang for their valuable contribution to the Company during their tenure of office.

Following the retirement of Mr. Zhanglai, the Company will have only one independent non-executive Director and the audit committee of the Company will comprise only one member, which will fall below the minimum number as required under Rule 5.05 (1) and Rule 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) respectively.

The Board announces that Ms. Cheung Kwan has been appointed as executive Director of the Company with effect from the conclusion of the Company’s AGM and some additional Directors have also been appointed. Further information in relation to the appointment of Ms. Cheung Kwan and these additional Directors will be made by further announcement.

By order of the Board  
**China Ground Source Energy Limited**  
**Wu Shu Min**  
*Chairman*

Hong Kong, 6 February 2009

*As at the date of this announcement, the Board comprises one executive director, namely Mr. Wu Shu Min, one non-executive director, namely, Mr. Lu Chuan and one-independent non-executive director, Ms. Cai Xin.*

*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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