

中國聯盛投資集團有限公司

China Leason Investment Group Co., Limited

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)

(股份代號: 8270)
(Stock Code: 8270)



2006

Third Quarterly Report
第三季度報告

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This report, for which the directors (the “Directors”) of China Leason Investment Group Co., Limited (the “Company”) collectively and individually accept responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Exchange for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: - (1) the information contained in this report is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this report misleading; and (3) all opinions expressed in this report 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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創業板乃為帶有高投資風險之公司提供一個上市之市場。尤其在創業板上市之公司毋須有過往溢利記錄，亦毋須預測未來溢利。此外，在創業板上市之公司可因其新興性質及該等公司經營業務之行業或國家而帶有風險。有意投資之人士應了解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色表示創業板較適合專業及其他富有經驗之投資者。

由於創業板上市公司新興之性質，在創業板買賣之證券可能會較於主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

創業板發佈資料之主要方法為在聯交所為創業板而設之互聯網網頁刊登。上市公司發行人毋須在憲報指定報章刊登款公佈披露資料。因此，有意投資之人士應注意彼等須閱覽創業板網頁 www.hkgem.com，以便取得創業板上市公司之最新資料。

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本報告（中國聯盛投資集團有限公司（「本公司」）各董事（「董事」）願共同及個別對此負全責）乃遵照聯交所創業板證券上市規則的規定而提供有本公司的資料。本公司各董事經作出一切合理查詢後，確認就彼等所知及所信：—(1) 本報告所載資料在各重大方面均屬準確及完整，且無誤導成份；(2) 並無遺漏任何事實致使本報告所載任何內容產生誤導；及(3) 本報告內表達的一切意見乃經審慎周詳考慮後方作出，並以公平合理的基準和假設為依據。

FINANCIAL HIGHLIGHTS

財務摘要

- Turnover of the Group for the nine months ended 30th September 2006 was approximately RMB19,970,000, representing an increase of 30.17% as compared to the corresponding period in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB2,479,000 for the nine months ended 30th September 2006.
- Loss per share of the Group was approximately RMB0.52 cent for the nine months ended 30th September 2006.
- The Board does not recommend the payment of any dividend for the nine months ended 30th September 2006.
- 本集團截至二零零六年九月三十日止九個月之營業額約為人民幣19,970,000元，較上一個財政年度同期上升30.17%。
- 截至二零零六年九月三十日止九個月，本集團實現之股東應佔虧損約為人民幣2,479,000元。
- 本集團截至二零零六年九月三十日止九個月之每股虧損約為人民幣0.52仙。
- 董事會並不建議於截至二零零六年九月三十日止九個月派發任何股息。

UNAUDITED RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 30TH SEPTEMBER 2006

截至二零零六年九月三十日止季度 及九個月之未經審核業績

The board of directors (the “Board”) of China Leason Investment Group Co., Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (collectively the “Group”) for the quarter and nine months ended 30th September 2006 (the “Quarter” and “Review Period” respectively), together with the unaudited comparative figures for the corresponding period in 2005 as follows:—

(Unless otherwise expressly stated, all financial figures in this quarterly results announcement are denominated at thousand Renminbi (“RMB”))

中國聯盛投資集團有限公司(「本公司」)董事會(「董事會」)謹此公佈本公司及其附屬公司(統稱「本集團」)於截至二零零六年九月三十日止季度及九個月(「本季度」及「本期間」)之未經審核綜合業績，連同二零零五年同期之未經審核比較數字如下：—

(除明確另作註明外，本季度業績公佈內之所有財務數字以人民幣(「人民幣」)千元列值)

		Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間		
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	
	Note 附註					
Turnover	營業額	2	8,101	3,799	19,970	15,342
Cost of sales	銷售成本		(2,100)	(2,440)	(7,273)	(7,549)
Gross profit	毛利		6,001	1,359	12,697	7,793
Other revenue	其他收益	2	760	496	2,937	1,959
Distribution costs	銷售費用		(3,594)	(648)	(5,166)	(2,408)
Administrative expenses	行政費用		(4,629)	(2,223)	(11,744)	(7,784)
(Loss) before tax	除稅前(虧損)		(1,462)	(1,016)	(1,276)	(440)
Income tax	所得稅項	3	(517)	(134)	(1,203)	(229)
(Loss) for the period	期間(虧損)		(1,979)	(1,150)	(2,479)	(669)
Attributable to:	應佔:					
Equity shareholders of the Company	本公司之權益股東		(1,979)	(1,149)	(2,479)	(668)
Minority interest	少數股東權益		—	(1)	—	(1)
(Loss) for the period	期間(虧損)		(1,979)	(1,150)	(2,479)	(669)
Dividends attributable to the period	期間股息	4	—	—	—	—
(Loss) per share — basic (RMB - cents)	每股(虧損) — 基本 (人民幣—仙)	5	(0.42)	(0.24)	(0.53)	(0.14)

