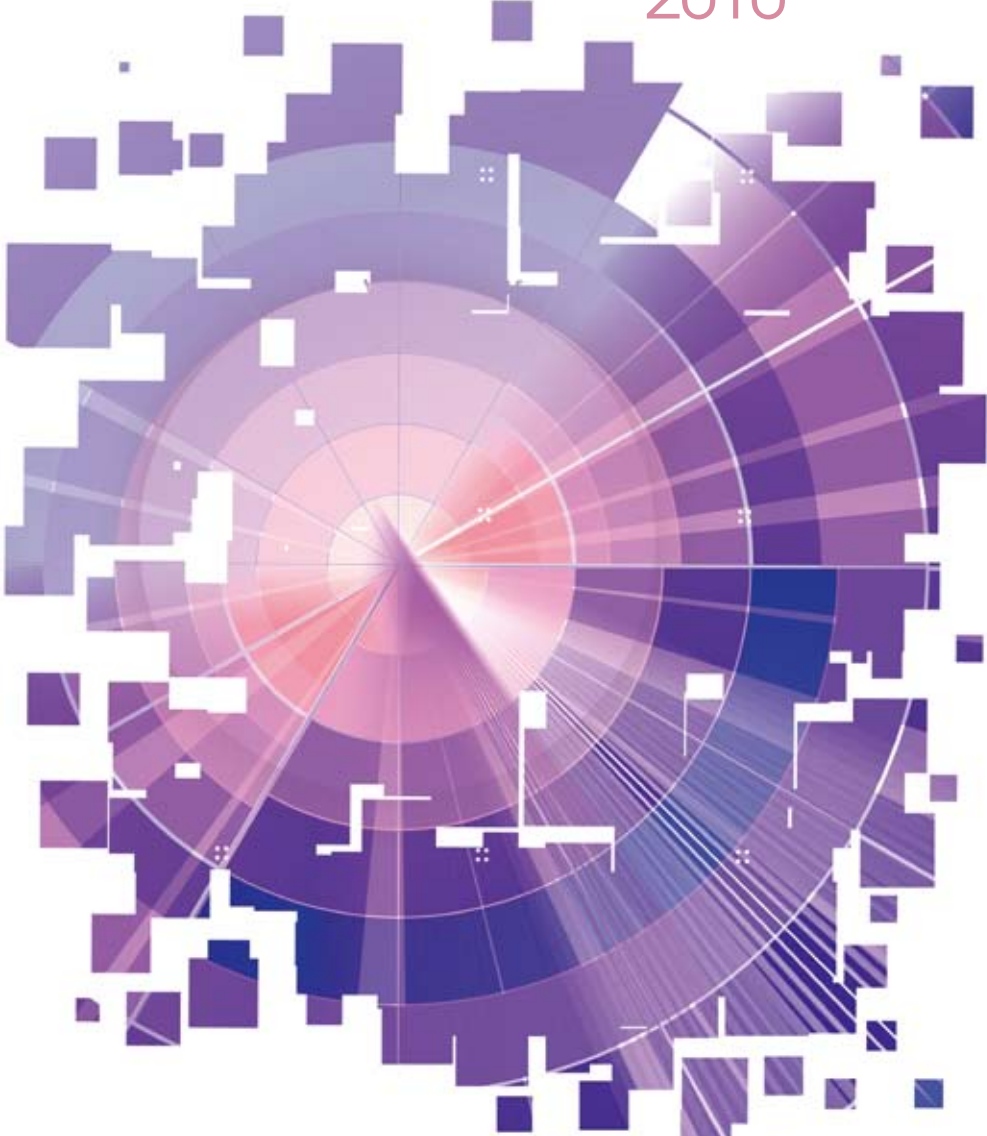


1ST QUARTERLY REPORT
2010 第一季度報告



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)

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

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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之公司提供一個上市之市場。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老練投資者。

由於創業板上市公司新興之性質所然，在創業板買賣之證券可能會較於聯交所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。

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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.

