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中國地能有限公司
CHINA GROUND SOURCE ENERGY LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8128)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 13 JUNE 2013

At the annual general meeting of China Ground Source Energy Limited (the “Company”) held on Thursday, 13 June 2013 (the “AGM”), all proposed resolutions as set out in the notice of the AGM dated 13 May 2013 (“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 13 May 2013 (“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:

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 nine months ended 31 December 2012 and the reports of the directors and the auditors of the Company.	1,632,111,000	92.8856%	125,008,000	7.1144%
2.	To approve the distribution of final dividend.	1,632,111,000	92.8856%	125,008,000	7.1144%

Ordinary Resolutions			Number of votes cast and approximate percentage of total number of votes cast			
			For		Against	
3.	(i)	To re-elect Ms. Chan Wai Kay Katherine as executive director of the Company and to authorise the Board to fix her remuneration.	1,632,111,000	92.8856%	125,008,000	7.1144%
	(ii)	To re-elect Mr. Xu Shengheng as executive director of the Company and to authorise the Board to fix his remuneration.	1,632,111,000	92.8856%	125,008,000	7.1144%
	(iii)	To re-elect Mr. Jia Wenzeng as independent non-executive Director and to authorise the board of Directors to fix his remuneration.	1,631,655,000	92.8597%	125,464,000	7.1403%
4.	To re-appoint the auditors and to authorize the board of directors of the Company to fix their remuneration.		1,632,111,000	92.8856%	125,008,000	7.1144%
5A.	To pass the ordinary resolution no. 5A set out in the notice of the Meeting in respect of the general mandate to issue shares.		1,631,655,000	92.8597%	125,464,000	7.1403%
5B.	To pass the ordinary resolution no. 5B set out in the notice of the Meeting in respect of the repurchase mandate.		1,632,111,000	92.8856%	125,008,000	7.1144%
5C.	To pass the ordinary resolution no. 5C set out in the notice of the Meeting in respect of the extension of the general mandate to issue shares.		1,631,655,000	92.8597%	125,464,000	7.1403%
6.	To pass the ordinary resolution no. 6 set out in the notice of the Meeting in respect of the refreshment of scheme limit under the share option scheme of the Company.		1,631,655,000	92.8597%	125,464,000	7.1403%

Ordinary Resolutions		Number of votes cast and approximate percentage of total number of votes cast			
		For		Against	
7.	To pass the ordinary resolution no. 7 set out in the notice of the Meeting in respect of the Agreement entered into between the Company and China Energy Conservation and Environmental Protection Group Company and the proposed annual caps for the continuing connected transactions thereunder.	782,111,000	86.2192%	125,008,000	13.7808%
Special Resolutions		Number of votes cast and approximate percentage of total number of votes cast			
8.	To pass the special resolution no. 8 set out in the notice of the Meeting in respect of the Proposed Change of Company Name.	1,632,111,000	92.8856%	125,008,000	7.1144%
9.	To pass the special resolution no. 9 set out in the notice of the Meeting in respect of the amendments to the Articles of Association and adoption of amended and restated Memorandum and Articles of Association.	1,632,111,000	92.8856%	125,008,000	7.1144%

As more than 50% of the votes were cast in favour of each of the resolutions 1, 2, 3(i), 3(ii), 3(iii), 4, 5A, 5B, 5C, 6 and 7 abovementioned, resolutions 1, 2, 3(i), 3(ii), 3(iii), 4, 5A, 5B, 5C, 6 and 7 were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of resolutions 8 and 9 abovementioned, resolutions 8 and 9 were duly passed as special resolutions of the Company.

As at the date of the AGM, the total number of issued ordinary shares of the Company was 2,902,827,117 Shares. As disclosed in the Circular, CECEP(HK) and its associates, holding 850,000,000 Shares in aggregate, representing approximately 29.28% of the issued share capital of the Company as at the date of AGM, had material interests in the Continuing Connected Transactions and were required to abstain and did abstain from voting at the AGM in respect of the resolution No. 7

as set out in the Notice of AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolution No. 7 at the AGM was 2,052,827,117 Shares. There were no Shares entitling the Shareholders to vote only against the resolution at the AGM.

By order of the Board
China Ground Source Energy Limited
Zheng Qiyu
Chairman

Hong Kong, 13 June 2013

As at the date of this announcement, the Board comprises Mr. Zheng Qiyu, Ms. Chan Wai Kay, Katherine, Mr. Xu Shengheng and Mr. Zang Yiran as executive Directors, Ms. Wu Xiaohua and Ms. Xu Genghong as non-executive Directors, Mr. Hu Zhaoguang, Mr. Jia Wenzeng and Mr. Wu Desheng as independent non-executive Directors.

This announcement, for which 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 for 7 days from the date of its publication and on the website of the Company at www.cgsenergy.com.hk.