

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
THIRD QUARTERLY REPORT 第三季季度報告



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 Group for the nine months ended 30th September 2009 was approximately RMB46,730,000, representing an increase of 64% as compared to the corresponding period in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB5,835,000 for the nine months ended 30th September 2009.
- Loss per share of the Group was approximately RMB0.84 cent for the nine months ended 30th September 2009.
- The Board does not recommend the payment of any dividend for the nine months ended 30th September 2009.
- 本集團截至二零零九年九月三十日止九個月之營業額約為人民幣46,730,000元，較上一個財政年度同期上升64%。
- 截至二零零九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5,835,000元。
- 本集團截至二零零九年九月三十日止九個月之每股虧損約為人民幣0.84仙。
- 董事會並不建議於截至二零零九年九月三十日止九個月派發任何股息。

UNAUDITED RESULTS FOR THE QUARTER AND THE NINE MONTHS ENDED 30TH SEPTEMBER 2009

截至二零零九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 the nine months ended 30th September 2009 (the “Quarter” and “Review Period” respectively), together with the unaudited comparative figures for the corresponding periods in 2008 as follows:—

(Unless otherwise expressly stated, all financial figures in this quarterly results report 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)

			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	
		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	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	34,426	13,892	46,730	28,568
Cost of sales	銷售成本		(22,263)	(7,072)	(27,461)	(18,075)
Gross profit	毛利		12,163	6,820	19,269	10,493
Other revenue	其他收益	2	1,155	883	2,303	1,834
Distribution costs	銷售費用		(941)	(576)	(1,696)	(2,364)
Administrative expenses and other operating expenses	行政費用及 其他經營開支		(9,853)	(3,952)	(23,897)	(15,902)
Finance cost	財務成本		(290)	(467)	(1,578)	(1,437)
Profit/(Loss) before tax	除稅前溢利/(虧損)		2,234	2,708	(5,599)	(7,376)
Income tax	所得稅項	3	(405)	(567)	(236)	(1,153)
Profit/(Loss) for the period	期間溢利/(虧損)		1,829	2,141	(5,835)	(8,529)
Other comprehensive income	其他全面收入		—	—	—	—
Total comprehensive income for the period	其間全面收入總額		1,829	2,141	(5,835)	(8,529)
Attributable to:	應佔：					
Equity shareholders of the Company	本公司之權益股東		1,829	2,141	(5,835)	(8,529)
Minority interest	少數股東權益		—	—	—	—
Profit/(Loss) for the period	期間溢利/(虧損)		1,829	2,141	(5,835)	(8,529)
Dividends attributable to the period	期間股息	4	—	—	—	—
Profit/(Loss) per share	每股溢利/(虧損)					
— basic (RMB — cents)	— 基本 (人民幣—仙)	5	0.26	0.35	(0.84)	(1.41)
— Diluted (RMB — cents)	— 攤薄	5	—	—	—	—

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核綜合權益變動表

		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 — 換算儲備	Retained Profit/ (Accumulated Loss) — 保留溢利 (累計虧損)	Total
(未經審核)		已發行股本	股份溢價	合併儲備				總計
As at 1st January	於一月一日	6,399	147,878	(2,351)	5,351	(935)	(36,212)	120,130
Loss for the period and total comprehensive income for the period	期間虧損及 期間全面收入總額	—	—	—	—	—	(5,835)	(5,835)
Issue of new shares	發行新股	5,492	126,952	—	—	—	—	132,444
As at 30th September	於九月三十日	11,891	274,830	(2,351)	5,351	(935)	(42,047)	246,739

		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 — 換算儲備	Retained Profit/ (Accumulated Loss) — 保留溢利 (累計虧損)	Total
(未經審核)		已發行股本	股份溢價	合併儲備				總計
As at 1st January	於一月一日	5,922	100,835	(2,351)	5,351	(471)	(2,627)	106,659
Loss for the period	期間虧損	—	—	—	—	—	(8,529)	(8,529)
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 September	於九月三十日	6,399	148,058	(2,351)	5,351	(867)	(11,156)	145,434

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 auditor, 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 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 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.

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：

		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	
		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	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				
Sales of software	軟件銷售	13,112	6,196	21,016	12,627
Sales of hardware	硬件銷售	2,729	1,073	5,170	6,753
Maintenance and other services fees	維護及 其他服務收入	2,488	6,623	4,447	9,188
Sales of liquefied coalbed gas	液化煤層氣銷售	16,097	—	16,097	—
		34,426	13,892	46,730	28,568
Other revenue	其他收益				
Value added tax refunds	增值稅退稅	1,005	867	1,813	1,800
Interest income	利息收入	4	1	76	14
Other net revenue	其他收入淨額	146	15	414	20
		1,155	883	2,303	1,834

3. Taxation

(a) Hong Kong profits tax

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

(b) Overseas income tax

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

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

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. Dividend

The Board does not recommend the payment of any dividend for the Review Period (corresponding period in 2008: NIL).

