

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
INTERIM REPORT 中期報告



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

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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.

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香港聯合交易所有限公司（「聯交所」）創業板（「創業板」）之特色

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。上市發行人毋須在憲報指定報章刊登付款公佈披露資料。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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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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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 Company together with its subsidiaries (collectively the “Group”) for the quarter ended 30th June 2009 (the “Quarterly Period”) and the six months ended 30th June 2009 (the “Interim Period”) were approximately RMB8,247,000 and RMB12,304,000 respectively, representing a decrease of approximately 17.5% and 16.2% respectively compared with corresponding periods in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB7,664,000 for the Interim Period.
- Loss per share of the Group was approximately RMB1.24 cents for the Interim Period.
- The Board does not recommend the payment of any dividend for the Interim Period.
- 本公司連同其附屬公司（「本集團」）截至二零零九年六月三十日止季度（「本季度」）及六個月（「本中期」）之營業額分別約為人民幣8,247,000元及人民幣12,304,000元，較上一個財政年度同期分別約下跌17.5%及16.2%。
- 於本中期，本集團實現之股東應佔虧損約為人民幣7,664,000元。
- 本集團於本中期之每股虧損約為人民幣1.24分。
- 董事會並不建議就本中期派發任何股息。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME 簡明綜合全面收益表

The unaudited consolidated results of the Group for the Quarterly Period and Interim Period, together with the unaudited comparative figures for the corresponding periods in 2008, respectively were as follows:—

(Unless otherwise stated, all financial figures presented in this interim report are denominated in Renminbi (“RMB”) thousand dollars)

本集團於本季度及本中期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詳列如下：—

(除明確另作註明外，本中期業績報告內之所有財務數字仍是以人民幣(「人民幣」)千元列值)

		Quarterly Period		Interim Period		
		本季度		本中期		
		2009	2008	2009	2008	
		二零零九年	二零零八年	二零零九年	二零零八年	
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	
	Notes					
	附註					
Turnover	營業額	2	8,247	9,994	12,304	14,676
Cost of sales	銷售成本		(3,274)	(6,313)	(5,198)	(11,003)
Gross profit	毛利		4,973	3,681	7,106	3,673
Other revenue	其他收益	2	766	598	1,148	951
Distribution costs	分銷成本		(333)	(325)	(755)	(1,788)
Administrative expenses and other operating expenses	行政開支及其他經營開支		(6,929)	(4,426)	(14,044)	(11,950)
Finance cost	財務費用		(664)	(941)	(1,288)	(970)
Loss before tax	除稅前虧損	3	(2,187)	(1,413)	(7,833)	(10,084)
Income Tax	所得稅項	4	169	(586)	169	(586)
Loss for the period	期間虧損		(2,018)	(1,999)	(7,664)	(10,670)
Other comprehensive income	其他全面收入		—	—	—	—
Total comprehensive expense for the period	期間全面開支總額		(2,018)	(1,999)	(7,664)	(10,670)
Dividends attributable to the period	期內股息	5	—	—	—	—
			RMB (cents)	RMB (cents)	RMB (cents)	RMB (cents)
			人民幣(分)	人民幣(分)	人民幣(分)	人民幣(分)
Loss per share	每股虧損					
— basic	— 基本	6	(0.33)	(0.33)	(1.24)	(1.78)

CONDENSED CONSOLIDATED STATEMENT OF FINANCE POSITION 簡明綜合財務狀況表

		Notes 附註	30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業·機器及設備	7	151,244	134,772
Land lease prepayments	土地租賃預付款項		13,983	13,983
Deposits for acquisition of property, plant and equipment	收購物業·機器及 設備之訂金		7,000	7,000
Deposits for acquisition of interests in land under operating leases	收購經營租約下 土地權益之訂金		—	1,311
Available-for-sales investment	可供出售投資		4,800	4,800
Deferred tax assets	遞延稅項資產		1,171	1,169
			178,198	163,035
Current assets	流動資產			
Trading securities	貿易證券		2,391	16,071
Inventories	存貨		1,272	969
Trade and other receivables	應收賬款及其他應收款項	8	40,473	18,630
Land lease prepayments	土地租賃預付款項		363	363
Tax recoverable	可收回稅項		164	692
Bank balances and cash	現金及銀行存款		35,145	39,379
			79,808	76,104
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	9	91,333	74,090
Deferred income	遞延收入		3,713	3,713
Income tax payable	應繳稅項		494	1,206
Interest-bearing bank borrowings	計息銀行借款		50,000	40,000
			145,540	119,009

