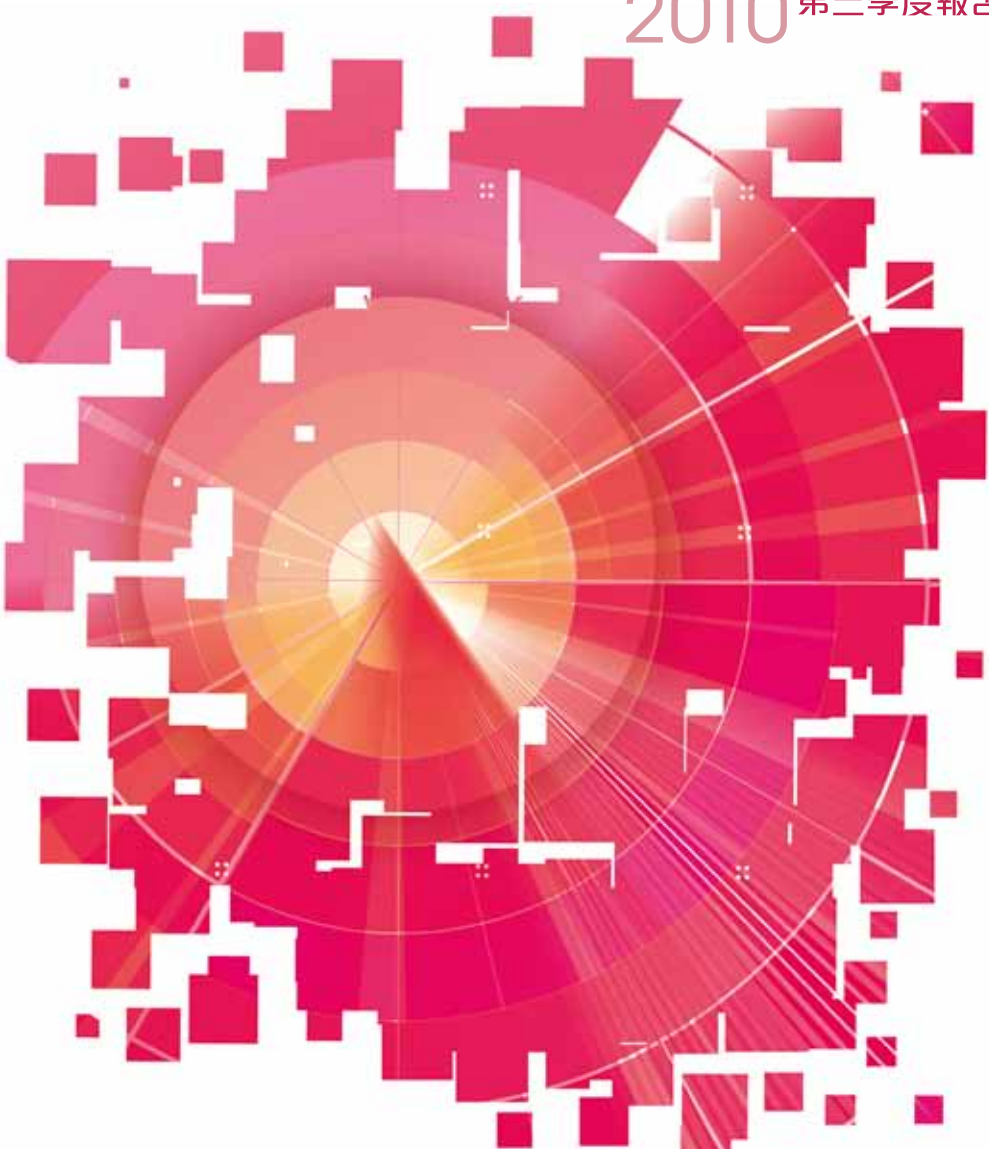


3RD QUARTERLY REPORT
2010 第三季度報告



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 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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This report, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: the information contained in this report is accurate and complete in all materials respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or in this report misleading.