本報告(中國聯盛投資集團有限公司(「本公司」)各董事(「董事」)願共同地及個別地對此負全責)乃遵照聯交所創業板證券上市規則的規定而提供有關本公司的資料。本公司各董事經作出一切合理查詢後，確認就彼等深知及確信：—(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) 並無遺漏任何事項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 three months ended 31 March 2010 was approximately RMB47,514,000, representing an increase of 10.71 times as compared to the corresponding period in the previous financial year.
- The Group realised a loss attributable to shareholders of approximately RMB3,855,000 for the three months ended 31 March 2010.
- Loss per share of the Group was approximately RMB0.26 cent for the three months ended 31 March 2010.
- The Board does not recommend the payment of any dividend for the three months ended 31 March 2010.
- 本集團截至二零一零年三月三十一日止三個月之營業額約為人民幣47,514,000元，較上一個財政年度同期升10.71倍。
- 截至二零一零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3,855,000元。
- 本集團截至二零一零年三月三十一日止三個月之每股虧損約為人民幣0.26仙。
- 董事會並不建議於截至二零一零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 2010

截至二零一零年三月三十一日止
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 2010 (the “Quarter”), together with the unaudited comparative figures for the corresponding period in 2009 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」)於截至二零一零年三月三十一日止季度(「本季度」)之未經審核綜合業績，連同二零零九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	2010 二零一零年 RMB'000 人民幣千元	2009 二零零九年 RMB 00 人民幣千元
Turnover	營業額	2	47,514	4,057
Cost of sales	銷售成本		(33,429)	(1,924)
Gross profit	毛利		14,085	2,133
Other revenue	其他收益	2	270	382
Distribution costs	銷售費用		(4,316)	(422)
Administrative expenses	行政費用		(12,475)	(6,660)
Other operating expenses	其它經營開支		(377)	(455)
Finance Cost	財務費用		(1,093)	(624)
(Loss) before income tax	除所得稅前(虧損)		(3,906)	(5,646)
Income tax	所得稅項	3	—	—
(Loss) for the period	期間(虧損)		(3,906)	(5,646)
Other comprehensive income	其他全面收入總額		—	—
Total comprehensive income of the period	其間全面收入總額		(3,906)	(5,646)
Attributable to:	應佔:			
Equity shareholders of the Company	本公司之權益股東		(3,855)	(5,646)
Minority interest	少數股東權益		(51)	—
(Loss) for the period	期間(虧損)		(3,906)	(5,646)
Dividends attributable to the period	期間股息	4	—	—
(Loss) per share — basic (RMB — cents)	每股(虧損) — 基本(人民幣—仙)	5	(0.26)	(0.91)

UNAUDITED STATEMENT OF CHANGES IN CONSOLIDATED EQUITY

未經審核綜合權益變動表

		2010 二零一零年						
		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	12,921	347,368	(2,351)	5,351	(1,014)	(94,953)	267,322
Issue of new share	發行新股	2,369	33,178	—	—	—	—	35,547
Net loss for the period	本期虧損	—	—	—	—	—	(3,906)	(3,906)
As at 31 March	於三月三十一日	15,290	380,546	(2,351)	5,351	(1,014)	(98,859)	298,963
		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

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 2009.

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二零零九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	
		2010	2009
		二零一零年	二零零九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Turnover	營業額		
Sales of liquefied coalbed gas	液化煤層氣銷售	42,093	—
Sales of piped natural gas and gas supply connection services	管道天然氣銷售及供氣接駁服務	1,521	—
Sales of software	軟件銷售	1,815	1,739
Sales of hardware	硬件銷售	777	1,334
Maintenance and other services fees	維護及其他服務收入	1,308	984
		47,514	4,057
Other revenue	其他收益		
Value added tax refunds	增值稅退稅	226	189
Interest income	利息收入	44	35
Other net revenue	其他收入淨額	—	158
		270	382

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 (2009: 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 RMB3,855,000 (2009: loss of approximately RMB5,646,000), and the weighted average number of 1,470,759,023 (2009: 620,600,000) 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

No dilutive earnings per share was presented because there were no dilutive potential ordinary shares in existence during the quarters ended 31 March 2010 and 2009.

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(二零零九年同期：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3,855,000(二零零九年同期間：虧損約人民幣5,646,000)，以及本公司的已發行股份加權平均股數為1,470,759,023股(二零零九年：620,600,000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

由於截至二零一零年及二零零九年三月三十一日止季度及三個月期間內並不存在任何具攤薄效益之潛在普通股，故此並無呈列每股攤薄盈利。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

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.