		Notes 附註	30th June 2009 二零零九年 六月三十日 (unaudited) 人民幣千元	31st December 2008 二零零八年 十二月三十一日 (audited) 人民幣千元
Net current (liabilities)	流動負債淨值		(65,732)	(42,905)
Total assets less current liabilities	總資產減流動負債		112,466	120,130
NET ASSETS	資產淨值		112,466	120,130
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	10	6,399	6,399
Reserves	儲備		106,067	113,731
Total equity attributable to shareholders of the Company	本公司權益股東 應佔總權益		112,466	120,130

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

		Six months ended 30 June 截至六月三十日止 六個月期間	
		2009 二零零九年 (unaudited) (未經審核)	2008 二零零八年 (audited) (未經審核)
CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	經營業務產生的現金流量	11,712	(68,308)
CASH (OUTFLOW) FROM INVESTING ACTIVITIES	投資活動產生的現金流量	(15,946)	(7,417)
CASH INFLOW FROM FINANCING ACTIVITIES	融資活動產生的現金流量	—	47,700
NET (DECREASE) IN CASH AND BANK BALANCES	現金及銀行結餘(減少)淨額	(4,234)	(28,025)
CASH AND BANK BALANCES AT 1ST JANUARY	於一月一日的現金及銀行結餘	39,379	43,811
CASH AND BANK BALANCES AT 30TH JUNE	於六月三十日的現金 及銀行結餘	35,145	15,786

UNAUDITED CONDENSE CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益表

		2009 二零零九年						
(Unaudited)		Issued Share Capital	Share Premium	Merger Reserve	General Reserve Fund — 一般儲 備基金	Translation Reserve	Retained Profit/ (Accumulated loss) 保留溢利/ (累計虧損)	Total
(未經審核)		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	總計 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1st January	於一月一日	6,399	147,878	(2,351)	5,351	(935)	(36,212)	120,130
Net loss for the period and total comprehensive expense for the period	期間虧損及期間 全面開支總額	—	—	—	—	—	(7,664)	(7,664)
As at 30th June	於六月三十日	6,399	147,878	(2,351)	5,351	(935)	(43,876)	112,466

		2008 二零零八年						
(Unaudited)		Issued Share Capital	Share Premium	Merger Reserve	General Reserve Fund — 一般儲 備基金	Translation reserve	Retained Profit/ (Accumulated loss) 保留溢利/ (累計虧損)	Total
(未經審核)		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	總計 RMB'000 人民幣千元	總計 RMB'000 人民幣千元
As at 1st January	於一月一日	5,922	100,835	(2,351)	5,351	(471)	(2,627)	106,659
Net loss for the period	期間虧損	—	—	—	—	—	(10,670)	(10,670)
Exchange differences on translation of financial statements of foreign entities	換算外國實體 財務報表 之匯兌差異	—	—	—	—	(396)	—	(396)
Issue of new shares	發行新股	477	47,223	—	—	—	—	47,700
As at 30th June	於六月三十日	6,399	148,058	(2,351)	5,351	(867)	(13,297)	143,293

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 six months ended 30th June 2009 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 six months ended 30th June 2009 are consistent with those used in the Company’s annual financial statements for the year ended 31st 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 the development and sale of natural gas and the liquefied coalbed gas business.

