



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 Stock Code: 8270)

2009
1ST QUARTERLY REPORT 第一季度報告

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）市場之特色

創業板的定位，乃為相比起其他在聯交所上市的公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣的證券會有高流通量的市場。

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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 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: — (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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本報告乃遵照香港聯合交易所有限公司創業板證券上市規則（「創業板上市規則」）之規定提供有關中國聯盛投資集團有限公司（「本公司」）之資料。本公司之董事（「董事」）共同及個別對此負全責。董事在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) 本報告並無遺漏任何事實致使本報告任何內容產生誤導；及(3) 本報告內表達的一切意見乃經審慎周詳考慮後作出，並以公平合理的基準及假設為依據。

FINANCIAL HIGHLIGHTS 財務摘要

- Turnover of the Group for the three months ended 31 March 2009 was approximately RMB4,057,000, representing a decrease 13.3% as compared to the corresponding period in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB5,646,000 for the three months ended 31 March 2009.
- Loss per share of the Group was approximately RMB0.91 cent for the three months ended 31 March 2009.
- The Board does not recommend the payment of any dividend for the three months ended 31 March 2009.
- 本集團截至二零零九年三月三十一日止三個月之營業額約為人民幣4,057,000元，較上一個財政年度同期跌13.3%。
- 截至二零零九年三月三十一日止三個月，本集團實現之股東應佔虧損約為人民幣5,646,000元。
- 本集團截至二零零九年三月三十一日止三個月之每股虧損約為人民幣0.91仙。
- 董事會並不建議於截至二零零九年三月三十一日止三個月派發任何股息。

UNAUDITED RESULTS FOR THE THREE MONTHS ENDED 31 MARCH 2009 截至二零零九年三月三十一日止 三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 three months ended 31 March 2009 (the “Quarter”), together with the unaudited comparative figures for the corresponding period in 2008 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」)於截至二零零九年三月三十一日止季度(「本季度」)之未經審核綜合業績，連同二零零八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)

Three months ended
31 March
截至三月三十一日止
三個月期間

		Note 附註	2009 二零零九年 RMB'000 人民幣千元	2008 二零零八年 RMB'000 人民幣千元
Turnover	營業額	2	4,057	4,682
Cost of sales	銷售成本		(1,924)	(4,690)
Gross profit/(Loss)	毛利/(虧損)		2,133	(8)
Other revenue	其他收益	2	382	353
Distribution costs	銷售費用		(422)	(1,463)
Administrative expenses	行政費用		(6,660)	(7,524)
Other operating expenses	其它經營開支		(455)	—
Finance Cost	財務費用		(624)	(29)
(Loss) before tax	除稅前(虧損)		(5,646)	(8,671)
Income tax	所得稅項	3	—	—
(Loss) for the period	期間(虧損)		(5,646)	(8,671)
Attributable to:	應佔：			
Equity shareholders of the Company	本公司之權益股東		(5,646)	(8,671)
Minority interest	少數股東權益		—	—
(Loss) for the period	期間(虧損)		(5,646)	(8,671)
Dividends attributable to the period	期間股息	4	—	—
(Loss) per share	每股(虧損)			
— basic	— 基本			
(RMB — cents)	(人民幣—仙)	5	(0.91)	(1.53)
— Diluted	— 攤薄			
(RMB — cents)	(人民幣—仙)	5	(0.91)	(1.49)

UNAUDITED STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

未經審核綜合權益變動表

		2009 二零零九年						
		Issued Share Capital	Share Premium	Merger Reserve	General Reserve Fund 一般儲 備基金	Translation Reserve	Retained Profit Accumulated (Loss)	Total
		已發行股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	合併儲備 RMB'000 人民幣千元	備基金 RMB'000 人民幣千元	換算儲備 RMB'000 人民幣千元	保留溢利 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1 January	於一月一日	6,399	147,878	(2,351)	5,351	(935)	(36,212)	120,130
Issue of new share	發行新股	-	-	-	-	-	-	-
Net loss for the period	本期虧損	-	-	-	-	-	(5,646)	(5,646)
As at 31 March	於三月三十一日	6,399	147,878	(2,351)	5,351	(935)	(41,858)	114,484