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。

香港交易及結算所有限公司及香港聯合交易所有限公司對本報告的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部份內容而產生或因倚賴該等內容而引致的任何損失承擔任何責任。

本報告乃遵照創業板上市規則之規定提供有關本公司之資料。董事對本報告共同及個別承擔全部責任。董事在作出一切合理查詢後確認，就彼等所深知及確信：本報告所載資料在各重大方面均屬準確及完整，且無誤導或欺詐成分；及本文或本報告並無遺漏任何其他事項致使本報告所載內容有所誤導。

FINANCIAL HIGHLIGHTS

財務摘要

- Turnover of the Group for the nine months ended 30th September 2010 was approximately RMB175,820,000, representing an increase of 3.76 times as compared to the corresponding period in the previous financial year.
- The Group realised a profit attributable to shareholders of approximately RMB10,064,000 for the nine months ended 30th September 2010.
- Profit per share of the Group was approximately RMB0.61 cent for the nine months ended 30th September 2010.
- The Board does not recommend the payment of any dividend for the nine months ended 30th September 2010.
- 本集團截至二零一零年九月三十日止九個月之營業額約為人民幣175,820,000元，較上一個財政年度同期上升3.76倍。
- 截至二零一零年九月三十日止九個月，本集團實現之股東應佔溢利約為人民幣10,064,000元。
- 本集團截至二零一零年九月三十日止九個月之每股溢利約為人民幣0.61仙。
- 董事會並不建議派發截至二零一零年九月三十日止九個月的任何股息。

UNAUDITED RESULTS FOR THE QUARTER AND THE NINE MONTHS ENDED 30TH SEPTEMBER 2010

截至二零一零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 2010 (the “Quarter” and “Review Period” respectively), together with the unaudited comparative figures for the corresponding periods 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」)於截至二零一零年九月三十日止季度及九個月(分別為「本季度」及「本期間」)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)

| | | 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 | | |
|---|--------------------------|---|-----------------------------------|--|-----------------------------------|----------|
| | | 2010 二零一零年 RMB'000 人民幣千元 | 2009 二零零九年 RMB'000 人民幣千元 | 2010 二零一零年 RMB'000 人民幣千元 | 2009 二零零九年 RMB'000 人民幣千元 | |
| | Note 附註 | | | | | |
| Turnover | 營業額 | 2 | 66,223 | 34,426 | 175,820 | 46,730 |
| Cost of sales | 銷售成本 | | (61,065) | (22,263) | (138,151) | (27,461) |
| Gross profit | 毛利 | | 5,158 | 12,163 | 37,669 | 19,269 |
| Other revenue | 其他收益 | 2 | 45 | 1,155 | 1,171 | 2,303 |
| Distribution costs | 分銷成本 | | (3,029) | (941) | (12,747) | (1,696) |
| Administrative expenses and other operating expenses | 行政費用及 其他經營開支 | | (8,778) | (9,853) | (30,180) | (23,897) |
| Finance cost | 財務成本 | | (1,290) | (290) | (11,239) | (1,578) |
| (Loss)/Profit before tax | 除稅前(虧損)/溢利 | | (7,894) | 2,234 | (15,326) | (5,599) |
| Gain on discontinued operation | 已終止經營業務 收益 | | — | — | 31,338 | — |
| Income tax | 所得稅項 | 3 | (2,484) | (405) | (6,104) | (236) |
| (Loss)/Profit for the period | 期間(虧損)/溢利 | | (10,378) | 1,829 | 9,908 | (5,835) |
| Other comprehensive income | 其他全面收入 | | — | — | — | — |
| Total comprehensive (expense)/income for the period | 期間全面 (開支)/收入 總額 | | (10,378) | 1,829 | 9,908 | (5,835) |
| Attributable to: | 應佔: | | | | | |
| Equity shareholders of the Company | 本公司之權益股東 | | (10,298) | 1,829 | 10,064 | (5,835) |
| Minority interest | 少數股東權益 | | (80) | — | (156) | — |
| (Loss)/Profit for the period | 期間(虧損)/溢利 | | (10,378) | 1,829 | 9,908 | (5,835) |
| Dividends attributable to the period | 期間股息 | 4 | — | — | — | — |
| (Loss)/Profit per share — basic (RMB — cents) | 每股(虧損)/溢利 — 基本(人民幣—仙) | 5 | (0.62) | 0.26 | 0.61 | (0.84) |