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。

截至二零零九年六月三十日止六個月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。

編製截至二零零九年六月三十日止六個月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和天然氣及煤層氣加工銷售。

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：

(denominated in RMB thousand dollars)

		Quarterly Period 本季度		Interim Period 本中期	
		2009 二零零九年 (unaudited) (未經審核)	2008 二零零八年 (unaudited) (未經審核)	2009 二零零九年 (unaudited) (未經審核)	2008 二零零八年 (unaudited) (未經審核)
Turnover	營業額				
Sales of software	軟件銷售	6,165	3,901	7,904	6,431
Sales of hardware	硬件銷售	1,107	3,895	2,441	5,680
Maintenance and other services fees	維護及其他服務收入	975	2,198	1,959	2,565
		8,247	9,994	12,304	14,676
Other revenue	其他收益				
Value added tax refunds	增值稅退稅	619	598	808	933
Others	其他	110	—	268	5
Interest income	利息收入	37	—	72	13
		766	598	1,148	951

3. Loss Before Tax

Loss before tax was arrived at after charging and (crediting):

3. 除稅前虧損

除稅前虧損已扣除和(計入)下列各項：

		Quarterly Period		Interim Period	
		本季度		本中期	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Cost of inventories sold and services rendered	售出存貨及提供服務之成本	3,274	6,313	5,198	11,003
Staff cost (including Directors' remuneration)	員工成本(包括董事酬金)	6,652	3,058	10,434	9,327
Depreciation	折舊	393	410	783	899

4. Income Tax

(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 Interim 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 Quarterly Period and Interim Period.

4. 所得稅項

(a) 香港利得稅

由於本集團於本中期並無估計應課稅溢利，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。

本集團於本季度及本中期內並無重大之未撥備遞延稅項。

5. Dividend

The Board does not recommend payment of any interim dividend for the Interim Period (six-month ended 30th June 2008: nil).

6. Loss Per Share

The calculation of basic loss per share for the Quarterly Period and Interim Period were based on the respective unaudited data as follows:

		Quarterly Period		Interim Period	
		本季度		本中期	
		2009	2008	2009	2008
		二零零九年	二零零八年	二零零九年	二零零八年
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Loss attributable to shareholders	股東應佔虧損	(2,018)	(1,999)	(7,664)	(10,670)
		Shares ('000)	Shares ('000)	Shares ('000)	Shares ('000)
Weighted average number of ordinary share for the purposes of calculating basic earnings per share	用以計算基本每股盈利的加權平均普通股股數	620,600	598,222	620,600	598,222

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters and six months ended 30th June 2009 and 2008 respectively.

7. Additions to property, plant and equipment

During the Interim Period, the Group invested approximately RMB15,946,000 (2008: RMB7,417,000) on the acquisition of property, plant and equipment.

5. 股息

董事會並不建議就本中期派付任何中期股息(截至二零零八年六月三十日止六個月:無)。

6. 每股虧損

本季度及本中期之每股基本虧損乃按下述之未經審核數據計算:

由於截至二零零九年及二零零八年六月三十日止季度及六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。

7. 添置物業、廠房及設備

於本中期,本集團耗資約人民幣15,946,000元(二零零八年:人民幣7,417,000元)收購物業、廠房及設備。

8. Trade and other receivable

The Group's trade receivable relates to sales of goods to third party customers. The Group performs ongoing credit evaluations of its customers' financial condition and generally does not require collateral on trade receivables.

The Group's trade and other receivables are as follows:

		30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Trade receivables	應收賬款	2,307	3,029
Prepayments and other receivables	預付款項及其他應收款項	38,111	15,546
Due from a securities broker firm	應收證券經紀行款項	55	55
		40,473	18,630

The following is an aged analysis of trade receivables

		30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Within 3 months	3個月內	2,307	3,029
More than 3 months but less than 6 months	3個月後但6個月內	—	—
More than 6 months but less than 12 months	6個月後但12個月內	—	—
More than 12 months	12個月後	—	—
		2,307	3,029
Less: Impairment loss for bad and doubtful debts	減：呆壞賬之減值虧損	—	—
		2,307	3,029