5. Profit/(Loss) Per Share

The calculation of basic earnings/(loss) per share for the Quarter and the Review Period were based on the unaudited profit/(loss) attributable to shareholders for the Quarter and the Review Period of approximately RMB1,829,000 and RMB(5,835,000) respectively (corresponding period in 2008: profit of approximately RMB2,141,000 and loss of RMB(8,529,000) respectively), and the weighted average number of 697,481,431 (2008: 605,791,176) 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 earnings per share

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 2009. There were also no dilutive potential ordinary shares in existing during the same period in 2008.

4. 股息

董事會並不建議於本期間派付任何股息(二零零八年同期: 0)。

5. 每股溢利／(虧損)

本季度及本期間之每股基本溢利／虧損乃按本季度及本期間之未經審核股東應佔溢利及(虧損)淨額分別約人民幣1,829,000元及人民幣(5,835,000)元(二零零八年同期間: 分別溢利約人民幣2,141,000元及虧損約人民幣(8,529,000)元), 以及本公司的已發行股份加權平均股數為697,481,431股(二零零八年: 605,791,176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。

每股攤薄盈利

由於截至二零零九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。截至二零零八年九月三十日止九個月內亦不存在任何具攤薄效益之潛在普通股。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Financial Review

The Group recorded a consolidated turnover of approximately RMB46,730,000 for the Review Period, representing an increase of approximately 64% compared with the corresponding period last year. The increase were mainly attributable to:

- the improvement of the securities market of the PRC during the third quarter, and active trading on the stock market drove business development of the securities traders, while the newly-added business function has also led to the growth of the Group's products sales.
- Due to the beginning of production and sales of liquefied coalbed gas in Shanxi, it is recorded a turnover of RMB16,097,000 in current quarter (2008: NIL), thus create a significant increase of Group's turnover.

Loss attributable to shareholders for the Review Period was approximately RMB5,835,000, compared with the loss attributable to shareholders of approximately RMB8,529,000 for the corresponding period last year.

The decrease in loss were mainly attributable to the following reasons:

- the improvement of the securities market of the PRC during the third quarter, and active trading on the stock market drove business development of the securities traders has also led to the growth of the Group's products sales and also the increase of the gross profit amounted to approximately RMB8,700,000.

財務回顧

本集團於本期間錄得綜合營業額約人民幣46,730,000元，較去年同期上升64%。上升主要是：

- 由於在第三季中國證券市場市況暢旺，股市交投活躍，帶動證券商的業務發展，新增業務功能亦帶動本集團產品銷售的發展。
- 由於山西液化煤層氣在本季度開始投產及銷售，本季度錄得營業額約為人民幣16,097,000(二零零八年同期為0元)，令本集團之營業額有很明顯之增加。

而本期間之股東應佔虧損約人民幣5,835,000元，而去年同期應佔虧損約人民幣8,529,000元。

虧損減少的主要原因是：

- 在本會計期間，由於在第三季中國證券市場市況暢旺，股市交投活躍，帶動證券商的業務發展，令本集團之營業額相對去年同期增加及令毛利增加約人民幣8,700,000元。

- In the current quarter, the liquefied coalbed gas business starts its production and sales in Shanxi, which creates approximately RMB1,244,000 related expenses to set off part of the increase in gross profit.

Business Review and Development Prospects

During the period, under the influence of the duly launched ChiNext Board, continuously favorable policy, etc., investors' confidence was picked up and the Shanghai and Shenzhen stock indexes were raised steadily. Besides, according to the interim report, an aggregate net profit of RMB 10.43 billion was achieved from listing securities dealers during the first half of the year, representing a comparative growth of 7%. There was a growth in the profit of the Group's major customers in general, which brought an opportunity for the Group's growth.

Under the improving market condition, the Group proactively carried out its own restructuring and engaged in R&D for new products in a timely manner, in order to cope with the transforming market:

- As at 30 September 2009, the Group had an aggregate of 281 employees, of which 163 were research and development staffs, 58 were engineering and maintenance staffs, 47 were administrative staffs and 13 were marketing staff;
- The Group's key products: E-SIM6.0 acquired 8 new customers, the video system acquired 3 new customers;

- 在本季度期間，由於本集團於山西之煤層氣體液化工廠開始投產及銷售，產生約人民幣1,244,000之相關費用，亦因此而對沖部份毛利之增加。

業務回顧及發展前景

本會計期間，隨着創業板正式推出，政策面持續向好等因素的影響，投資者信心逐漸恢復，滬深兩市指數也隨之穩步抬升。另，根據半年報數據顯示，上市券商上半年合計實現淨利潤104.3億元，較去年同期增長7%，本集團面對的主要客戶的盈利狀況普遍增長，因而對本集團的業務增長也帶來良好契機。

在逐步好轉的市場環境中，本集團亦積極整頓自身，適時投入新產品研發，以應對市場變革：

- 截至二零零九年九月三十日，本集團員工總數為281人，其中研發技術人員163人，工程和維護人員58人，行政管理人員47人，市場銷售人員13人；
- 本集團主要產品：E-SIM6.0新增客戶8家，影像系統新增客戶3家。

- During the current quarter, as the liquefied coalbed gas has started production and sales, it create a significant increase in turnover. It is expected that this business will bring a stronger increase in turnover and revenue of the group in future.
- 在本季度，由於液化煤層氣業務開始投產及銷售，令本集團之營業額明顯增加。展望將來此業務將會為集團帶來營業額及收入之強勁增長。

The Directors believe that following the improvement of the securities market, through its enhanced capacities in technology and research and development, as well as reinforcement in promotions of the Company's professional corporate image together with the liquefied coalbed gas business's production and sales, the Group's business prospects is very bright.