UNAUDITED STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

未經審核綜合權益變動表

		2006 二零零六年										
(Unaudited)		Issued	Share	Merger	General	Common	Share	Translation	Retained	Minority		
		Capital	Premium	Reserve	Fund	Reserve	option	reserve	Profit	Total	Share	Total
(未經審核)		已發行股本	股份溢價	合併儲備	一般儲備	法定基金	購股權儲備	換算儲備	保留溢利	總計	少數股東權益	總計
As at 1st January	於一月一日	5,014	34,845	(2,351)	2,903	1,421	603	(97)	6,888	49,226	155	49,381
Net loss for the period	期間虧損	—	—	—	—	—	—	—	(2,479)	(2,479)	—	(2,479)
Forfeiture of share options	取消購股權	—	—	—	—	—	(603)	—	603	—	—	—
Profit appropriations	溢利分派	—	—	—	177	89	—	—	(266)	—	—	—
Closure of a subsidiary during the period	在期間結束的一間子公司	—	—	—	—	—	—	—	—	—	(155)	(155)
As at 30th September	於九月三十日	<u>5,014</u>	<u>34,845</u>	<u>(2,351)</u>	<u>3,080</u>	<u>1,510</u>	<u>—</u>	<u>(97)</u>	<u>4,746</u>	<u>46,747</u>	<u>—</u>	<u>46,747</u>

		2005 二零零五年							
		Issued	Share	Merger	General	Common	Retained	Total	
		Capital	Premium	Reserve	Reserve	Welfare	Profit	Total	
		已發行股本	股份溢價	合併儲備	一般儲備	法定基金	保留溢利	總計	
As at 1st January	於一月一日	5,014	34,845	(2,351)	2,171	1,055	6,786	47,520	
Net loss for the period	本中期虧損	—	—	—	—	—	(668)	(668)	
As at 30th September	於九月三十日	<u>5,014</u>	<u>34,845</u>	<u>(2,351)</u>	<u>2,171</u>	<u>1,055</u>	<u>6,118</u>	<u>46,852</u>	

NOTES:

1. Basis of Presentation of Financial Statements

The unaudited accounts have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with accounting standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). They are prepared under the historical cost convention.

The unaudited consolidated results for the Review Period have not been audited by the Company's auditors, but have been reviewed by the Company's audit committee.

The accounting policies and basis of preparation used in the preparation of the unaudited consolidated results for the Review Period are consistent with those used in the Company's annual financial statements for the year ended 31st December 2005.

The Group principally operates in the People's Republic of China (the "PRC") with its business activities principally transacted in RMB, the results of the Group are therefore prepared in RMB.

2. Turnover and Other Revenue

The Company is an investment holding company. The principal activities of the Group are development of computer software, resale of hardware, provision of system integration and maintenance.

Turnover represents the sales value of goods supplied and services provided to customers, which excludes value-added and business taxes, and is after deduction of any goods returns and trade discounts.

附註：

1. 財務報表呈報基準

未經審核賬目乃根據香港公認會計原則及遵照香港會計師公會頒佈之會計準則而編製。賬目乃按過往成本慣例編製。

本期間之未經審核綜合業績並未經本公司核數師審核，但已由本公司之審核委員會審閱。

編製本期間之未經審核綜合業績時所採納之會計政策及編製基準與本公司截至二零零五年十二月三十一日止年度之全年財務報表中所採納者一致。

本集團主要在中華人民共和國（「中國」）經營業務，其業務活動主要以人民幣進行，因此本集團之業績乃以人民幣編製。

2. 營業額及其他收益

本公司為投資控股公司。本集團之主要業務為電腦軟件開發、硬件轉售、提供系統集成及維修服務。

營業額指向客戶提供貨品及服務之銷售值，惟不包括增值稅及營業稅，並於扣除任何退貨及商業折扣後列賬。

An analysis of the Group's unaudited turnover and other revenue is as follows:

本集團未經審核之營業額及其他收益分析如下：

		Quarter ended 30th September 截至九月三十日止 季度		Nine months ended 30th September 截至九月三十日止 九個月期間	
		2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元	2006 二零零六年 RMB'000 人民幣千元	2005 二零零五年 RMB'000 人民幣千元
Turnover	營業額				
Sales of software	軟件銷售	5,001	2,515	13,257	10,490
Sales of hardware	硬件銷售	87	205	215	1,188
Maintenance and other services fees	維護及其他 服務收入	3,013	1,079	6,498	3,664
		8,101	3,799	19,970	15,342
Other revenue	其他收益				
Value added tax refunds	增值稅退稅	713	417	1,913	1,690
Interest income	利息收入	20	30	94	148
Other net revenue	其他收入淨額	27	49	930	121
		760	496	2,937	1,959

3. Taxation

(a) Hong Kong profits tax

No provision for Hong Kong profits tax has been made as the Group did not derived any income subject to Hong Kong profits tax during the Review Period.

(b) Overseas income tax

Taxes on incomes assessable elsewhere were provided for in accordance with the applicable tax legislations, rules and regulations prevailing in the territories in which the Group operates.

There was no significant unprovided deferred taxation for the Review Period.

4. Dividend

The Board does not recommend payment of any dividend for the Review Period 2006 (2005: nil).