8. 應收貿易賬款及其他應收款項

本集團的應收貿易賬款與銷售貨品予第三者客戶有關。本集團對其客戶的財務狀況持續進行信貸評估，並一般不須就應收貿易賬款作出抵押。

本集團之應收賬款及其他應收款項之數額如下：

應收賬款總額的賬齡分析如下：



9. Trade and other payables

		30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Trade payables	應付賬款	49	858
Amount due to directors (note (a))	應付董事款項 (附註(a))	31,543	22,037
Deposits received from customers	向客戶收取按金	37,912	30,450
Employees welfare payable	應付員工福利	1,392	998
Accrued expenses and other payable	應計開支及 其他應付款項	20,437	19,234
Other tax payables	其他應繳稅項	—	513
		91,333	74,090

Included in trade and other payables are trade payable with the following aged analysis:

		30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
After 1 month but less than 3 months	1個月後但3個月內	49	858
After 6 months but less than 12 months	6個月後但12個月內	—	—
After 12 months	12個月後	—	—
		49	858

Note:

- (a) The amounts are unsecured, repayable on demand and interest free except the amount due to the director Wang Zhong Sheng of RMB11,509,000 is interest bearing at 10% per annum.

9. 應付賬款及其他應付款項

計入應付賬款及其他應付款項之應付賬款賬齡分析如下：

附註：

- (a) 該筆款項為無抵押，按要求償還及免息，除應付董事王忠勝人民幣11,509,000之款項為按年息10%計息外。

10. Share capital

10. 股本

		30th June 2009 (unaudited) 二零零九年六月三十日 (未經審核)		31st December 2008 (audited) 二零零八年十二月三十一日 (經審核)	
		Number of shares 股份數目 '000 千股	Total nominal value 總面值 RMB'000 人民幣千元	Number of shares 股份數目 '000 千股	Total nominal value 總面值 RMB'000 人民幣千元
Authorized	法定	5,000,000	53,000	5,000,000	53,000
Issued and fully paid At 1st January ordinary shares of HK\$0.01 each	已發行及繳足 每股面值港幣 0.01元的普通股 於一月一日	620,600	6,399	567,600	5,922
Issue of new shares	發行新股	—	—	53,000	477
At 30th June	於六月三十日	620,600	6,399	620,600	6,399

11. Segment information

(a) Business segments

For management purposes, the Group is currently organised into four operating divisions, namely, software sales, hardware sales and provision for maintenance and other services. These divisions are the basis on which the Group reports its primary segment information.

11. 分部呈報

(a) 業務分部

為管理方面之目的，集團現正由四個運作部門組成一軟件銷售、硬件銷售、維修工程及其他服務。此四部門為集團所呈報之主要分類資料。

- (i) Segment information about these businesses for the Interim Period is presented below:

Income statement

		Software sales	Hardware sales	Provision for maintenance and other services	Consolidated
		軟件銷售	硬件銷售	維修及其他服務	綜合
		(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)
Turnover	營業額	7,904	2,441	1,959	12,304
Segment result	分部業績	5,446	(954)	1,805	6,297
Unallocated corporate expenses	未分配企業開支				(12,914)
Net interest income	淨利息收入				72
Finance cost	財務費用				(1,288)
(Loss) before taxation	除稅前(虧損)				(7,833)
Taxation	稅項				169
Net (loss) after taxation	除稅後淨(虧損)				(7,664)

No business segment information for the assets, liabilities, capital contributions, depreciation and other non-cash expenses of the Group is shown as all the assets and liabilities are shared by the business segments and cannot be separately allocated.

- (i) 本中期該等業務之分部呈報如下：

收入報表

由於所有資產及負債均由業務分部共用而不能明確獨立分配。因此，集團的資產、負債、資本、折舊以及其他非現金開支並無按業務分部呈報。

(ii) Segment information about these businesses for the six-month ended 30th June 2008 is presented below:

Income statement

		Software sales	Hardware sales	Provision for maintenance and other services	Consolidated
		軟件銷售 (unaudited) (未經審核)	硬件銷售 (unaudited) (未經審核)	維修及 其他服務 (unaudited) (未經審核)	綜合 (unaudited) (未經審核)
Turnover	營業額	6,431	5,680	2,565	14,676
Segment result	分部業績	1,812	161	848	2,821
Unallocated corporate expenses	未分配企業開支				(11,948)
Net interest income	淨利息收入				13
Finance cost	財務費用				(970)
(Loss) before taxation	除稅前(虧損)				(10,084)
Taxation	稅項				(586)
Net (loss) after taxation	除稅後淨(虧損)				(10,670)

(ii) 該等業務截至二零零八年六月三十日止六個月之分部呈報如下：

收入報表

(b) Geographical segments

No geographical segments information of the Group is shown as the operating business of the Group is solely carried out in the PRC and the Group's assets are substantially located in the PRC.