Liquefied Coalbed Gas Business

The demand for natural gas in the Chinese market has been enormous, and with the gradual recovery of China's economy, it will keep growing continuously. Backed by its leading position in China's natural gas-liquefying industry, the Group will continue perfecting the industry chain of the natural gas-liquefying industry, expanding businesses into the up-and downstream industry in an effort to maintain the Group's leading position in China's natural gas market and bring long-term and stable returns to our shareholders.

Financial Review

The Group recorded a consolidated turnover of approximately RMB47,514,000 for the Quarter, representing an increase of approximately 10.71 times compared with the corresponding period last year. The increase was mainly attributable to:

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。

液化煤層氣體業務

伴隨着中國經濟的逐步復蘇，中國天然氣市場對天然氣需求龐大及不斷增長。本集團將依附目前集團在中國天然氣液化行業的領先地位，不斷完善天然氣液化產業鏈，向上下游產業延伸發展，務求使本集團在中國天然氣市場的業務保持領先地位，為集團股東帶來長遠而穩定的收益。

財務回顧

本集團於本季度錄得綜合營業額約人民幣47,514,000元，較去年同期升10.71倍。升幅主要是：

- approximately RMB43,614,000 turnover for the new business of sales of liquefied coalbed gas and the sales piped natural gas and gas supply connection services (corresponding period in 2009: NIL).

Distribution costs amounted to approximately RMB4,316,000 for the Quarter (corresponding period in 2009: RMB422,000). The increase are mainly due to the operation and transportation costs in Shanxi's liquefied coalbed gas business.

Administrative expenses for the Quarter was approximately RMB12,475,000, compared with RMB6,660,000 for the corresponding period last year. The increase are mainly due to:

- approximately RMB1,805,000 administrative expenses incurred in Shanxi Qinshui Shuntai Energy Development Company Ltd (corresponding period in 2009: NIL).
- approximately RMB1,278,000 administrative expenses incurred in Guangxi Beliu Gas Company Ltd. in current period while this company was not the subsidiary of the Group in last year.

MARKET REVIEW

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.

- 本季度在新的液化煤層氣銷售及管道天然氣銷售及供氣接駁服務約為人民幣43,614,000(去年同期並無此類營業銷售)。

本季度之銷售費用約為人民幣4,316,000元(去年同期為人民幣422,000元)。升幅主要原因是山西之液化煤層氣投產運作及運輸而帶來的費用。

本季度之行政費用約為人民幣12,475,000元(去年同期為人民幣6,660,000元)。升幅主要原因是：

- 約人民幣1,805,000元行政費用產生於本季度之山西沁水順泰能源發展有限公司而去年度同期並無此等費用。
- 約人民幣1,278,000元行政費用產生於本季度之廣西北流燃氣有限公司，而去年同期這公司並非本集團之附屬公司。

市場回顧

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。

REVIEW OF PRODUCTS AND SERVICES INCOMES

- As at 31 March 2010, the Group had an aggregate of 400 employees, of which 162 were research and development staff, 114 were engineering and customer service staff, 97 were administrative staff and 27 were marketing staff;
- The Group's software outsourcing business (merchandising system) had secured 1 new customer during the current period.

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.

OUTLOOK

LIQUEFIED COAL BED GAS BUSINESS

The Group is actively investing resources in exploring the liquefied coalbed gas business. One of the Group's plants in Shanxi to develop liquefied coal-bed gas business is paving road for the full production in the second quarter. This business will bring about long-term and steady revenue for the Group.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

During the Quarter, 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.