5. (Loss) Per Share

The basic earnings per share for the Quarter and the Review Period were calculated based on the unaudited loss attributable to shareholders for the Quarter and the Review Period of approximately RMB1,979,000 and RMB2,479,000 respectively (2005: loss of approximately RMB1,149,000 and RMB668,000 respectively), and the weighted average number of 473,000,000 (2005: 473,000,000) shares in issue of the Company. The weighted average number of shares in issue was calculated based on the number of shares in issue or deemed to be in issue before placing but after corresponding adjustments by the Company upon capitalisation of share premium.

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters and nine months ended 30th September 2006 and 2005.

3. 稅項

(a) 香港利得稅

由於本集團於本期間內並無賺取任何須繳納香港利得稅之收入，故並無為香港利得稅作出任何撥備。

(b) 海外所得稅

本集團已根據其經營業務所在地區其時之適用稅務法律、規則及規例，就其他地區之應課稅收入作出稅項撥備。

本集團於本期間內並無重大之未撥備遞延稅項。

4. 股息

董事會並不建議於本期間派付任何股息(二零零五年同期：無)。

5. 每股(虧損)

本季度及本期間之每股基本虧損乃按本季度及本期間之未經審核股東應佔虧損淨額分別約人民幣1,979,000元及人民幣2,479,000元(二零零五年同期間：分別虧損約人民幣1,149,000元及人民幣668,000元)，以及本公司的已發行股份加權平均股數為473,000,000股(二零零五年：473,000,000股)計算；而該等已發行股份加權平均數乃是根據本公司於配售事項前但於股份溢價資本化而作出相對調整後之已發行或被視作已發行股份數目計算。

由於截至二零零六年及二零零五年九月三十日止季度及九個月期間內並不存在任何具攤薄效益之潛在普通股，故此並無呈列每股攤薄盈利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Review

The Group recorded a consolidated turnover of approximately RMB19,970,000 for the Review Period, representing an increase of approximately 30.17% compared with the corresponding period last year. The increase was mainly attributable to:

- During the third quarter, the continuous improvement of the securities market of the PRC and active trading on the stock market drove business development of the securities traders, and the numbers of securities firms in the PRC and their offices were increased accordingly, and resulted in continuous increases in number of the Group's Clearing System sold and income from maintenance fees.
- Sales of new products increased. With enhanced forces of regulatory authorities towards the securities firms, requirements of them in the latest Clearing System became grown. As at 30th September 2006, the number of clients for Independent Depository Products increased by twelve since its launch in 2005, while the number of clients for the Clearing System, Information Centre System and the Shine Bank Funding System increased by eight, one and three, respectively.

財務回顧

本集團於本期間錄得綜合營業額約人民幣19,970,000元，較去年同期增長約30.17%。增長主要是：

- 由於在第三季中國證券市場市況持續暢旺，股市交投活躍，帶動證券商的業務發展，在中國證券商及其辦事處的數目持續增加，因而本集團銷售的證券結算平台數目及維護等收入均持續增加。
- 新產品的銷售增加。由於監管機構對證券商的監管力度持續加強，證券商對新的證券結算平台需求增加。本集團於二零零五年底推出的第三方存管系統，截至二零零六年九月三十日已新增客戶達十二家。此外，清算類產品新增客戶8家，資料中心系統新增客戶1家，銀證資金往來系統新增客戶3家。

Loss attributable to shareholders for the Review Period was approximately RMB2,479,000, compared with the loss attributable to shareholders of approximately RMB668,000 for the corresponding period last year, mainly due to:

- During the Period, the Group opened a new office in Beijing in order to explore new grounds in business. Management fees such as rental fees and wages rose tremendously.
- During the Period, the Group engaged approximately RMB2,000,000 in the development of a series of promotion and advertising campaigns focusing on establishing the corporate image so as to reinforce the Group's lead in and its professionalism in the security-clearing-platform software market.
- Costs and expenses of sales included the additional development costs amortised following the introduction of products to the market as well as the increased expenses and maintenance costs incurred from promoting new products.

而本期間之股東應佔虧損約人民幣2,479,000元，而去年同期應佔虧損約人民幣668,000元，主要原因為：

- 於本期間，本集團在北京開設新的辦事處以拓展新的業務，管理費用包括租金及人工等均大幅增加。
- 於本期間，本集團投入了大約(人民幣)二百多萬元進行一系列推廣及宣傳本集團的企業形象，以加強本集團在證券結算平台軟件市場的領導性及專業性。
- 銷售成本及銷售費用中包括隨著產品推出市場而多攤銷之開發成本以及為了推廣新產品而增加的銷售費用及維護成本。

Business Review and Development Prospects

During the Period, the securities market of the PRC was gradually improving, with the composite indices of both market persistently rising, among which the Shanghai composite index rose from 1672.21 on 30th June 2006 to 1752.42 on 29th September 2006. During the time a number of new stocks were in issue, which triggered investor's enthusiasm, brought forth active market transactions and eventually added momentum to the business development of many securities dealers. However, as the intensity of supervision imposed by the supervisory institutions upon those security dealers were increasing, that those securities dealers were classified in terms of, inter alia, their capability to avoid risk and to develop their business. As a result the competitiveness of the well-managed security dealers would be continuously strengthened. The Directors of the Group believe that, as the Company faces further division and the betterment of clients, the Group's advantages in being a professional information technology provider in the security industry is becoming apparent, which serves as a leading force to the Group's development.