(b) 地理分部

集團之所有營運業務皆是於中華人民共和國進行，而集團之資產亦主要位於中華人民共和國；因此，集團並無按地理分部呈報。

12. Charges on group assets

As at 30th June 2009, the Group did not have any secured bank borrowings which were secured by legal charges on property, plant and equipment (2008: Nil).

12. 集團資產的抵押情況

截至於二零零九年六月三十日，並無有抵押銀行借貸。(二零零八年：零元)。

13. Commitments

At 30th June 2009, the total future minimum lease payments under operating leases are payable as follows:

	30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Within 1 year 1年內	111	240
After 1 year but within 5 years 1年後5年內	—	—
	111	240

The Group leases a number of properties under operating leases. The leases typically run for an initial period of one to four years, with an option to renew the lease when all terms are renegotiated. Lease payments are usually increased annually to reflect market rentals. None of the leases includes contingent rentals.

At the balance sheet date, the Group had the following capital commitments:

13. 承擔

於二零零九年六月三十日，根據經營租約應付之日後最低租賃款項總額如下：

	30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Within 1 year 1年內	111	240
After 1 year but within 5 years 1年後5年內	—	—
	111	240

本集團按經營租約租賃若干物業。租約一般之最初年期由一至四年不等，可於重新磋商所有條款後續租。租賃款項一般會每年遞增，以反映市場租金。並無租約附有任何或然租金。

本集團於結算日的資本承擔如下：

	30th June 2009 二零零九年 六月三十日 (unaudited) (未經審核)	31st December 2008 二零零八年 十二月三十一日 (audited) (經審核)
Capital expenditure in respect of acquisition of property, plant and equipment: — contracted but not provided for in the financial statements	有關收購物業、廠房及設備的資本開支： — 已訂約但未於財務報表撥備	
	83,774	99,187

14. Contingent Liabilities

As at 30th June 2009, the Group did not have any material unprovided contingent liabilities.

14. 或然債項

於二零零九年六月三十日，本集團概無任何重大而未作出撥備的或然債項。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

Financial Review

The Group recorded a consolidated turnover of approximately RMB12,304,000 for the Interim Period, representing a decrease of approximately 16.2% compared with the corresponding period last year. The decrease was mainly attributable to:

- In the mean time, bold and resolute reforms were taken by various securities companies against their internal IT systems which affected the products market of the Group. The marketing strategies of the products of the Group were also substantially modified and improved with the market. Also, the first half of the year has been a dull season of the software (for the securities and financial sector) industry in which the Group is operating as proved by the overall industry's past performance. Influenced by this industry seasonal factor and market competition between players, the Group saw its development pace slowed down for adjustment:

Loss attributable to shareholders for the Interim Period was approximately RMB7,664,000, representing a decrease of approximately 28.2% compared with the corresponding period last year.

財務回顧

本集團於本中期錄得綜合營業額約人民幣12,304,000元，較去年同期下跌約16.2%。下跌主要是：

- 證券公司在這段時期，針對內部IT系統進行了大刀闊斧之改革，因而影響到本集團的產品市場，本集團之產品營銷策略亦應隨着市場做出大幅調整和改進。同時按行業之慣例，上半年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，本集團的業務發展步調亦進入調整期。

本中期股東應佔虧損約為人民幣7,664,000元，較去年同期虧損大幅減少28.2%。

The decrease was mainly due to:

- Even though the turnover was decreased by 16.2%, the gross profit was increased by RMB3,433,000 which reduced the loss attributable to Shareholders for the interim period. The increase in the profit margin mainly due to the successful implementation of E-SIM 6.0 System. The mature of the system saved a lot of research and development cost which reduced the cost of sales.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

As at 30th June 2009, the Group had net assets of approximately RMB112,466,000, including cash, bank and deposit balances of approximately RMB35,145,000. To minimise financial risks, the Group implements stringent financial and risk management strategies and avoids the use of highly-g geared financing arrangements. The Group's gearing ratio, calculated by the Group's total external borrowings divided by its shareholders' fund, was approximately 44.5%.

