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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) EXTRAORDINARY GENERAL MEETING HELD ON 25 MARCH 2009
POLL RESULTS, AND
(B) CHANGE OF DIRECTORS

At the extraordinary general meeting of China Ground Source Energy Limited (the “Company”) held on Wednesday, 25 March 2009 (the “EGM”), all proposed resolutions as set out in the notice of the EGM dated 6 March 2009 were taken by polls.

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 results in respect of all 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. | (a) To remove Cheung Kwan from the office of an executive Director with immediate effect. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| | (b) To appoint Cheung Kwan as executive Director with immediate effect and to authorize the board of Directors to fix her remuneration. | 1,254,914,000 | (30.82884%) | 2,815,671,000 | (69.17116%) |
| 2. | (a) To remove Chan Wai Kay, Katherine from the office of an executive Director with immediate effect. | 4,070,585,190 | (100%) | 0 | (0%) |
| | (b) To appoint Chan Wai Kay, Katherine as executive Director with immediate effect and to authorize the board of Directors to fix her remuneration. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| 3. | (a) To remove Xu Shengheng from the office of an executive Director with immediate effect. | 4,070,585,190 | (100%) | 0 | (0%) |
| | (b) To appoint Xu Shengheng as executive Director with immediate effect and to authorize the board of Directors to fix his remuneration. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |

| Ordinary Resolutions | | | Number of votes cast and approximate percentage of total number of votes cast | | | |
|----------------------|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------|---------------|-------------|
| | | | For | | Against | |
| 4. | (a) | To remove Jeffrey Soo Kim Fui from the office of an executive Director with immediate effect. | 4,070,585,190 | (100%) | 0 | (0%) |
| | (b) | To appoint Jeffrey Soo Kim Fui as executive Director with immediate effect and to authorize the board of Directors to fix his remuneration. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| 5. | (a) | To remove Lu Chuan from the office of a non-executive Director with immediate effect. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| | (b) | To appoint Lu Chuan as a non-executive Director with immediate effect and to authorize the board of Directors to fix his remuneration. | 1,254,914,190 | (30.82884%) | 2,815,671,000 | (69.17116%) |
| 6. | (a) | To remove Laura Chan Man Kuen from the office of an independent non-executive Director with immediate effect. | 3,679,057,190 | (90.38153%) | 391,528,000 | (9.61847%) |
| | (b) | To appoint Laura Chan Man Kuen as an independent non-executive Director with immediate effect and to authorize the board of Directors to fix her remuneration. | 3,210,479,000 | (78.87021%) | 860,106,190 | (21.12979%) |
| 7. | (a) | To remove Cai Xin from the office of an independent non-executive Director with immediate effect. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| | (b) | To appoint Cai Xin as an independent non-executive Director with immediate effect and to authorize the board of Directors to fix her remuneration. | 1,254,914,190 | (30.82884%) | 2,815,671,000 | (69.17116%) |
| 8. | (a) | To remove Calvin Chiu Chun Kit from the office of an independent non-executive Director with immediate effect. | 4,070,585,190 | (100%) | 0 | (0%) |
| | (b) | To appoint Calvin Chiu Chun Kit as independent non-executive Director with immediate effect and to authorize the board of Directors to fix his remuneration. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| 9. | (a) | To remove Wu Shu Min from the office of an executive Director with immediate effect. | 4,070,585,190 | (100%) | 0 | (0%) |
| | (b) | To appoint Wu Shu Min as executive Director with immediate effect and to authorize the board of Directors to fix his remuneration. | 2,818,951,000 | (69.25174%) | 1,251,634,190 | (30.74826%) |
| 10. | | To pass ordinary resolution no. 10 set out in the notice of the Meeting in respect of the general mandate to issue shares. | 2,194,087,000 | (53.90102%) | 1,876,498,190 | (46.09898%) |
| 11. | | To pass ordinary resolution no. 11 set out in the notice of the Meeting in respect of the extension of the general mandate to issue shares. | 2,194,087,000 | (53.90102%) | 1,876,498,190 | (46.09898%) |
| 12. | | To pass ordinary resolution no. 12 set out in the notice of the Meeting in respect of refreshment of scheme limit under the share option scheme of the Company. | 2,194,087,000 | (54.52585%) | 1,829,852,000 | (45.47415%) |