業務回顧及發展前景

本期間，中國證券市場市況持續轉好，兩市綜合指數持續上揚，其中：滬綜指由二零零六年六月三十日的1672.21點上升至二零零六年九月二十九日的1752.42點，期間更有多支新股發行，引發投資者投資熱情，股市交投活躍，亦帶動證券商的業務發展。但監管機構對證券商的監管力度持續加強，並從風險防範能力及業務發展等方面對證券商進行分級，優質證券商的競爭能力將持續加強。本集團董事相信，隨着公司面對的客戶的細分及優化，本集團作為證券行業專業的資訊科技提供商的優勢將會特顯，並帶動集團業務的發展。

With improving business environment, the Group had also made significant investments in brand image building for the Group, and enhanced the staff's capacities in research and development of products and technologies:

- As at 30th September 2006, the Group had an aggregate of 170 employees, of which 105 were research and development staff, 27 were engineering and customer service staff, 27 were executive and management staff, and 11 were sales and marketing staff;
- Draft design of the Group's corporate image was completed, introduction and integration of the image identification system were carried out, and promotion and recommendations to the clients were done. Through a series of promotion programs, the Group's goodwill amid the clients and its unity and professionalism in its overall image were significantly increased;
- Development of the new generation of clearing platform, namely the E-SIM 6.0 (Shine Securities Integrated Management Platform 6.0) was proceeding on schedule. The verifications and delivery of the communication system and the money transfer system, which had already been contracted to the Fuzhou Cari-Power Communication Technology Co., Ltd. (福州開睿動力通信科技有限公司) for its development, were completed and further developmental perfection and system embedment will be done according to its clients' requirement and against research and development achievements within the market.

在逐步好轉的市場環境中，本集團亦投入資金積極塑造集團的品牌形象，在人員上致力加強產品研發和技術能力：

- 截至二零零六年九月三十日，本集團員工總收為170人，其中研發技術人員105人，工程和客服人員27人，行政管理人員27人，市場銷售人員11人；
- 本集團的企業形像設計稿已經完成，並進行了形象識別系統的導入和整合，完成向客戶推介和宣傳。通過一系列的推廣活動，大大加強集團在客戶中的商譽度及集團整體形象的統一和專業性；
- 新一代結算平台－新意證券綜合管理平台6.0的開發工作均按計劃進行，此前交付福州開睿動力通信科技有限公司開發的通訊系統及資金劃付系統已經驗收交付，將根據客戶需求及針對市場的研發成果進行持續完善開發和系統嵌入。

- The Group has competitive advantage in clearing areas relating to securities clearing business and capital market, and most of our clientele are engaging securities and other relevant financial businesses. After diligent considerations of the Board, we consider that, since the major clients of our subsidiary, the Shenzhen Yinqitong Technology Limited (“Shenzhen Yinqitong”) were catering to the companies of enterprise groups, while it showed no significant improvements after operations for more than a year, its business was apparently different from the major business of the Group, thus the Group’s competitive edges and client bases could not be effectively utilized. Then the Group disposed Shenzhen Yinqitong to an independent third party during the Period. The Directors considered that the disposal of the company has no material effects to the overall business of the Group. As a result, the Group decided to timely divest its investment in the Shenzhen Yinqitong Technology Limited, so as to reduce risk.
- 本集團的競爭優勢在於證券結算行業及資本市場相關結算領域，客戶群體亦集中在證券行業和其他相關金融領域。經過董事會的審慎考慮，認為子公司深圳市銀企通科技有限公司（「深圳銀企通」）的主要客戶面向於各大企事業集團公司，而該公司經過一年多的運營，業務未見大的起色，並且與本集團的主體業務區別較大，無法有效發揮本集團節競爭優勢和客戶基礎。因此，本集團已於本期間出售深圳銀企通予獨立第三者。董事認為，出售該公司對集團整體業務並無大的影響，為降低風險，本集團決定及時收回對深圳市銀企通科技有限公司的投資。

The Directors believe that following the gradual improvement of the securities market, through its enhanced capacities in technology and research and development, and reinforcement in promotions of the Company’s professional corporate image, the Group’s business prospects remain optimistic.

董事相信，隨着證券市場的狀況持續轉好，通過提升自身的技述和研發能力，加強公司專業化的企業形象推介，本集團業務前景仍然樂觀。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Review Period, there has been no change in the capital structure of the Company.

Despite the difficult operating environment in the industry, as at 30th September 2006, the Group had net assets of approximately RMB46,747,000, including total cash and cash equivalent of approximately RMB31,253,000. To minimise financial risks, the Group has implemented disciplined financial and risk managements with minimum use of highly-g geared financial arrangements. The Group's gearing ratio, as calculated by taking the ratio of the Group's total external borrowings divided by its shareholders' fund, was zero. Furthermore, the Group had not pledged any of its assets as at 30th September 2006.