Taking into consideration of the existing financial resources available to the Group, it is anticipated that the Group will have adequate financial resources.

虧損減少的主要原因是：

- 雖然集團之營業額下調16.2%，但毛利實質增長為人民幣3,433,000而導致集團整體股東應佔虧損減少，毛利增加主要是因成功推出已經成熟之E-SIM6.0系統，而相對之研發成本亦比去年同期大幅減少。

流動資金、財務資源及資本結構

於二零零九年六月三十日，本集團的資產淨值約人民幣112,466,000元，其中包括現金、銀行及存款結存約人民幣35,145,000元。本集團為減低其財務風險，採取謹慎的財務及風險管理策略，盡量減少使用高負債比率之融資安排。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44.5%。

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將足以應付其持續經營業務所需。

EMPLOYEES

As at 30th June 2009, the Group has an aggregate of 262 employees, of which 153 are research and development staff, 47 are engineering and customer service staff, 49 administrative staff and 13 marketing staff. During the Interim Period, the staff costs (including directors' remuneration) was approximately RMB10,434,000 (corresponding period of 2008: approximately RMB9,327,000).

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.

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.

MATERIAL ACQUISITION AND DISPOSAL

On 4th May 2009, the Group has executed an Acquisition Agreement in respect of proposed acquisition of a liquefied coalbed gas distribution and sale company in Guangxi Beliu. This proposed acquisition obtained the consent of the shareholders in the extraordinary general meeting. The acquisition is completed on 3rd July 2009. The Group did not have any material disposal during the Review Period.

僱員

於二零零九年六月三十日，本集團共僱用262名員工，其中153名為研發人員，工程和客服人員47人，行政管理人員49人，市場銷售人員13人，於本中期內，員工成本(包括董事酬金)約為人民幣10,434,000元(二零零八年同期：約人民幣9,327,000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。

重大收購及出售事項

於二零零九年五月四月，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。此項建議收購已得到股東在特別股東大會中贊成和議通過作實。此項收購於二零零九年七月三日正式完成。本集團於本期間內沒有進行重大出售事項。

BUSINESS REVIEW

Software Business

During the first half in 2009, the PRC securities drops significantly which create a decrease of turnover.

Liquefied Coalbed Gas Business

During the period, one of the Group's plants to develop liquefied coalbed gas business has its construction and final test completed. The formal production commenced at the end of June and sales start at July 09.

It is believed that the liquefied coalbed gas industry has good business potential in light of the increasing domestic demands for fuel and energy in the PRC with its continuous economic growth. It is believed that the liquefied coalbed gas industry would provide the Group with a new and steady stream of income, therefore enhancing the value of the Company and returns to the Shareholders.