		2008 二零零八年						
		Issued Share Capital	Share Premium	Merger Reserve	General Reserve Fund 一般儲 備基金	Translation reserve	Retained Profit/ Accumulated (loss)	Total
		已發行股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	合併儲備 RMB'000 人民幣千元	基金 RMB'000 人民幣千元	換算儲備 RMB'000 人民幣千元	保留溢利/ (累計虧損) RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1 January	於一月一日	5,922	100,835	(2,351)	5,351	(471)	(2,627)	106,659
Issue of new share	發行新股	477	47,043	-	-	-	-	47,520
Net loss for the period	本期虧損	-	-	-	-	-	(8,671)	(8,671)
As at 31 March	於三月三十一日	6,399	147,878	(2,351)	5,351	(471)	(11,298)	145,508

NOTES:

附註：

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 Quarter are consistent with those used in the Company's annual financial statements for the year ended 31 December 2008.

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; and manufacture and sales of liquefied coalbed gas.

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.

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二零零八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，以及液化煤層氣生產及銷售。

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：

		Three months ended	
		31 March	
		截至三月三十日止	
		三個月期間	
		2009	2008
		二零零九年	二零零八年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Turnover	營業額		
Sales of software	軟件銷售	1,739	2,530
Sales of hardware	硬件銷售	1,334	1,785
Maintenance and other services fees	維護及其他服務收入	984	367
		4,057	4,682
Other revenue	其他收益		
Value added tax refunds	增值稅退稅	189	335
Interest income	利息收入	35	13
Other net revenue	其他收入淨額	158	5
		382	353

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 Quarter.

(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 Quarter.

4. Dividend

The Board does not recommend payment of any dividend for the Quarter (2008: nil).

5. (Loss) Per Share

The basic loss per share for the Quarter were calculated based on the unaudited loss attributable to shareholders for the Quarter of approximately RMB5,646,000 (2008: loss of approximately RMB8,671,000), and the weighted average number of 620,600,000 (2008: 576,336,000) 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.

Diluted loss per share

The calculation of diluted loss per share for the three months ended 31 March 2009 was based on the adjusted loss attributable to equity holders of the Company of RMB5,646,000 (three months ended 31 March 2008: loss RMB8,612,000) and the weighted average number of ordinary shares of 620,600,000 (2008: 576,336,000) after adjusting for the effects of all dilutive potential ordinary shares.

3. 稅項

(a) 香港利得稅

由於本集團於本季度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。

本集團於本季度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季度派付任何股息(二零零八年同期：無)。

5. 每股(虧損)

本季度之每股基本虧損乃按本季度之未經審核股東應佔虧損淨額分別約人民幣5,646,000(二零零八年同期間：虧損約人民幣8,671,000)，以及本公司的已發行股份加權平均股數為620,600,000股(二零零八年：576,336,000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。

每股攤薄虧損

截至二零零九年三月三十一日止三個月之每股攤薄虧損乃根據經調整之本公司權益股東應佔虧損人民幣5,646,000元(截至二零零八年三月三十一日止三個月：虧損人民幣8,612,000元)以及就所有潛在攤薄普通股作出調整後之普通股加權平均數620,600,000股(二零零八年：576,336,000股)計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group is principally engaged in research and development of software solutions specially targeting the financial and securities sectors in the PRC. Headquartered in Fujian, the Group has a development and servicing network covering cities including Beijing, Shanghai and Fuzhou where the national stock exchanges and majority of the financial institutions' headquarters are based. The comprehensive spectrum of the Group's software solutions was centrally developed in our software development centres in Fuzhou and Shanghai, and implemented, customised and supported by our local servicing teams.

Through its years of corporate developments, the Group succeeds in building up its reputation and brand prestige. The Group is currently one of the predominant, preferred solution providers of securities community in the PRC, rendering hardware, peripherals and professional services in complement to its corporate software solution offerings. The Group's products have received high recognition especially in the domestic securities community.