UNAUDITED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核綜合權益變動表

| | | 2010 二零一零年 | | | | | | | | |
|---|-----------------------|---------------|---------|---------|---------|-------------|-----------------------|---------|------------|---------|
| | | Issued | Share | Merger | General | Translation | Retained | | Minority | Total |
| (Unaudited) | | Share | Share | Reserve | Reserve | reserve | Profit/ | Total | Interest | Equity |
| (未經審核) | | Capital | Premium | Reserve | Fund | reserve | (Accumulated Loss) | Total | Interest | Equity |
| | | | | | 一般儲備 | 換算儲備 | 保留溢利/ (累計虧損) | 總計 | 股東權益 少數 | 權益總額 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 |
| As at 1st January | 於一月一日 | 12,921 | 347,368 | (2,351) | 5,351 | (1,014) | (94,953) | 267,322 | 2,527 | 269,849 |
| Profit for the period and total comprehensive income for the period | 期間溢利及 期間全面 收入總額 | — | — | — | — | — | 10,064 | 10,064 | (156) | 9,908 |
| Issue of new shares | 發行新股 | 4,891 | 81,420 | — | — | — | — | 86,311 | — | 86,311 |
| As at 30th September | 於九月三十日 | 17,812 | 428,788 | (2,351) | 5,351 | (1,014) | (84,889) | 363,697 | 2,371 | 366,068 |
| | | 2009 二零零九年 | | | | | | | | |
| | | Issued | Share | Merger | General | Translation | Retained | | Minority | Total |
| (Unaudited) | | Share | Share | Reserve | Reserve | reserve | Profit/ | Total | Interest | Equity |
| (未經審核) | | Capital | Premium | Reserve | Fund | reserve | (Accumulated Loss) | Total | Interest | Equity |
| | | | | | 一般儲備 | 換算儲備 | 保留溢利/ (累計虧損) | 總計 | 股東權益 少數 | 權益總額 |
| | | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 | RMB'000 |
| | | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 人民幣千元 | 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 | — | 120,130 |
| Loss for the period and total comprehensive expenses for the period | 期間虧損及 期間全面 開支總額 | — | — | — | — | — | (5,835) | (5,835) | — | (5,835) |
| Issue of new shares | 發行新股 | 5,492 | 126,952 | — | — | — | — | 132,444 | — | 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 | — | 246,739 |

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 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 and sale of natural gas and the coalbed gas business.

Turnover represents the sales of liquefied coalbed gas and related services, 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（「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天然氣及煤層氣加工銷售。

營業額指銷售液化煤層氣及相關服務，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 | |
|--|----------------|---|-----------------------------------|--|-----------------------------------|
| | | 2010 二零一零年 RMB'000 人民幣千元 | 2009 二零零九年 RMB'000 人民幣千元 | 2010 二零一零年 RMB'000 人民幣千元 | 2009 二零零九年 RMB'000 人民幣千元 |
| Turnover | 營業額 | | | | |
| Sales of piped natural gas and gas supply connection service | 管道天然氣銷售及供氣接駁服務 | 10,573 | — | 20,138 | — |
| Sales of liquefied coalbed gas | 液化煤層氣銷售 | 55,650 | 16,097 | 149,656 | 16,097 |
| Sales of software | 軟件銷售 | — | 13,112 | 1,815 | 21,016 |
| Sales of hardware | 硬件銷售 | — | 2,729 | 1,747 | 5,170 |
| Maintenance and other services fees | 維護及其他服務收入 | — | 2,488 | 2,464 | 4,447 |
| | | 66,223 | 34,426 | 175,820 | 46,730 |
| Other revenue | 其他收益 | | | | |
| Gain on security trading | 證券買賣收益 | — | — | 475 | — |
| Value added tax refunds | 增值稅退稅 | — | 1,005 | 401 | 1,813 |
| Interest income | 利息收入 | 4 | 4 | 77 | 76 |
| Other net revenue | 其他收益淨額 | 41 | 146 | 218 | 414 |
| | | 45 | 1,155 | 1,171 | 2,303 |

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.

4. Dividend

The Board does not recommend the payment of any dividend for the Review Period (corresponding period in 2009: NIL).

3. 稅項**(a) 香港利得稅**

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

(b) 海外所得稅

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

本集團於本期間內並無重大之未撥備遞延稅項。

4. 股息

董事會並不建議於本期間派付任何股息(二零零九年同期：零)。

5. (Loss)/Profit Per Share

The calculation of basic (loss)/earnings per share for the Quarter and the Review Period were based on the unaudited (loss)/profit attributable to shareholders for the Quarter and the Review Period of approximately RMB(10,298,000) and RMB10,064,000 respectively (corresponding period in 2009: profit of approximately RMB1,829,000 and loss of RMB(5,835,000) respectively), and the weighted average number of 1,649,909,837 (2009: 697,481,431) 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 quarter and nine months ended 30th September 2010. There were also no dilutive potential ordinary shares in existing during the same period in 2009.