業務回顧

軟件業務

於二零零九年上半年，中國證券市場面臨嚴峻的市場環境影響，所以令到集團之業務大幅下降。

液化煤層氣體業務

本會計期間，本集團兩家煤層氣體液化工廠之其中一家已經建成及完成試產，正式投產已於六月底開始並於七月開始銷售。

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。

OUTLOOK

The Group is currently one of the predominant software solution providers of security community in PRC, the Group is optimistic on its software business. During the accounting period, although the market was affected by the negative psychological influence of investors that have worried about the resumption of IPO, as the policies and ordinances such as “Implementation Measure for The Transfer of Part of The State-owned Shares to The Social Security Fund in Domestic Securities Market” (《境內證券市場轉持部分國有股充實全國社會保障基金實施辦法》) was officially announced, China Securities Regulatory Commission issued the “Provisional Measures on Second Board Investors for Appropriate Management (Draft for Comments)” (《創業板市場投資適當性管理暫行規定(徵求意見稿)》) and both the “Implementation Measures on the Management Appropriateness of the Second Board Investors” (《創業板市場投資者適當性管理實施辦法》) enacted by Shenzhen Stock Exchange and the “Risk Disclosure Statement of the Investment on Second Board Market (Mandatory Provisions)” (《創業板市場投資風險揭示書(必備條款)》) were opened to public for comments, the principle that all investors shall be entitled to participate into the investment of the Second Market was further emphasized. The above measures fully demonstrated the intention of the government officials to support the market and therefore the market remained in good shape. As one of the Group’s plants to develop liquefied coalbed gas business has started its production, this business will bring a long-term and steady revenue for the Group. On the other hand, with the increasing domestic demands for fuel and energy in the PRC, It is believed that our new liquefied coalbed gas business will serve as the drive for the Group’s profit growth in the 2nd half year.

前景

本集團目前是中國證券界的主要軟件解決方案供應商之一，隨着E-SIM6.0的市場推廣，本集團對軟件業務感到樂觀。本會計期間，雖然市場有着因IPO重啟對投資者心理的負面影響，但是隨着如《境內證券市場轉持部分國有股充實全國社會保障基金實施辦法》等政策條例的正式出台，中國證監會制定的《創業板市場投資者適當性管理暫行規定(徵求意見稿)》及深圳證券交易所制定的《創業板市場投資者適當性管理實施辦法》和中國證券業協會制定的《創業板市場投資風險揭示書(必備條款)》兩個徵求意見稿，更是明确了所有投資者均可有條件參與創業板投資的原則。以上舉措都充分顯示了管理層對市場呵護的態度，市場運行趨勢始終向好。另一方面，本集團兩家煤層氣體液化工廠之其中一家，已經建成及正式投產，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下半年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

As at 30th June 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:

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

於二零零九年六月三十日，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
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：

- 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).

- 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 估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. Shi Liang 施亮先生	Jumbo Lane Investments Limited 寶連投資有限公司	Personal 個人	3.9%
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%

Notes:

附註：

1. 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 Shun Tim each own 3.9% and 3.6%, respectively in the issued share capital of Jumbo Lane Investments Limited.

1. 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分別持有寶連投資有限公司已發行股本之3.9%及3.6%的權益。

Save as disclosed above, as at 30th June 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 year.

除上文披露者外，於二零零九年六月三十日，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

As at 30th June 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	Percentage of Number of Shares 股份數目	Nature of Interest 權益性質	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 (Note 1) 王忠勝先生(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	Personal 個人	0.8%
Ms. Zhao Xin (Note 2) 趙馨女士(附註2)	332,790,000	Interest of spouse 配偶之權益	53.6%
Ms. Zhao Xin 趙馨女士	5,000,000	Interest of spouse 配偶之權益	0.8%

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

於二零零九年六月三十日，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：

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 30th June 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.

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

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，於二零零九年六月三十日，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。

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。

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.

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. Luo Wei Kun, Mr. Yan Chang Ming and Ms. Pang Yuk Fong (Chairman).

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

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)概無對於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。

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羅維崑先生、閻長明先生及彭玉芳女士(主席)所組成。

於本中期內，審核委員會曾舉行二次會議，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。

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

During the Interim Period, the Group has complied with the code provisions in the Code of Corporate Governance Practices set out in Appendix of the GEM Listing Rules (“HKSE Code”).

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 Chairman 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.

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

本集團已遵守香港聯合交易所有限公司創業板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。

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 Interim Period.

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
Wong Zhong Sheng

Chairperson

China, 12 August 2009

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng and Mr. Shi Liang; the non-executive Directors are Mr. Kwok Shun Tim and Mr. Ye Jingxin and the independent non-executive Directors 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中期中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，二零零九年八月十二日

截至本公佈日期，董事會成員包括執行董事王忠勝先生及施亮先生；非執行董事郭純恬先生及葉金興先生；以及獨立非執行董事羅維崑先生、閻長明先生及彭玉芳女士。