本集團主要從事針對中國金融及證券行業的軟件解決方案研發業務。本集團之總部設於福建，而其開發及服務網絡則設於雲集國內證券交易所及大部分金融機構總部的城市，包括北京、上海以至福州等地。本集團一系列的軟件解決方案由其設於福州及上海的軟件開發中心統一開發，並由分散於各地之服務隊伍按客戶需求實施並提供相關支援服務。

經多年業務發展，本集團成功建立其卓越地位及市場品牌。現時更成為中國證券業主要解決方案供應商之一，除了提供企業軟件解決方案業務外，亦提供相關的配套硬件、週邊器材以及專業服務。本集團之產品在國內證券業享負盛名。

Financial Review

The Group recorded a consolidated turnover of approximately RMB4,057,000 for the Quarter, representing a decrease of approximately 13.3% compared with the corresponding period last year. The decrease was mainly attributable to:

- During the Quarter, the stock market of China started to revive from its troughs whilst major stock markets over the world were experiencing their severe winter as the global capital market were still battered in the aftermath of the financial turmoil. As of the end of the first quarter, the SSE Composite Index soared from 1820 to 2373, indicating a recover of investor confidence and a huge inflow of capital, though cautioned. However, the first quarter has been a dull season of the software (for the securities and financial sector) industry in which the Group is operating as proved by its performance in the prior years. Influenced by this industry seasonal factor and market competition between players, coupled with other factors such as the new products developed earlier were yet in their return period, the Group saw its development pace slowed down for adjustment, and thus a slight drop in its sales of software and hardware.

Loss attributable to shareholders for the Review Period was approximately RMB5,646,000, compared with the loss attributable to shareholders of approximately RMB8,671,000 for the corresponding period last year, mainly due to:

- Costs and expenses of sales decreased mainly due to development and the introduction of products to the market activities are less during the period.

財務回顧

本集團於本季度錄得綜合營業額約人民幣4,057,000元，較去年同期跌約13.3%。微跌主要是：

- 本季度，在全球資本市場依然受着金融危機的洗禮，各地主要股市都迎來了一個寒冷的冬季之際，中國股市低迷的行情却逐漸回暖，截至一季度末，上海交易所滬綜指數從1820點上升至2373點，投資者信心恢復，大量資金開始謹慎入場。但是按往年之慣例，第一季度是本集團所在之証券金融軟件業的淡季，受到行業季節性的影响和競爭對手的市場爭奪，以及前期投入的新產品回報期未到等各方面原因，本集團的業務發展步調亦進入調整期。故另本集團之軟件銷售及硬件銷售略為下調。

而本期間之股東應佔虧損約人民幣5,646,000元，而去年同期應佔虧損約人民幣8,671,000元，主要原因為：

- 銷售成本及銷售費用減少主要是開發以及為了推廣新產品的活動相對減少。

BUSINESS REVIEW

MARKET REVIEW

During the Accounting Period, the stock market of China started to revive from its troughs whilst major stock markets over the world were experiencing their severe winter as the global capital market were still battered in the aftermath of the financial turmoil. As at the end of the first quarter, the SSE Composite Index soared from 1820 to 2373, indicating a recover of investor confidence and a huge inflow of capital, though cautioned. However, the first quarter has been a dull season of the software industry (for the securities and financial sector) in which the Group is operating as proved by its performance in the prior years. Influenced by this industry seasonal factor and market competition between players, coupled with other factors such as the new products developed earlier were yet in their return period, the Group saw its development pace slowed down for adjustment.

REVIEW OF PRODUCTS AND SERVICES INCOMES

With the smooth progress of the market promotion and project implementation of E-SIM6.0 system, the Group had been continuously recruiting new research and development staff and engineering staff to ensure the progress of the project and the development of business:

- As at 31 March 2009, the Group had an aggregate of 268 employees, of which 159 were research and development staff, 50 were engineering and customer service staff, 46 were administrative staff and 13 were marketing staff;
- The Group's main product E-SIM6.0 had secured 4 new customers; Accounting System, a new product, had secured 1 new customer; software outsourcing business (merchandising system) had secured 1 new customer.