As more than 50% of the votes were cast in favour of each of the resolutions 1(a), 2(b), 3(b), 4(b), 5(a), 6(a), 6(b), 7(a), 8(b), 9(b), 10, 11 and 12 abovementioned, resolutions 1(a), 2(b), 3(b), 4(b), 5(a), 6(a), 6(b), 7(a), 8(b), 9(b), 10, 11 and 12 were duly passed as ordinary resolutions of the Company. In addition, each of the resolutions 2(a), 3(a), 4(a), 8(a) and 9(a) were unanimously passed.

As less than 50% of the votes were cast in favour of each of the resolutions 1(b), 5(b) and 7(b) abovementioned, resolutions 1(b), 5(b) and 7(b) were not passed.

As at the date of the EGM, 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 EGM.

CHANGE OF DIRECTORS

Since Ms. Cheung Kwan, Mr. Lu Chuan and Ms. Cai Xin have been removed and have not been appointed as Directors in the EGM, Ms. Cheung Kwan, Mr. Lu Chuan and Ms. Cai Xin ceased to be directors of the Company (“Directors”) with effect from 25 March 2009 from the time when the respective resolutions regarding removal of them as Directors were passed.

Each of Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Jeffrey Soo Kim Fui, Ms. Laura Chan Man Kuen, Mr. Calvin Chiu Chun Kit and Mr. Wu Shu Min were also removed in the EGM with effect from the time when the respective resolutions regarding removal of them as Directors were passed. However, after the resolutions regarding their removal were passed, each of Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Jeffrey Soo Kim Fui, Ms. Laura Chan Man Kuen, Mr. Calvin Chiu Chun Kit and Mr. Wu Shu Min were appointed as Directors pursuant to resolutions passed by the shareholders of the Company at the EGM. Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Jeffrey Soo Kim Fui and Mr. Wu Shu Min have been appointed as executive Director in the EGM, Ms. Laura Chan Man Kuen and Mr. Calvin Chiu Chun Kit have been appointed as independent non-executive Directors in the EGM. Their appointments took effect on 25 March 2009 from the time when the respective resolutions regarding their appointments as Directors were passed.

In a board meeting of the Company held after the EGM (the “Board Meeting”), with effect from 25 March 2009, Ms. Chan Wai Kay, Katherine has been appointed as Chairman of the Board, Mr. Xu Shengheng has been appointed as chief executive officer of the Company and Mr. Jeffrey Soo Kim Fui has been appointed as chief financial officer. Ms. Laura Chan Man Kuen has been appointed as chairman of the remuneration committee and member of audit committee with effect from 25 March 2009. Mr. Calvin Chiu Chun Kit has been appointed as member of the audit committee and member of remuneration committee with effect from 25 March 2009. Mr. Wu Shu Min has also tendered his resignation as chairman of the board of Directors (the “Board”) to take effect from 25 March 2009. The Company notes and accepts Mr. Wu’s resignation as Chairman but his office as executive director of the Company remains unchanged.

In the Board Meeting, the Board has also resolved to appoint Mr. Fu Hui Zhong as non-executive Director with effect from 25 March 2009 and Mr. Jia Wen Zeng as independent non-executive Director, chairman of the audit committee and member of remuneration committee with effect from 25 March 2009. Further information in relation to the appointment of Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Jeffrey Soo Kim Fui, Mr. Wu Shu Min, Mr. Fu Hui Zhong, Ms. Laura Chan Man Kuen, Mr. Calvin Chiu Chun Kit and Mr. Jia Wen Zeng will be announced by the Company as soon as possible.

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

Hong Kong, 25 March 2009

As at the date of this announcement, the Board comprises four executive directors, namely Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng, Mr. Jeffrey Soo Kim Fui and Mr. Wu Shu Min, one non-executive director, namely, Mr. Fu Hui Zhong and three-independent non-executive director, namely Ms. Laura Chan Man Kuen, Mr. Calvin Chiu Chun Kit and Mr. Jia Wen Zeng.

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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