Employees

During the Review Period, the staff costs (including directors' remuneration) was approximately RMB9,293,712 (2005: approximately RMB9,886,000).

The salary and bonus policy of the Group is principally determined by the performance of the individual employee. The Group will on an ongoing basis, provides opportunity for professional development and training to its employees.

流動資金、財務資源及資本結構

於本期間，本公司之資本結構並無任何變動。本集團一般以內部所得現金流量及集資活動所得款項應付業務及投資活動所需。

儘管業內經營環境艱難，於二零零六年九月三十日，本集團的資產淨值約人民幣46,747,000元，其中包括現金、銀行及存款結存約人民幣31,253,000元。本集團採取謹慎的財務及風險管理策略。故此，本集團之資本與負債比率（按本集團對外借貸總額除以其股東資金計算）為零。此外，本集團於二零零六年九月三十日並無抵押其任何資產。經計及本集團現有財務資源後，預計本集團以其現有財務資源及營運所得現金流量將足以應付其持續經營業務所需（主要用於日後產品開發及技術方面的投資）。

僱員

於本期間內，員工成本（包括董事酬金）約為人民幣9,293,712元（二零零五年同期：約人民幣9,886,000元）。

本集團之薪酬及花紅政策基本上按個別僱員工作表現確定。本集團亦為員工提供持續專業進修與培訓機會。

Risk in Foreign Exchange

The revenue and expenses of the Group were denominated in Renminbi. The Directors consider that the Group's risk in foreign exchange is insignificant.

Significant Investment

The Group did not have significant investment as at 30th September 2006.

Material Acquisition and Disposal

The Group did not have any material acquisition or disposal during the Review Period.

Future Plans Relating to Material Investment or Capital Asset

As at the date of this report, the Group has not executed any agreement in respect of proposed acquisition and did not have any other future plan of material investment or capital asset.

外匯風險

由於本集團業務位於中國，而本集團的銷售及採購大部份均採用人民幣結算，因此概無任何外匯風險影響本集團的經營業績。

所持有的重大投資

本集團於二零零六年九月三十日並未持有重大投資。

重大收購及出售事項

本集團於本期間內沒有進行重大收購或出售事項。

有關重大投資或資本資產未來計劃

截至本報告日期，本集團概無就建議收購簽訂任何協定，且並無任何其他未來重大投資或資本資產計劃。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

董事及最高行政人員於股份、相關股份及債券之權益或淡倉

As at 30th September 2006, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules were as follows:

於二零零六年九月三十日，按本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定而存置之登記冊所記錄，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準已知會本公司及聯交所，董事及本公司最高行政人員在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中之權益及淡倉如下：

(a) Long positions in shares, underlying shares and debentures of the Company

(a) 於本公司股份、相關股份及債券之好倉

Name	Capacity	Nature of Interest	Number of shares/ underlying shares 股份/相關股份數目	Approximate % of shareholdings 持股概約百分比
Mr. Wang Zhong Sheng 王忠勝先生	Interest of controlled corporation 受控法團權益	Corporate interest 公司權益	354,750,000 (Note 1) (附註1)	75%

Notes:

- Such shares are owned by Jumbo Lane Investments Limited.

Mr. Wang Zhong Sheng owns 86% interest in the issued share capital of Jumbo Lane Investments Limited and he is taken to be interested in the shares owned by Jumbo Lane Investments Limited pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

附註：

- 該等股份由寶連投資有限公司擁有。

王忠勝先生擁有寶連投資有限公司已發行股本之86%權益，根據香港法例第571章證券及期貨條例第XV部，王忠勝先生被視為於寶連投資有限公司擁有之股份中擁有權益。

(b) Associated corporations — interests in shares

(b) 相聯法團—股份權益

Director	Name of associated corporation	Nature of Interest	Percentage of interests in the registered capital of the associated corporation 佔該相聯法團註冊資本之權益百分比
董事	相聯法團名稱	權益性質	
Mr. Wang Zhong Shen 王忠勝先生	Jumbo Lane Investments Limited (Note 1) 寶連投資有限公司(附註 1)	Personal 個人	86%
Mr. Kwok Shum Tim 郭純恬先生	Jumbo Lane Investments Limited 寶連投資有限公司	Personal 個人	7%
Mr. Chang Jian 常健先生	Jumbo Lane Investments Limited 寶連投資有限公司	Personal 個人	7%

Notes:

1. Jumbo Lane Investments Limited is a holding Company of the Group, owns 75% of the shareholding of the Group. Mr. Wang Zhong Sheng owns 86% interest in the issued share capital of Jumbo Lane Investments Limited. Mr. Chang Jian and Mr. Kwok Shun Tim each own 7% in the issued share capital of Jumbo Lane Investments Limited.

附註：

1. 寶連投資有限公司為本集團的控股公司，擁有本集團75%的股權。王忠勝先生持有寶連投資有限公司已發行股本之86%權益。常建先生及郭純恬先生各持有寶連投資有限公司已發行股本之7%權益。

Save as disclosed above, as at 30th September 2006, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were otherwise required, pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 of the GEM Listing Rules, to be notified to the Company and the Exchange. The Group had not issued any debentures during the year.