5. 每股(虧損)/溢利

本季度及本期間之每股基本(虧損)/溢利乃按本季度及本期間之未經審核股東應佔(虧損)/溢利分別約人民幣(10,298,000)元及人民幣10,064,000元(二零零九年同期：分別溢利約人民幣1,829,000元及虧損約人民幣(5,835,000)元)，以及本公司的已發行股份加權平均股數為1,649,909,837股(二零零九年：697,481,431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

由於截至二零一零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。於二零零九年同期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 RMB175,820,000 for the Review Period, representing an increase of approximately 3.76 times compared with the corresponding period last year. The increase were mainly attributable to:

- The increase in the production and sales of liquefied coalbed gas in Shanxi and the sales of piped natural gas and gas supply connection services, it is recorded a turnover of RMB66,223,000 in current quarter (2009: RMB16,097,000), thus create a significant increase of Group's turnover.

Loss attributable to shareholders for the current quarter was approximately RMB10,298,000, compared with the profit attributable to shareholders of approximately RMB1,829,000 for the corresponding period last year.

The decrease in profit for the current quarter was mainly attributable to the following reason:

- In the current quarter, there are RMB11,696,000 depreciation and amortization which are the fixed cost in the liquefied coalbed gas business during its production in Shanxi. (corresponding period in 2009: RMB2,689,000) This situation can be improved in future if the production are in higher and full production capacity.

財務回顧

本集團於本期間錄得綜合營業額約人民幣175,820,000元，較去年同期上升約3.76倍。該等上升主要是：

- 由於山西液化煤層氣的生產及銷售以及管道天然氣銷售及供氣接駁服務均錄得升幅，本季度錄得營業額為人民幣66,223,000元（二零零九年同期為人民幣16,097,000元），令本集團之營業額有很明顯之增加。

而本季度之股東應佔虧損約人民幣10,298,000元，而去年同期則錄得股東應佔溢利約人民幣1,829,000元。

本季度溢利減少的主要原因是：

- 本季度產生折舊及攤銷人民幣11,696,000元（二零零九年同期：人民幣2,689,000元）。該等金額為山西液化煤層氣業務於生產過程中之固定成本。若生產能達到更高產能且產能得以完全應用，則未來該情況將會有所改善。

Business Review and Development Prospects

During the current quarter, as the liquefied coalbed gas is under production and sales, it created 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.

- As at 30 September 2010, the Group had an aggregate of 160 employees, of which 10 were research and development staffs, 69 were engineering and maintenance staffs, 61 were administrative staffs and 20 were marketing staff;

The Directors believe that following the improvement of the liquefied coalbed gas business's enhanced production capacities and sales, the Group's business will have very positive prospects.

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.

業務回顧及發展前景

在本季度，由於液化煤層氣正在進行生產及銷售，本集團之營業額明顯增加。展望將來此業務將會為本集團帶來營業額及收入之強勁增長。

- 截至二零一零年九月三十日，本集團員工總數為160人，其中研發技術人員10人，工程和維護人員69人，行政管理人員61人，市場銷售人員20人；

董事相信，隨着液化煤層氣業務加大產能及銷售，本集團業務前景將非常樂觀。

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。

Despite the difficult operating environment in the industry, as at 30th September 2010, the Group had net assets of approximately RMB323,155,000, including cash and bank deposit balance of approximately RMB25,041,187. The Group has implemented prudent financial and risk managements. In addition, the Group did not have any pledged assets as at 30th September 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 Review Period, the staff costs (including Directors' remuneration) was approximately RMB12,357,000 (corresponding period in 2009: approximately RMB15,333,000).

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，於二零一零年九月三十日，本集團的資產淨值約人民幣323,155,000元，其中包括現金及銀行存款結存約人民幣25,041,187元。本集團已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（主要用於日後產品及技術開發方面的投資）。

僱員

於本期間內，員工成本（包括董事酬金）約為人民幣12,357,000元（二零零九年同期：約人民幣15,333,000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。

Material Acquisition and disposal

Very Substantial Disposal — Disposal of Equity Interests in Subsidiaries

On 9th February 2010, the Company, as vendor, entered into the sale and purchase agreement (the “Sale and Purchase Agreement”) with the purchasers pursuant to which the Company has conditionally agreed to sell 100% of the issued share capital of Shine Science & Technology (BVI) Company Limited (“Shine Science BVI”) (the “Disposal”), for an aggregate consideration of RMB60,000,000. Shine Science BVI beneficially holds 100% equity interest in Fujian Shine Science & Technology Co., Limited (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 altogether form the Shine Science Group. On 21st April 2010, the Company entered into a supplemental agreement with the purchasers (the “Supplemental Agreement”) pursuant to which the Company, at the Completion and subject to the terms and conditions of the Sale and Purchase Agreement, agreed to waive the a sum of approximately RMB15,491,000 due by the Shine Science Group to the Company as at 31st December 2009, and neither party shall have any claims against the other in respect thereof. The Disposal constituted a very substantial disposal on the part of the Company. For details, please refer to the announcements of the Company dated 11th February 2010 and 21st April 2010.

