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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 RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 1 FEBRUARY 2010**

At the annual general meeting of China Ground Source Energy Limited (the “Company”) held on Monday, 1 February 2010 (the “AGM”), all proposed resolutions as set out in the notice of the AGM dated 31 December 2009 (“Notice of AGM”) were taken by polls. Terms used herein shall have the same meaning as those defined in the circular of the Company dated 30 December 2009 (“Circular”) and the Notice of AGM.

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:

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 2009 and the reports of the directors and the auditors of the Company.	3,024,069,190	(72.8131%)	1,129,124,000	(27.1869%)
2.	(i) To re-elect Mr. Fu Hui Zhong as non-executive director of the Company and to authorise the Board to fix his remuneration.	3,024,069,190	(72.8131%)	1,129,124,000	(27.1869%)
	(ii) To re-elect Mr. Jia Wenzeng as independent non-executive director of the Company and to authorise the Board to fix his remuneration.	3,024,069,190	(72.8131%)	1,129,124,000	(27.1869%)

Resolutions		Number of votes cast and approximate percentage of total number of votes cast			
		For		Against	
	(iii) To re-elect Mr. Paul Chow Wan Hoi as independent non-executive director of the Company and to authorise the Board to fix his remuneration.	3,024,069,190	(72.8131%)	1,129,124,000	(27.1869%)
3.	To re-appoint the auditors and to authorize the board of directors of the Company to fix their remuneration.	N/A	N/A	N/A	N/A
4A.	To grant a general mandate to the directors of the Company to allot and issue new shares in the Company.	2,977,423,000	(71.6900%)	1,175,770,190	(28.3100%)
4B.	To grant a general mandate to the directors of the Company to repurchase shares in the Company.	2,977,423,000	(71.6900%)	1,175,770,190	(28.3100%)
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.	2,977,423,000	(71.6900%)	1,175,770,190	(28.3100%)
5.	To refresh the scheme limit of the share option scheme of the Company adopted on 22 November 2001.	2,977,423,000	(71.6900%)	1,175,770,190	(28.3100%)
6.	To approve the Share Consolidation	2,977,423,000	(72.5107%)	1,128,762,190	(27.4893%)
7.	To approve the Capital Reduction, the Sub-division and the Application on Credit	2,977,423,000	(72.5107%)	1,128,762,190	(27.4893%)
8.	To increase the authorised share capital of the Company	2,977,423,000	(71.6900%)	1,175,770,190	(28.3100%)

As more than 50% of the votes were cast in favour of each of the resolutions 1, 2(i), 2(ii), 2(iii), 4A, 4B, 4C, 5, 6, and 8 abovementioned, resolutions 1, 2(i), 2(ii), 2(iii), 4A, 4B, 4C, 5, 6 and 8 were duly passed as ordinary resolutions of the Company.

As less than 75% of the votes were cast in favour of resolution 7 abovementioned, resolution 7 was not passed.

As the Company has received a letter dated 27 January 2010 from HLB Hodgson Impey Cheng (“HLB”), being the auditors of the Company up to the conclusion of the AGM, in respect of their decision not to stand for re-appointment as auditors of the Company at the AGM, resolution 3 became irrelevant for voting at the AGM. Therefore, resolution 3 was not considered in the AGM. Resolution to appoint SHINEWING (HK) CPA Limited as the auditors of the Company will be considered in an extraordinary general meeting (“EGM”) of the Company to be held in due course. A circular containing details on the proposed appointment of SHINEWING (HK) CPA Limited together with a notice of the EGM will be despatched to the Shareholders as soon as possible.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 6,753,112,470 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.

SHARE CONSOLIDATION

As disclosed above, resolutions in respect of the Share Consolidation was duly passed in the AGM while resolutions in respect of the Capital Reduction, Sub-division and the proposed Application of Credit arising from the Capital Reduction were not passed in the AGM. In the circumstances, the events expected to be taken place from 5 July 2010 to 6 August 2010 set forth in the expected timetable on page 5 of the Circular will not occur.

In order to lower the transaction cost per dollar value of each Consolidated Shares, the board lot size of shares in the Company for trading on the Stock Exchange would remain as 8,000 after the Share Consolidation becomes effective. Such that, the theoretical market value of each new board lot of Consolidated Shares would be HK\$2,336 (based on the latest closing price of HK\$0.073 per Share as quoted on the Stock Exchange on the date of this announcement).

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

Hong Kong, 1 February 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.

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