除上文披露者外，於二零零六年九月三十日，董事或本公司最高行政人員概無在本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有任何根據證券及期貨條例第352條規定而須載入該條例所述登記冊內，或根據創業板上市規則第5.46條所述上市發行人董事進行交易的規定標準而須知會本公司及聯交所之任何權益或淡倉。本集團並無於本年度內發行任何債券。

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTEREST AND SHORT POSITION IN SHARES AND OPTIONS UNDER SFO

主要股東及於股份及購股權擁有根據證券及期貨條例須予披露之權益及淡倉之人士

As at 30th September 2006, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零零六年九月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露之董事或本公司最高行政人員除外）於本公司股份及相關股份擁有權益或淡倉：

Long positions in shares

股份之好倉

Name 姓名／名稱	Number of Shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
Jumbo Lane Investments Limited 實連投資有限公司	354,750,000	Beneficial owner 實益擁有人	75%
Mr. Wang Zhong Sheng 王忠勝先生	(Note 1) (附註1) 354,750,000	Interest of controlled corporation 受控法團權益	75%
Ms. Zhao Xin 趙馨女士	(Note 2) (附註2) 354,750,000	Interest of spouse 配偶之權益	75%

Notes:

1. Such Shares represent the same parcel of Shares owned by Jumbo Lane Investments Limited. Mr. Wang Zhong Sheng is the beneficial owner of the 86% of the total issued share capital of Jumbo Lane Investments Limited. Mr. Wang is taken to be interested in the Shares owned by Jumbo Lane Investments Limited pursuant to the SFO.
2. Ms. Zhao Xin (the spouse of Mr. Wang Zhong Sheng) is deemed to be interested in her spouse's interest in the Company which represent the same parcel of Shares held by Jumbo Lane Investments Limited pursuant to the SFO.

Save as disclosed above, as at 30th September 2006 no other person (other than the Directors or chief executive of the Company) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

附註：

1. 此等股份即由寶連投資有限公司持有之同一批股份。王忠勝先生為實益擁有該公司86%之全部已發行股本。故根據證券及期貨條例，王先生被視作擁有寶連投資有限公司所持同一批股份之權益。
2. 趙馨女士(王忠勝先生之配偶)根據證券及期貨條例，趙女士亦被視作於本公司擁有其配偶權益之權益，即由寶連投資有限公司持有之同一批股份。

除上文披露者外，按根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，於二零零六年九月三十日，並無其他人士(董事或本公司最高行政人員除外)於本公司股份及相關股份中擁有權益或淡倉。

SHARE OPTION SCHEME

Pursuant to a written resolution passed by the then shareholders of the Company on 28th July 2003, the Company adopted a share option scheme (the "Share Option Scheme") with a life of 10 years commencing from its adoption date. The principal terms of the Share Option Scheme are set out in the Company's 2003 Annual Report.

On 6th July 2004, a total of 20,000,000 share options were granted to certain Directors and employees of the Group under the Share Option Scheme.

On 23rd March 2006, the Company had 15,130,000 outstanding share options held by 23 optionholders entitling holders thereof to subscribe for in aggregate 15,130,000 new Shares at an exercise price of HK\$0.256 per Share at any time up to 5th July 2008.

Pursuant to "JOINT ANNOUNCEMENT of (1) Acquisition of shares in China Leason Investment Group Co., Limited (formerly known as "Shine Software (Holdings) Limited") by Jumbo Lane Investments Limited and (2) Possible mandatory unconditional cash offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of China Leason Investment Group Co., Limited" published on 30th March 2006 and the announcement of "Composite Offer and Response Document relating to Mandatory Unconditional Cash Offers by Watterson Asia Limited on behalf of Jumbo Lane Investments Limited to acquire all the issued shares and to cancel all outstanding share options of China Leason Investment Group Co., Limited" published on 25th April 2006, Watterson Asia,

購股權計劃

本公司根據二零零三年七月二十八日由本公司當時之股東通過之書面決議案採納購股權計劃(「購股權計劃」)，購股權計劃由其採納當日起計為期十年。其主要條款詳載於本公司二零零三年年報內。

於二零零四年七月六日，共有20,000,000份購股權根據購股權計劃授予若干董事及本集團僱員。

於二零零六年三月二十三日，本公司有15,130,000份未行使購股權，由23名購股權持有人所持有，該等購股權賦予該等持有人權利，在直至二零零八年七月五日前任何時間，按每股股份行使價0.256港元認購合共15,130,000股新股份。

根據二零零六年三月三十日「聯合公佈(1)寶連投資有限公司收購中國聯盛投資集團有限公司(前稱「新意軟件(控股)有限公司」)之股份及(2)華德信亞洲有限公司代表寶連投資有限公司提出可能強制性無條件現金要約建議以收購中國聯盛投資集團有限公司之全部已發行股份及註銷全部未行使購股權」，及於二零零六年四月二十五日刊登之「與華德信亞洲有限公司代表寶連投資有限公司提出強制性無條件現金要約建議以收購中國聯盛投資集團有限公司之全部已發行股份及註銷全部未行使購股權有關之綜合要約建議」之公佈，華德信亞洲代表寶連投資集團有限公司(「要約人」)無條件地向購股權持有人提出要約建議，就購股權持有人有權根據購股

on behalf of the Jumbo Land Investments Limited (the "Offeror") hereby unconditionally makes an offer to pay to the optionholders a nominal consideration of HK\$0.0001 in cash in respect of every share option to which the optionholders are entitled to subscribe under the share options held by them, in consideration for the surrender to the Company by the relevant holders of all of the existing rights attaching to their share options. By accepting the option offer, optionholders will renounce and agree to the cancellation of relevant share options.