業務回顧

市場回顧

本會計期間，在全球資本市場依然受着金融危機的洗禮，各地主要股市都迎來了一個寒冷的冬季之際，中國股市低迷的行情却逐漸回暖，截至一季度末，上海交易所滬綜指數從1820點上升至2373點，投資者信心恢復，大量資金開始謹慎入場。但是按往年之慣例，第一季度是本集團所在之證券金融軟件行業的淡季，受到行業季節性的影響和競爭對手的市場爭奪，以及前期投入的新產品回報期未到等各方面原因，本集團的業務發展步調亦進入調整期。

產品及服務收入回顧

隨着E-SIM6.0系統的市場推廣和項目工程實施的推進，本集團的研發技術人員及工程人員持續增加，以保證工程進度和業務的發展：

- 截至二零零九年三月三十一日，本集團員工總數為268人，其中研發技術人員159人，工程和客服人員50人，行政管理人員46人，市場銷售人員13人；
- 本集團主要產品：E-SIM6.0新增客戶4家；新產品一賬戶系統新增客戶1家；軟件外包業務一營銷系統新增客戶1家。

The Directors have full confidence that, although facing the difficult market conditions, the Group will keep adjusting and accelerating its strategy of business development and market promotion to achieve the goal of sustainable development.

Due to the influence of the world economic climate, the Group still recorded a loss of RMB5,646,000 in the first quarter ended 31 March 2009.

OUTLOOK

With the sustained development of the securities market in China, the Group remains confident of the prospects of the software industry for the financial and securities sector in China. The loss incurred during this Quarter was mainly attributable to the global economic and financial crisis. Following the launch of new products to the market, it is believed that the Group's results of the software business targeting at the financial and securities industry will be improved.

LIQUEFIED COALBED GAS BUSINESS

On the other hand, the Group is actively investing resources in exploring new businesses as two subsidiaries of its wholly-owned subsidiaries established in Shanxi for research of developing new industries. Meantime, one of the Group's plants to develop liquefied coal-bed gas business has its construction completed and is undergoing final test and examination, paving road for commencement of formal production in the second quarter. This business will bring about long-term and steady revenue for the Group.

董事相信，雖然面臨市場嚴酷的挑戰，但本集團亦應不斷調整和推進自身的業務發展和市場推廣策略，以達到長期發展的目標。

由於世界經濟氣候影響，直至二零零九年三月三十一日止第一季度本集團仍然錄得人民幣5,646,000元虧損。

展望

在中國證券市場持續發展下，本集團對中國金融及證券行業的軟件業務前景仍然樂觀。本季度的虧損主要為全球性經濟及金融危機所至。隨著新產品推出市場，相信本集團的金融及證券行業的軟件業績將會改善。

液化煤層氣體業務

另外本集團正積極投放資源以開拓新的業務，並於山西成立兩間全資附屬的子公司研究開拓新的產業。同時，本集團開發液化煤層氣體業務的其中一間工廠已施工完成正在進行最後調試，為正常投產做準備，第二季度正式投產。這業務將會為集團帶來長遠而穩定的收益。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Review Period, there has been no change in the capital structure of the Company. The Group mainly utilized internally generated cash flow and proceeds from fund raising activities to satisfy its operational and investing requirements.

Despite the difficult operating environment in the industry, as at 31 March the Group had net assets of approximately RMB115,053,000 including cash and bank deposit balance of approximately RMB32,259,000. The Group has implemented prudent financial and risk managements. In addition, the Group did not have any pledged assets as at 31 March 2009. After taking into account the Group's existing financial resources, it is expected that the Group's existing financial resources and cash flow from operating activities will be adequate to satisfy the requirements from its continuing operation, which will be used mainly in future investments in product and technological development.

Employees

During the Review Period, the staff costs (including Directors' remuneration) was approximately RMB3,782,000 (corresponding period in 2008: approximately RMB6,269,000).

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

Risk in Foreign Exchange

The operations of the Group are located in the PRC and the majority of its sales and purchases were denominated in Renminbi. Therefore, there is no foreign exchange risk that may affect the Group's operating results.