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 30th September 2009, the Group had net assets of approximately RMB346,283,000, including cash and bank deposit balance of approximately RMB75,383,000. The Group has implemented prudent financial and risk managements. In addition, the Group did not have any pledged assets as at 30th September 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.

董事相信，隨着證券市場的狀況轉好，通過提升自身的技術和研發能力，加強公司專業化的企業形象推介加上液化煤層氣業務之投產銷售，本集團業務前景非常樂觀。

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，於二零零九年九月三十日，本集團的資產淨值約人民幣346,283,000元，其中包括現金、銀行及存款結存約人民幣75,383,000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）。

Employees

During the Review Period, the staff costs (including Directors' remuneration) was approximately RMB15,333,000 (corresponding period in 2008: approximately RMB14,123,000).

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.

Significant Investment

The Group did not have significant investment as at 30th September 2009.

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. The acquisition is completed on 3rd July 2009.

The Group did not have any material 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.

僱員

於本期間內，員工成本(包括董事酬金)約為人民幣15,333,000元(二零零八年同期：約人民幣14,123,000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。

所持有的重大投資

本集團於二零零九年九月三十日並未持有重大投資。

重大收購及出售事項

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燃氣分銷及銷售公司。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。

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。

Liquefied Coalbed Gas Business

The Group's two coalbed gas-liquefying plants are developed for liquefied coalbed gas business in the PRC. One of the coalbed gas liquefying plant is in production and sales incurred. It is expected that it will bring a long term source of revenue for the group.

As the growth of the PRC's economy, 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 huge securities market of the PRC, 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 future.

液化煤層氣體業務

本集團於山西組建兩家煤層氣體液化工廠，以開發中國境內的液化煤層氣體業務，其中一家煤層氣體液化工廠已經投產及銷售，預計將來會為集團帶來長遠之收益來源。

隨著中國經濟的增長，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

鑒於中國證券市場龐大，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未來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 September 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
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)	26.9%
Mr. Wang Zhong Sheng 王忠勝先生	Beneficial owner 實益擁有人	Personal 個人	274,822,118	22.2%

Notes:

附註：

- Such shares are owned by Jumbo Lane Investments Limited.

- 該等股份由寶連投資有限公司擁有。

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).

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

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 Shun 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:

- Jumbo Lane Investments Limited is a holding Company of the Group, owns 26.9% 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.

Save as disclosed above, as at 30th September 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.

(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 Shun 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%

附註：

- 寶連投資有限公司為本集團的控股公司，擁有本集團26.9%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。

除上文披露者外，於二零零九年九月三十日，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 INTERESTS AND SHORT POSITIONS IN SHARES AND OPTIONS UNDER THE SFO

As at 30th September 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	26.9%
Mr. Wang Zhong Sheng 王忠勝先生	(Note 1) (附註1)	Interest of controlled corporation 受控法團權益	26.9%
Mr. Wang Zhong Sheng 王忠勝先生	274,822,118	Personal 個人	22.2%
Ms. Zhao Xin 趙馨女士	(Note 2) (附註2)	Interest of spouse 配偶之權益	26.9%
Ms. Zhao Xin 趙馨女士	(Note 2) (附註2)	Interest of spouse 配偶之權益	22.2%

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 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.

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：

股份之好倉

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. 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 and Mr. Wang Zhong Sheng personally pursuant to the SFO.

Save as disclosed above, as at 30th September 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.

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 as 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 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.

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及王忠勝先生個人持有之同一批股份。

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。

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。

The audit committee comprises 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.

CORPORATE GOVERNANCE

During the Quarter, 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.

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.

In accordance with the code provisions set out in the Code on Corporate Governance Practices stipulated by the Exchange, non-executive directors should be appointed for a specific term and subject to re-election. Currently, non-executive Directors and independent non-executive Directors are appointed with no specific terms, but will be subject to retirement from office by rotation at the Company's annual general meeting in accordance with the Company's Articles of Association.

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。

於季度內，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。

企業管治

於本季度內，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。

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 enquiries of all Directors, the Company was not aware of any non-compliance with such code of conduct during the Review 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 to be independent.

By order of the Board

China Leason Investment Group Co., Limited
Wong Zhong Sheng

Chairperson

The PRC, 11th November 2009

As at the date of this report, the executive Directors are Mr. Wang Zhong Sheng and Mr. Shi Liang; the non-executive Directors are Mr. Kwok Shun Tim and Mr. Ye Jinxing 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期間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，二零零九年十一月十一日

截至本報告日期，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女士。