On 16th May 2006, the Offeror has received valid acceptances in respect of a total of 11,890,000 Share Options out of the total 15,130,000 outstanding Share Options under the Option Offer. As the remaining 3,240,000 Share Options had not been exercised within one month from 7th April 2006 (the opening date of the Share Offer which is unconditional), those Share Options lapsed automatically thereafter in accordance with the terms of the share option scheme of the Company.

權認購持有之每份購股權支付現金0.0001港元的名義代價，作為有關持有人向 貴公司交回彼等之購股權附帶所有現有權利之代價。透過接納購股權要約建議，購股權持有人將放棄及同意註銷有關購股權。

於二零零六年五月十六日，要約人接獲涉及購股權要約建議項下合共15,130,000份未行使購股權中合共11,890,000份購股權之有效接納。由於從二零零六年四月七日(股份要約建議(成為無條件)之開始日期)起一個月內並未行使餘下3,240,000份購股權，故根據本公司購股權計劃之條款，該等購股權其後自動失效。

Movement of the Share Option scheme during 期間購股權計劃的變動如下：
the period are set out below:

Participants	Date of grant	Exercise price per share	Number of share options 購股權數目			At 30th September 2006 於 二零零六年 九月三十日	Company's share price at date of grant 本公司 股份於授出 日期之價格 (Note 2) (附註2) (HK\$) (港元)
			At 1st January 2006 於 二零零六年 一月一日	Lapsed during period 於 本中期內 失效	Cancelled during period 於 期內取消		
Other employees 其他僱員							
In aggregate 合計	6th July 2004 二零零四年七月六日	0.256	17,930,000	6,040,000	11,890,000	—	0.24
Total share options granted 授出購股權總數			<u>17,930,000</u>	<u>6,040,000</u>	<u>11,890,000</u>	<u>—</u>	

Notes:

附註：

- The exercise period of these share options is three years commencing from one year immediately after the date of grant and terminating three years thereafter. Generally, the share options are vested in different tranches (some of which are conditional).
- The price of the Company's shares disclosed as at the date of grant of the share options is the Stock Exchange's closing price on the trading day immediately prior to the date of the grant of the share options.
- 該等購股權之行使期為三年，由緊隨授出日期後一年起，並於其後三年終止。一般而言，購股權乃分批歸屬（部分購股權為有條件）。
- 所披露本公司股份於購股權授出日期前一個交易日之聯交所收市價。

Save as disclosed above, no share options had been granted, cancelled, lapsed or exercised during the period.

COMPETING INTERESTS

None of the Directors or the management shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) had an interest in a business which causes or may cause any significant competition with the business of the Group.

SPONSOR'S INTEREST

Pursuant to a sponsor agreement dated 4th August 2003 entered into between the Company and South China Capital Limited (the "Sponsor"), the Sponsor has been appointed as the retained sponsor of the Company for the period from 12th August 2003 to 31st December 2005 (or until the sponsor agreement is otherwise terminated upon the terms and conditions contained therein), for which the Sponsor will receive a fee.

As notified and updated by the Sponsor, neither the Sponsor nor any of its directors or employees or associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) had any interest in any class of securities of the Company or any member of the Group, or any right to subscribe for or to nominate persons to subscribe for the securities of the Company or any member of the Group as at 30th September 2006.

Save as disclosed above, the Sponsor had no other interest in the Company as at 30th September 2006.

除上文披露者外，期內並無授出、註銷任何購股權，亦無任何購股權失效或獲行使。

競爭權益

本公司董事或管理層股東或任何彼等各自之聯繫人士（定義見創業板上市規則）概無於對或可能對本集團業務構成重大競爭之業務中擁有任何權益。

保薦人權益

根據本公司與南華融資有限公司（「保薦人」）所訂立日期為二零零三年八月四日之保薦人協議，保薦人已獲委任為本公司自二零零三年八月十二日起至二零零五年十二月三十一日（或直至保薦人協議根據當中所載條款及條件予以終止）止期間之延聘保薦人，就此，保薦人將收取相關費用。

根據保薦人所知會之最新資料，於二零零六年九月三十日，保薦人或其任何董事、僱員或聯繫人士（見創業板上市規則第6.35條附註3所述）概無於本公司或本集團任何成員公司任何類別證券中擁有任何權益，或擁有任何認購或提名他人認購本公司或本集團任何成員公司之證券之權利。

除上文披露者外，於二零零六年九月三十日，保薦人並無於本公司擁有任何其他權益。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SHARES

During the Interim Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

AUDIT COMMITTEE

The Company established an audit committee with written terms of reference in compliance with the GEM Listing Rules on 28th July 2003. The primary duties of the audit committee are, among others, to review and oversee the financial reporting principles and practices adopted as well as internal control procedures and issues of the Group. It also reviews quarterly, interim and the final results of the Group prior to recommending the same to the Board for consideration.