重大收購及出售事項

非常重大出售事項 — 出售附屬公司之股本權益

於二零一零年二月九日，本公司（作為賣方）與買方訂立買賣協議（「買賣協議」），據此，本公司已有條件地同意出售Shine Science & Technology (BVI) Company Limited（「Shine Science BVI」）之100%已發行股本（「出售事項」），總代價為人民幣60,000,000元。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之100%股本權益，而該等公司一併而言組成Shine Science集團。於二零一零年四月二十一日，本公司與買方訂立補充協議（「補充協議」），據此，本公司於完成時及在買賣協議之條款和條件所規限下，同意放棄Shine Science集團於二零零九年十二月三十一日結欠本公司之款項約人民幣15,491,000元，且雙方概不能就此向對方提出任何申索。出售事項構成本公司的非常重大出售事項。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之公佈。

The Disposal was approved by the independent Shareholders of the Company on 10th May 2010 and completed on 11th May 2010. Immediately after completion of the Disposal, the Company ceased to hold any interests in the issued share capital of the members of the Shine Science Group and the Shine Science Group ceased to be subsidiaries of the Company.

Top Up Placing

On 24th February 2010, the Company entered into a placing and subscription agreement (the “Placing and Subscription Agreement”), pursuant to which (i) the placing agent has agreed to place, on behalf of the Jumbo Lane Investments Limited (“Jumbo Lane”) and Mr. Wang Zhang Sheng (“Mr. Wang”) (collectively the “Vendors”) and on a best effort basis, an aggregate of up to 272,360,000 existing ordinary share(s) of HK\$0.01 each in the share capital of the Company (of which 208,670,000 Shares are from Jumbo Lane and 63,690,000 Shares are from Mr. Wang) (the “Placing Share(s)”) at the placing price of HK\$0.152 per Placing Share (the “Placing”); and (ii) the Vendors have respectively and conditionally agreed to subscribe for, and the Company has conditionally agreed to issue and allot, the subscription shares pursuant to the Placing and Subscription Agreement (the “Subscription Share(s)”) at the price of HK\$0.152 per Subscription Share (the “Subscription”).

出售事項已於二零一零年五月十日獲得本公司獨立股東批准，並於二零一零年五月十一日完成。緊隨出售事項完成後，本公司不再持有 Shine Science集團成員公司的已發行股本之任何權益，而 Shine Science集團不再是本公司之附屬公司。

先舊後新配售

於二零一零年二月二十四日，本公司訂立配售及認購協議（「配售及認購協議」），據此，(i) 配售代理已同意代表寶連投資有限公司（「寶連」）及王忠勝先生（「王先生」）（統稱「賣方」）及按竭力行事基準，配售本公司股本中合共最多272,360,000股現有每股面值0.01港元的普通股（其中208,670,000股股份來自寶連及63,690,000股來自王先生）（「配售股份」），配售價為每股配售股份0.152港元（「配售事項」）；及(ii) 根據配售及認購協議，賣方已各別及有條件地同意認購及本公司已有條件地同意發行及配發認購股份（「認購股份」），作價每股認購股份0.152港元（「認購事項」）。

The Placing and the Subscription were completed on 1st March 2010 and 8th March 2010 respectively in accordance with the terms and conditions of the Placing and Subscription Agreement. An aggregate of 272,360,000 Placing Shares (of which 208,670,000 Shares were from Jumbo Lane and 63,690,000 Shares were from Mr. Wang) were successfully placed by the Vendors to not less than six individual, institutional and/or other professional investors who were third parties independent of the Company and its connected persons (within the meaning of the GEM Listing Rules) of the Company, at the Placing Price of HK\$0.152 per Placing Share and an aggregate of 272,360,000 Subscription Shares were issued and allotted by the Company to the Vendors at the Subscription Price of HK\$0.152 per Subscription Share. The net proceeds raised from the Subscription amounted to approximately HK\$40,709,000 which was intended to be used for the development of the second liquefied coalbed gas in Shanxi Province, the PRC. For details, please refer to the announcements of the Company dated 24th February 2010 and 8th March 2010.

