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**中國地能產業集團有限公司**

**CHINA GROUND SOURCE ENERGY INDUSTRY GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8128)**

**APPOINTMENT OF EXECUTIVE DIRECTOR  
AND VARIOUS BOARD APPOINTMENTS,  
CHANGE OF COMPOSITION OF NOMINATION COMMITTEE,  
REMUNERATION COMMITTEE AND STRATEGIC COMMITTEE**

**APPOINTMENT OF EXECUTIVE DIRECTOR AND VARIOUS BOARD APPOINTMENTS**

The board of directors (the “**Board**”) of China Ground Source Energy Industry Group Limited (the “**Company**”) hereby announces that with effect from 12 May 2015 Mr. Liu Dajun (“**Mr. Liu**”) has been appointed as executive Director of the Company, Joint Chairman of the Board, Chief Operating Officer, Chairman of the strategic committee (the “**Strategic Committee**”), Deputy Chairman of nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company.

The biographical details of Mr. Liu are set out as follows:

**Mr. Liu Dajun** (“**Mr. Liu**”), aged 44, graduated from Changchun College of Geology and obtained a bachelor’s degree in mining exploration. Mr. Liu obtained an EMBA degree from Guanghua School of Management of Peking University in 2006 and a doctoral degree in geological engineering from Jilin University in 2012, and is a senior engineer at professor level. Mr. Liu had served as technician and project manager of the Chinese Institute of Geo-exploration Technology (中國地質勘察技術院), professional engineer, project manager, domestic manager, assistant to general manager and deputy general manager of China Geo-Engineering Corporation (concurrently serving as chairman and general manager of CGC Road and Bridge Construction Co., Ltd. during the same period). Mr. Liu is currently the director of CECEP Environment Protection Investment Development (Jiangxi) Co., Ltd., a fellow subsidiary of China Energy Conservation and Environmental Protection (Hong Kong) Investment Co., Ltd., which is a substantial shareholder of the Company. As at the date of this announcement, China Energy Conservation and Environmental Protection (Hong Kong) Investment Co., Ltd. held 29.54% of the issued share capital of the Company) and standing member of the municipal committee and deputy mayor (temporary post) of Shizuishan City, Ningxia Hui Autonomous Region.

Save as disclosed above, as at the date of this announcement, Mr. Liu does not hold any positions with the Company or its subsidiaries and does not have any relationship with any director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company. Mr. Liu has no interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Liu did not hold any directorships in any listed companies in the past three years.

Mr. Liu will enter into a service agreement with the Company in respect of his appointment as executive Director for a term of three years commencing from 12 May 2015 which can be terminated by either party by giving not less than three month's written notice to the other. Pursuant to the Company's Articles of Association, Mr. Liu is subject to retirement by rotation and re-election at general meetings of the Company. Mr. Liu will receive a director's emolument of HK\$2,016,000 per annum which was fixed with reference to market conditions and his duties and responsibilities with the Group.

Save as disclosed above, there are no other information in relation to the appointment of Mr. Liu which are required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and no other matters that need to be brought to the attention of the shareholders of the Company.

The Board further announces that Mr. Xu Shengheng, the Chief Executive Officer and executive Director of the Company, has been appointed as Joint Chairman of the Board, Chairman of the Nomination Committee, Deputy Chairman of the Remuneration Committee and the Strategic Committee with effect from 12 May 2015.

#### **CHANGE OF COMPOSITION OF THE NOMINATION COMMITTEE**

The Board further announces that with effect from 12 May 2015 the Nomination Committee shall comprise Mr. Xu Shengheng as Chairman, Mr. Liu Dajun as Deputy Chairman and Mr. Zhang Honghai, Mr. Wu Desheng and Mr. Jia Wenzeng as members of the Nomination Committee.

#### **CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE**

The Board further announces that with effect from 12 May 2015 the Remuneration Committee shall comprise Mr. Zhang Honghai as Chairman, Mr. Liu Dajun and Mr. Xu Shengheng as Deputy Chairman and Mr. Wu Desheng and Mr. Jia Wenzeng as members of the Remuneration Committee.

## **CHANGE OF COMPOSITION OF THE STRATEGIC COMMITTEE**

The Board further announces that with effect from 12 May 2015 the Strategic Committee shall comprise Mr. Liu Dajun as Chairman, Mr. Xu Shengheng as Deputy Chairman and Ms. Chan Wai Kay, Katherine, Mr. Zang Yiran and Mr. Daiqi as members of the Strategic Committee.

By Order of the Board of  
**China Ground Source Energy Industry Group Limited**  
**Liu Dajun**  
*Joint Chairman and Executive Director*

Hong Kong, 13 May 2015

*As at the date of this announcement, the Board comprises Mr. Xu Shengheng, Mr. Liu Dajun, Ms. Chan Wai Kay, Katherine and Mr. Zang Yiran as executive Directors, Mr. Zhao Youmin and Mr. Daiqi as non-executive Directors, Mr. Jia Wenzeng, Mr. Wu Desheng and Mr. Zhang Honghai 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 GEM website with the domain name of [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the website of the Company at [www.cgsenergy.com.hk](http://www.cgsenergy.com.hk).*