The audit committee, comprising of the three independent non-executive Directors, namely Mr. Yan Chang Ming, Mr. Luo Wei Kun and Ms. Pang Yuk Fong (Chairman).

During the Review Period, the audit committee has held three meetings. The Group's unaudited consolidated results for the Interim Period have been reviewed and commented by the audit committee members.

購買、出售或贖回本公司上市股份

於本中期內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市股份。

審核委員會

本公司已於二零零三年七月二十八日遵照創業板上市規則，成立審核委員會並書面列明其職權範圍。審核委員會之主要職責為(其中包括)審閱及監察本集團之財務申報準則及所採納之慣例，以及內部監控程序及事宜，並負責於向董事會提呈考慮前，審閱本集團季度、中期及全年業績。

審核委員會由三名獨立非執行董事閻長明先生、羅維崑先生及彭玉芳小姐(主席)所組成。

於本期內，審核委員會曾舉行三次會議，而本集團本中期之未經審核業績已由審核委員會成員審閱及提供意見。

DISCLOSURE PURSUANT TO RULE 17.22 TO 17.24 OF THE GEM LISTING RULES

Deposit to a subcontractor

As at 30th September 2006, the Group had a deposit to Fuzhou Kai Rui Dong Li Communication and Technology Co., Ltd. ("Fuzhou Kai Rui") of approximately RMB5,909,000, which exceeded 8 per cent. of the total assets of the Group as at 30th June 2006 and the revenue and net profit of the Group (as defined in Chapter 19 of GEM Listing Rules) for the year ended 31st December 2005.

The deposit was resulted from the engagement of Fuzhou Kai Rui to develop new trading platform for the Company in 2006. Fuzhou Kai Rui is an independent third party who is not a connected person (as defined in GEM Listing Rules) of the Company. The deposit is unsecured and has no interest bearing, and will be used for the development of new products.

CORPORATE GOVERNANCE

During the Interim Period, the Company has complied with the Board Practices and Procedures as set out in Rule 5.34 of the GEM Listing Rules. Due compliance with the code provisions set out in the Code on Corporate Governance Practice contained in Appendix 15 of the GEM Listing Rules has been made.

The Company has adopted a code of conduct regarding securities dealings by Directors as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specified enquiry of all Directors, the Company was not aware of any non-compliance with such code of conduct during the Review Period.

根據創業板上市規則第17.22至17.24條作出披露

在分判商一項按金

於二零零六年九月三十日，本集團存放在福州開創動力通信科技有限公司(「福州開創」)之按金為人民幣約5,909,000元，超出本集團於二零零六年六月三十日之總資產及本集團截至二零零五年十二月三十一日止年度之收益及溢利淨額(定義見創業板上市規則第19章)8%。

該筆保證金乃源自福州開創於二零零六年為本公司開發新的交易平台而產生。福州開創為獨立第三方，亦非本公司之關連人士(定義見創業板上市規則)。該筆款項為無抵押及免息，並將撥作新產品開發用途。

企業管治

於本中期內，本公司已遵守創業板上市規則第5.34條所載董事會常規及程序，並已妥為遵守創業板上市規則附錄15所載企業管治常規守則所載守則規定。

本公司已採納創業板上市規則第5.48至5.67條有關董事進行證券交易的操守守則。本公司經向所有董事作出特定查詢後，並不知悉任何董事於本期內未有遵守該操守守則。

The Company has received from each of the independent non-executive Directors a confirmation of their independence pursuant to Rule 5.09 of the GEM Listing Rules. The Company considers all of its independent non-executive Directors are independent.

By order of the Board

China Leason Investment Group Co., Limited
Wang Zhong Sheng
Chairperson

China, 10th November 2006

As at the date of this report, the executive directors of the Company are Mr. Wang Zhong Sheng, and Mr. Shi Liang; the non-executive directors of the Company are Mr. Chang Jian, Mr. Kwok Shun Tim and Mr. Ye Jinxing and the independent non-executive directors of the Company are Mr. Yan Chang Ming, Mr. Luo Wei Kun and Ms. Pang Yuk Fong.

本公司已接獲各獨立非執行董事根據創業板上市規則第5.09條作出確認彼等獨立身分之確認。本公司認為其全體獨立非執行董事均為獨立人士。

承董事會命

中國聯盛投資集團有限公司
主席
王忠勝

中國，二零零六年十一月十日

於本報告日期，本公司執行董事為王忠勝先生及施亮先生；非執行董事為常建先生、郭純恬先生及葉金興先生，以及獨立非執行董事為閻長明先生、羅維崑先生及彭玉芳小姐。