產品及服務收入回顧

- 截至二零一零年三月三十一日，本集團員工總數為400人，其中研發技術人員162人，工程和客戶服務人員114人，行政管理人員97人，市場銷售人員27人；
- 本集團主要產品：軟件外包業務—營銷系統新增客戶1家。

雖然面對艱難的市況，董事仍堅信本集團將不斷調整和加快其業務發展及市場宣傳的策略，以實現可持續發展之目標。

展望

液化煤層氣體業務

本集團正積極投放資源以開拓新的業務。同時，本集團開發液化煤層氣體業務的其中一間山西工廠已完成及為第二季度全面投產做準備。這業務將會為集團帶長遠而穩定的收益。

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。

Despite the difficult operating environment in the industry, as at 31 March 2010, the Group had net assets of approximately RMB399,991,000 including cash and bank deposit balance of approximately RMB126,155,000. The Group has implemented prudent financial and risk managements. In addition, the Group did not have any pledged assets as at 31 March 2010. 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 Quarter, the staff costs (including Directors' remuneration) was approximately RMB4,706,000 (corresponding period in 2009: approximately RMB3,782,000).

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.

儘管業內經營環境艱難，於二零一零年三月三十一日，本集團的資產淨值約人民幣399,991,000元，其中包括現金、銀行及存款結存約人民幣126,155,000元。本集團採取謹慎的財務及風險管理策略。此外，本集團於二零一零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4,706,000元（二零零九年同期：約人民幣3,782,000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 2010.

Material Acquisition and Disposal

On 9 February 2010, the Company, as vendor, entered into the sale and purchase agreement with Mr. Chen Yi Lin (陳義林), Mr. Hu Shu Zhen (扈澍振), Ms. Li Ling Li (李伶俐) and Ms. Zhang Jing (張靜), who are independent individuals, (collectively “the Purchasers”) as supplemented by a supplemental agreement dated 21 April 2010, pursuant to which the Company conditionally agreed to sell and the Purchasers conditionally agreed to acquire 100% of the issued share capital of Shine Science & Technology (BVI) Company Limited (“Shine Science BVI”) for an aggregate consideration of RMB60,000,000. Shine Science BVI beneficially holds 100% equity interest in Fujian Shine Science & Technology Co., Ltd. (福建新意科技有限公司), Fuzhou Xinwangluo Network Company Limited (福州新意新網絡有限公司) and Shanghai Shine Science & Technology Co., Limited (上海新意新科技有限公司), which together formed the Shine Science Group, (the “Disposal”). Immediately after completion of the Disposal, the Company will cease to hold any interests in the issued share capital of the members of the Shine Science Group and the Shine Science Group will cease to be subsidiaries of the Company.

The Disposal constitutes a very substantial disposal on the part of the Company under Chapter 19 of the GEM Listing Rules and has been approved by the shareholders of the Company at the extraordinary general meeting held on 10 May 2010.

所持有的重大投資

本集團於二零一零年三月三十一日並未持有重大投資。

重大收購及出售事項

於二零一零年二月九日，本公司（作為賣方）與陳義林先生、扈澍振先生、李伶俐女士及張靜女士（均為獨立個別人士）（統稱「買方」）（其條款於二零一零年四月二十一日簽訂的補充協議已作補充），據此本公司已有條件地同意出售及買方已有條件地同意以總代價人民幣60,000,000元收購Shine Science & Technology (BVI) Company Limited (「Shine Science BVI」)之100%已發行股本。Shine Science BVI實益持有福建新意科技有限公司、福州新意新網絡有限公司及上海新意新科技有限公司（統稱為Shine Science集團）之100%股本權益（「出售事項」）。緊隨出售事項完成後，本公司將不再持有Shine Science集團成員公司已發行股本之任何權益，以及Shine Science集團將不再是本公司之附屬公司。

根據創業板上市規則第19章，出售事項構成本公司之非常重大出售事項及須遵守公佈及已獲得本公司股東於二零一零年五月十日之股東特別大會通過批准之規定。

For details, please refer to the announcements of the Company dated 11 February 2010 and 21 April 2010 respectively, and the circular of the Company dated 23 April 2010.

During the Quarter, the Group did not have any material acquisition.

Future Plans Relating to Material Investment or Capital Asset

The Group did not have significant future plans relating to Material Investment or Capital Assets.

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 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

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.