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，於二零零九年三月三十一日，本集團的資產淨值約人民幣115,053,000元，其中包括現金、銀行及存款結存約人民幣32,259,000元。本集團採取謹慎的財務及風險管理策略。此外，本集團於二零零九年三月三十一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3,782,000元（二零零八年同期：約人民幣6,269,000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。

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。

Significant Investment

The Group did not have significant investment as at 31 March 2009.

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

On 4 May 2009, the Group has executed an Acquisition Agreement in respect of proposed acquisition of a liquefied coalbed gas distribution and sales company in Guangxi Beliu. This proposed acquisition is subject to the consent of the shareholders in the extraordinary general meeting.

Liquefied Coalbed Gas Business

As the PRC's economy continue to grow, the domestic demand for fuel and resources has been expanding. Therefore, it is expected that the liquefied coalbed gas business will have promising prospect. It is anticipated that the liquefied coalbed gas industry will provide the Group with a stable and new revenue source and will further enhance the Company's value, as well as its shareholders' return. In addition, diversifying into a new business will broaden the Group's revenue sources and diversify the Group's overall business risks.

Prospect

In view of the securities market of the PRC being active, the Group is optimistic about the software business. Furthermore, with the increasing demand for fuel and resources in the PRC, it is expected that the new liquefied coalbed gas business will become one of the driving forces in the Group's profit growth in the second quarter of this year.

所持有的重大投資

本集團於二零零九年三月三十一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

於二零零九年五月四日，本集團已簽訂一項建議收購協定涉及一間在廣西北流的天然氣分銷及銷售公司。此項建議收購要得到股東在特別股東大會中贊成和議才可通過作實。

液化煤層氣體業務

隨著中國經濟的持續增長，國內的燃料及能源需求將不斷加大。有鑒於此，液化煤層氣體行業的業務前景料將向好。預期液化煤層氣體行業將可為本集團提供一個穩定的新收益來源，從而進一步提高本公司之價值及其股東回報。此外，進軍新業務亦將拓寬本集團的收益來源並分散本集團之整體業務風險。

前景

鑒於中國證券市場活躍，本集團對軟件業務感到樂觀。另一方面，隨著中國國內的燃料及能源需求不斷加大，預期新的液化煤層氣體業務亦將於第二季度成為本集團盈利增長的推動因素之一。

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 31 March 2009, 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:

於二零零九年三月三十一日，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
姓名	身分	權益性質		
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	332,790,000 (Note 1) (附註1)	53.6%
Mr. Wang Zhong Sheng 王忠勝先生	Beneficial owner 實益擁有人	Personal 個人	5,000,000	0.8%

Notes:

附註：

1. Such shares are owned by Jumbo Lane Investments Limited.

Mr. Wang Zhong Sheng owns 91.6% 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).

1. 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91.6%權益，根據香港法例第571章證券及期貨條例第XV部，王忠勝先生被視為為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	91.6%
Mr. Kwok Shum Tim 郭純恬先生	Jumbo Lane Investments Limited 寶連投資有限公司	Personal 個人	3.6%
Mr. Shi Liang 施亮先生	Jumbo Lane Investments Limited 寶連投資有限公司	Personal 個人	3.9%

Notes:

附註：

- Jumbo Lane Investments Limited is a holding Company of the Group, owns 53.6% of the shareholding of the Group. Mr. Wang Zhong Sheng owns 91.6% interest in the issued share capital of Jumbo Lane Investments Limited. Mr. Shi Liang and Mr. Kwok Shum Tim each own 3.9% and 3.6% respectively in the issued share capital of Jumbo Lane Investments Limited.

- 寶連投資有限公司為本集團的控股公司，擁有本集團53.6%的股權。王忠勝先生持有寶連投資有限公司已發行股本之91.6%權益。施亮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3.9%及3.6%權益。

Save as disclosed above, as at 31 March 2009, 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 Quarter.