配售及認購已分別於二零一零年三月一日及二零一零年三月八日按照配售及認購協議的條款和條件完成。賣方已成功將合共272,360,000股配售股份(其中208,670,000股股份來自寶連及63,690,000股來自王先生)配售給不少於六名屬獨立於本公司及本公司關連人士(定義見創業板上市規則)第三方之個人、機構及/或其他專業投資者, 配售價為每股配售股份0.152港元及本公司已向賣方發行及配發合共272,360,000股認購股份, 認購價為每股認購股份0.152港元。從認購事項所籌集的所得款項淨額約為40,709,000港元, 擬用作於中國山西省興建第二座液化煤層氣廠房。有關詳情, 請參閱本公司日期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。

Major Transaction Involving Issue of Convertible Bond 涉及發行可換股債券之主要交易

On 11th May 2010, the Group has executed an acquisition agreement in respect of the acquisition of Million Ideas Investment Limited (萬志投資有限公司) in Shanxi (the “Shanxi Acquisition Agreement”) for a consideration of RMB178,000,000 of which RMB165,000,000 was settled by the zero coupon convertible bond in a principal amount of HK\$187,500,000 issued by the Company to the Vendor or its nominee(s) (the “Convertible Bonds”). Consent of the shareholders for this acquisition has been obtained in the extraordinary general meeting held on 12th July 2010. The acquisition was completed on 16th July 2010. For details, please refer to the announcement of the Company dated 13th May 2010.

On 19th July 2010 and up to the date as at 30th September 2010, the Company allotted and issued 290,000,000 new shares upon exercising the conversion rights attached to the Convertible Bonds of HK\$58,000,000 pursuant to the Acquisition Shanxi Agreement at the price of HK\$0.20 per share.

於二零一零年五月十一日，本集團已簽訂一項收購協議，內容有關收購山西之萬志投資有限公司（「山西收購協議」），代價為人民幣178,000,000元，其中人民幣165,000,000元已透過本公司向賣方或其代名人發行本金額187,500,000港元之零息可換股債券支付（「可換股債券」）。於二零一零年七月十二日舉行之特別股東大會上，已獲得股東同意此項收購。此項收購於二零一零年七月十六日完成。有關詳情，請參閱本公司日期為二零一零年五月十三日之公佈。

於二零一零年七月十九日及截至二零一零年九月三十日，本公司根據山西收購協議，在58,000,000港元的可換股債券附帶之換股權獲行使後配發及發行290,000,000股新股份，作價每股0.20港元。

Termination of Proposed Very Substantial Acquisition

On 10th September 2010, the Company entered into an acquisition agreement with Mr. Wang Zhong Sheng, the Chairman, an executive director and a substantial shareholder of the Company (as vendor) pursuant to which the Company conditionally agreed to acquire and Mr. Wang conditionally agreed to sell the entire issued share capital of Wealthy Talent Global Investments Limited owned by Mr. Wang (the “Wealthy Acquisition Agreement”). The target group to be acquired under the Wealthy Acquisition Agreement was anticipated to be principally engaged in the supply of natural gas to its industrial customers through pipelines. The consideration for the proposed acquisition was to be settled partly by the issue of shares of the Company and partly by the issue of convertible bonds of the Company. On 25th October 2010, the Company and Mr. Wang entered into a termination agreement, whereby the Company and Mr. Wang mutually agreed to terminate the Wealthy Acquisition Agreement. The proposed acquisition would constitute, if not terminated, a very substantial acquisition and connected transaction of the Company under the GEM Listing Rules. For details, please refer to the announcement of the Company dated 25th October 2010.

To the best of Directors’ knowledge, information and belief, the termination of the Wealthy Acquisition Agreement will not have any adverse material impact on the interests of the Company and the shareholders of the Company as well as the business, operations or financial condition of the Group.