有關詳情請參閱本公司日期為二零一零年二月十一日及二零一零年四月二十一日及二零一零年四月二十三日之公佈。

於本季度，本集團並無任何重大收購事項。

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定任何協定且並無任何其他未來重大投資或資本資產計劃。

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

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 2010, 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:

於二零一零年三月三十一日，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
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) 332,790,000 (附註1)	20.36%
Mr. Wang Zhong Sheng 王忠勝先生	Beneficial owner 實益擁有人	Personal 個人	274,822,118 274,822,118	16.82%

Notes:

附註：

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

1. 該等股份由寶連投資有限公司擁有。

Mr. Wang Zhong Sheng owns 91.62% 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91.62%權益，根據香港法例第571章證券及期貨條例第XV部，王忠勝先生被視為於寶連投資有限公司擁有之股份中擁有權益。

(b) Associated corporations — interests in shares **(b) 相聯法團—股份權益**

Director	Name of associated corporation	Nature of Interest	Percentage of interests in the registered capital of the associated corporation 佔該相聯法團註冊資本之權益百分比
董事	相聯法團名稱	權益性質	
Mr. Wang Zhong Sheng	Jumbo Lane Investments Limited (Note 1)	Personal	91.62%
王忠勝先生	寶連投資有限公司(附註 1)	個人	91.62%
Mr. Kwok Shum Tim	Jumbo Lane Investments Limited	Personal	3.59%
郭純恬先生	寶連投資有限公司	個人	3.59%
Mr. Shi Liang	Jumbo Lane Investments Limited	Personal	3.91%
施亮先生	寶連投資有限公司	個人	3.91%

Notes:

附註：

- Jumbo Lane Investments Limited is a holding Company of the Group, owns 20.36% of the shareholding of the Group. Mr. Wang Zhong Sheng owns 91.62% interest in the issued share capital of Jumbo Lane Investments Limited. Mr. Shi Liang and Mr. Kwok Shun Tim each own 3.91% and 3.59% 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20.36%的股權。王忠勝先生持有寶連投資有限公司已發行股本之91.62%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3.91%及3.59%權益。

Save as disclosed above, as at 31 March 2010, 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，於二零一零年三月三十一日，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

主要股東及於股份及購股權擁有根據證券及期貨條例須予披露之權益及淡倉之人士

As at 31 March 2010, the following persons (other than the Directors or chief executive of the Company as disclosed above) had an interest or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO:

於二零一零年三月三十一日，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：

Long positions in shares

股份之好倉

Name 姓名／名稱		Number of Shares 股份數目	Nature of Interest 權益性質	Percentage of shareholding 持股百分比
Jumbo Lane Investments Limited		332,790,000	Beneficial owner	20.36%
寶連投資有限公司		332,790,000	實益擁有人	20.36%
Mr. Wang Zhong Sheng	(Note 1)	332,790,000	Interest of controlled corporation	20.36%
王忠勝先生	(附註1)	332,790,000	受控法團權益	20.36%
Mr. Wang Zhong Sheng		274,822,118	Personal	16.82%
王忠勝先生		274,822,118	個人	16.82%
Ms. Zhao Xin	(Note 2)	332,790,000	Interest of spouse	20.36%
趙馨女士	(附註2)	332,790,000	配偶之權益	20.36%
Ms. Zhao Xin	(Note 2)	274,822,118	Interest of spouse	16.82%
趙馨女士	(附註2)	274,822,118	配偶之權益	16.82%

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 91.62% 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 parcels of Shares respectively held by Jumbo Lane Investments Limited and Mr. Wang Zhong Sheng as beneficial owners pursuant to the SFO.

Save as disclosed above, as at 31 March 2010 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91.62%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及王忠勝先生實益擁有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，於二零一零年三月三十一日，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

On 8 March 2010, the Company allotted and issued 272,360,000 ordinary shares of HK\$0.01 each by way of a placement at HK\$0.152 per share for cash. For details, please refer to the announcements of the Company dated 24 February 2010 and 8 March 2010 respectively.

Save as disclosed above, during the three months ended 31 March 2010, 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.

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（定義見創業板上市規則）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

於二零一零年三月八日，本公司透過按每股0.152港元進行配售之方式，配發及發行272,360,000股每股面值0.01港元之普通股以換取現金。有關詳情請參閱本公司日期分別為二零一零年二月二十四日及二零一零年三月八日之公佈。

除上文所披露者外，於截至二零一零年三月三十一日止三個月內，本公司及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, comprising 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.

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.

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。

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。

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."

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, 11 May 2010

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.

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。

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，二零一零年五月十一日

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。