除上文披露者外，於二零零九年三月三十一日，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。本集團並無於本季度內發行任何債券。

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

As at 31 March 2009, 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:

Long positions in shares

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 寶連投資有限公司	332,790,000	Beneficial owner 實益擁有人	53.6%
Mr. Wang Zhong Sheng 王忠勝先生	(Note 1) (附註1) 332,790,000	Interest of controlled corporation 受控法團權益	53.6%
Mr. Wang Zhong Sheng 王忠勝先生	5,000,000 5,000,000	Personal 個人	0.8%
Ms. Zhao Xin 趙馨女士	(Note 2) (附註2) 332,790,000	Interest of spouse 配偶之權益	53.6%
Ms. Zhao Xin 趙馨女士	(Note 2) (附註2) 5,000,000	Interest of spouse 配偶之權益	53.6%

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

於二零零九年三月三十一日，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：

股份之好倉

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 91.6% 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 31 March 2009 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91.6%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，於二零零九年三月三十一日，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

No share options had been granted, cancelled, lapsed or exercised during the Quarter.

COMPETING INTERESTS

Currently, the Board is not aware of any Director or the management shareholder of the Company (as defined under the GEM Listing Rules) having any interests in a business which competes or may compete with the business of the Group.

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

During the Quarter, 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 28 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 Quarter, the audit committee has held one meeting. The Group's unaudited consolidated results for the Quarter have been reviewed and commented by the audit committee members.

購股權計劃

季度內並無授出、註銷任何購股權，亦無任何購股權失效或獲行使。

競爭權益

現時，董事會並不知悉任何董事或本公司管理層股東(定義見創業板上規規則)於任何與本集團業務出現或可能出現競爭之業務中擁有任何權益。

購買、出售或贖回本公司上市股份

於本季度內，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規規則，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。

於本季度，審核委員會曾舉行一次會議，而本集團本季度之未經審核業績已由審核委員會成員審閱及提供意見。

In order to maintain a high quality of Corporate Governance, the Group employed a Qualified Accountant in current quarter and will still employ a Qualified Accountant in the coming years. The Audit Committee also concluded that the Group has employed sufficient staff for the propose of accounting, financial and internal control.

CORPORATE GOVERNANCE

Under the Code Provision A.2.1 of the HKSE Code, the roles of chairman and CEO should be separate and should not be performed by the same individual. Currently, Mr. Shi Liang is holding the title of CEO. Mr. Wang Zhong Sheng is the Chairmen of the Board. The Board meets regularly to consider major matters affecting the business and operations of the Group. The Board considers that this structure will balance the power and authority between the Board and management and believes that this structure enables the Group to make and implement decision promptly and efficiently.

During the Quarter, the Group has complied with all code provisions in the Code of Corporate Governance Practices set out in Appendix is of the GEM Listing Rules (“HKSE Code”) except for the deviation mentioned below.

Under Code Provision A.4.1 of the HKSE Code, non-executive directors should be appointed for specific terms, subject to re-election. Currently, the Non-executive Directors and the Independent Non-executive Directors have no set term of office but are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company’s Articles of Association. The Board considers the current arrangement will allow flexibility to the Board in terms of appointment of Directors.

為了維持個高質素的企業管治，本集團在本季度有聘用合資格會計師和在未來年度亦會聘用合資格會計師。審核委員會亦認為，本集團亦有聘用足夠的員工，作出會計財務及內部監控之作用。

企業管治

根據聯交所守則條文第A.2.1條，主席與行政總裁應予區分，不應由同一人士兼任。現時，本公司出任行政總裁為施亮先生，王忠勝先生為董事會主席。董事會定期開會討論影響本集團業務及運作的主要事項。董事會認為現時結構令董事會與管理層的權力與職權得以平衡，並相信該結構能使本集團迅速有效地作出與執行決定。

除下文所述的偏離外，集團已遵守香港聯合交易所有限公司創業版證券上市規則附錄十五所載《企業管治常規守則》（「聯交所守則」）的所有條文。

根據聯交所守則條文之守則條文，非執行董事應有固定任期，並須接受重選。目前，非執行董事及獨立非執行董事並無固定任期，惟須根據本公司之公司組織章程細則於本公司股東週年大會輪值告退。

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 Quarter.

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
Chairman

China, 12 May 2009

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. 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。

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，二零零九年五月十二日

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。