終止擬定非常重大收購

於二零一零年九月十日，本公司與本公司主席、執行董事及主要股東王忠勝先生（賣方）訂立一份收購協議，據此，本公司有條件同意收購及王先生有條件同意出售王先生擁有的Wealthy Talent Global Investments Limited的全部已發行股本（「Wealthy收購協議」）。根據Wealthy收購協議將予收購的目標集團預計將主要從事向其工業客戶通過管道供應天然氣的業務。擬定收購之代價將部份以發行本公司股份及部份以發行本公司可換股債券之方式償付。於二零一零年十月二十五日，本公司與王先生訂立一份終止協議，據此本公司與王先生相互同意終止Wealthy收購協議。倘擬定收購未有終止，則根據創業板上市規則，擬定收購將構成本公司之非常重大收購及關連交易。有關詳情請參閱本公司日期為二零一零年十月二十五日之公佈。

就董事所深知、盡悉及確信，終止Wealthy收購協議將不會對本公司及本公司股東的利益以及本集團業務、營運或財務狀況造成任何重大不利影響。

BUSINESS REVIEW

Liquefied Coalbed Gas Business

In the current quarter, the coalbed gas-liquefying plant constructed under the investment by the Group in Shanxi, was still in the trial-production stage, but it will officially be put into production in stages after its equipments are further upgraded. However, it hasn't achieved its full production capacity yet due to consistent shortage of gas sources.

In the current quarter, the Group still recorded loss due to reduced production of liquefied coalbed gas as affected by the equipment upgrade, which was coupled with consistent shortage of gas sources. Heading into the fourth quarter, the Group's result will see rapid growth and improvement as the upgrade work finishes and production recovers.

Hebei Shuntai Energy Development Company Limited, a company established by the Group for the industrial and transportation hub in Hebei Province last quarter, has begun its infrastructure construction. It is expected that after it launches services in the first and middle parts of next year, it will bring about more market shares and earnings during the Group's expansion in the Hebei market.

In order to rapidly achieve more market shares for the natural gas and liquefied coalbed gas businesses, the Group was also actively considering acquisition and expansion of market shares in the Henan region.

業務回顧

液化煤層氣體業務

本季度，本集團在山西投資興建的煤層氣液化工廠雖仍在試生產期間，但工廠設備完成進一步的改良後，將逐漸步入正式生產。然而，由於氣源供應持續緊張，目前還沒達到滿負荷生產。

本季度由於工廠進行設備改良工作，液化煤層氣生產量受到一定的影響，外加上氣源供應持續緊張，本季度本集團仍錄得虧損。步入第四季度，隨著設備改良工作的完成，生產量的恢復，本集團業績將快速增長及改善。

本集團於上季度為布點河北地區工業及運輸樞紐而成立的河北順泰能源有限公司已開始基礎建設工作，預計明年上、中旬完工投入服務後，將為本集團河北市場的擴張帶來更大的市場份額及盈利的改善。

為了使本集團天然氣，煤層氣業務能迅速佔領更大的市場份額，本集團在本季度也積極研究河南地區的市場份額收購及延伸。

Prospect

As the Chinese government pays more attention to improving air quality and lowering carbon emissions, it is intensifying its promotion of clean energies across the territory. Therefore, there is huge and still growing demand for natural gas in Chinese markets. 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.

To keep its gas business thriving, the Group will continuously open, develop and station new consumer markets for coalbed gas and natural gas; expand the Group's market shares in those markets; develop and seek for new energies such as new natural gas and coalbed gas; and strengthen its capabilities in liquefaction, transportation and distribution of gases.

展望

隨著中國政府對改善大氣環境，減低碳排放問題日益重視，對各地使用清潔能源的推廣力度越來越強大，中國各地市場對天然氣需求巨大及不斷增長。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，向上下游產業延伸既擴大發展，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。

在未來的時間裏，本集團將不斷開闢、挖掘、布點新的煤層氣，天然氣用戶市場，擴展集團在該市場的佔有率，同時開發及尋找新的天然氣，煤層氣等新能源，增強液化，運輸配送能力，使集團氣業務不斷茁壯成長。

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

董事及最高行政人員於股份、相關股份及債券之權益或淡倉

As at 30th September 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 | 身份 | 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) | 17.30% |
| Mr. Wang Zhong Sheng 王忠勝先生 | Beneficial owner 實益擁有人 | Personal 個人 | 5,474,822,118 (Note 2) (附註2) | 284.52% |

Notes:

- Such shares are owned by Jumbo Lane Investments Limited.

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).

附註：

- 該等股份由寶連投資有限公司擁有。

王忠勝先生擁有寶連投資有限公司已發行股本之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。

2. The long positions in 5,200,000,000 shares out of the 5,474,822,118 shares derived from the entering into of the Wealthy Acquisition Agreement (as defined above) by Mr. Wang. Please refer to the paragraph headed "Termination of Proposed Very Substantial Acquisition" above and the announcement of the Company dated 25th October 2010.

2. 於5,474,822,118股股份中，其中有5,200,000,000股股份的好倉因王先生訂立Wealthy收購協議(定義見上文)所產生。請參閱上文「終止擬定非常重大收購」一段及本公司日期為二零一零年十月二十五日之公佈。

(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 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 | 91.62% 91.62% |
| Mr. Kwok Shun Tim 郭純恬先生 | Jumbo Lane Investments Limited 寶連投資有限公司 | Personal 個人 | 3.59% 3.59% |
| Mr. Shi Liang 施亮先生 | Jumbo Lane Investments Limited 寶連投資有限公司 | Personal 個人 | 3.91% 3.91% |
| Mr. Zhang Qing Lin 張慶林先生 | Jumbo Lane Investments Limited 寶連投資有限公司 | Personal 個人 | 0.30% 0.30% |

Notes:

附註：

1. Jumbo Lane Investments Limited is a holding Company of the Group, owns 17.30% 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, Mr. Kwok Shun Tim and Mr. Zhang Qing Lin each own 3.91%, 3.59% and 0.30% 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17.30%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、郭純恬先生及張慶林先生各持有寶連投資有限公司已發行股本之3.91%、3.59%及0.30%權益。

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

SUBSTANTIAL SHAREHOLDERS AND PERSONS WITH DISCLOSEABLE INTERESTS AND SHORT POSITIONS IN SHARES AND OPTIONS UNDER THE SFO

As at 30th September 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:

除上文披露者外，於二零一零年九月三十日，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。

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

於二零一零年九月三十日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所記錄，下列人士（已於上文披露之董事或本公司最高行政人員除外）於本公司股份及相關股份擁有權益或淡倉：

Long positions in shares

股份之好倉

| Name 姓名/名稱 | | Number of Shares 股份數目 | Nature of Interest 權益性質 | Percentage of shareholding 持股百分比 |
|--|-------------------|--------------------------|---|--|
| Jumbo Lane Investments Limited 寶連投資有限公司 | | 332,790,000 | Beneficial owner 實益擁有人 | 17.30% |
| Mr. Wang Zhong Sheng 王忠勝先生 | (Note 1) (附註1) | 332,790,000 | Interest of controlled corporation 受控法團權益 | 17.30% |
| Mr. Wang Zhong Sheng 王忠勝先生 | (Note 2) (附註2) | 5,474,822,118 | Personal 個人 | 284.52% |
| Ms. Zhao Xin 趙馨女士 | (Note 3) (附註3) | 332,790,000 | Interest of spouse 配偶之權益 | 17.30% |
| Ms. Zhao Xin 趙馨女士 | (Note 3) (附註3) | 5,474,822,118 | Interest of spouse 配偶之權益 | 284.52% |

Notes:

附註：

- Such Shares represent the same parcel of Shares owned by Jumbo Lane Investments Limited. Mr. Wang Zhong Sheng is the beneficial owner of 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.
 - The long positions in 5,200,000,000 shares out of the 5,474,822,118 shares derived from the entering into of the Wealthy Acquisition Agreement (as defined above) by Mr. Wang. Please refer to the paragraph headed "Termination of Proposed Very Substantial Acquisition" above and the announcement of the Company dated 25th October 2010.
 - 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.
- 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。
 - 於5,474,822,118股股份中，其中有5,200,000,000股股份的好倉來自王先生訂立Wealthy收購協議(定義見上文)所致。請參閱上文「終止擬定非常重大收購」一段及本公司日期為二零一零年十月二十五日之公佈。
 - 根據證券及期貨條例，趙馨女士(王忠勝先生之配偶)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。

Save as disclosed above, as at 30th September 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.

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, save and except the Placing and the Subscription disclosed above, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed shares.

RESIGNATION AND APPOINTMENT OF DIRECTORS

Mr. Zhang Qing Lin was appointed as an executive director of the Company at the annual general meeting held on 17th May 2010.

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，除上文披露之配售事項及認購事項外，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。

董事辭任及委任

張慶林先生於二零一零年五月十七日舉行的股東週年大會上獲委任為本公司執行董事。

Mr. Yan Chang Ming resigned as an independent non-executive director and a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 6th August 2010.

For the replacement of the vacancy of Mr. Yan Chang Ming, Mr. Wang Zhi He was appointed as independent non-executive director and a member of the Audit Committee, Nomination Committee and Remuneration Committee of the Company with effect from 29th September 2010.

Upon the resignation of Mr. Yan Chang Ming, the Company could not fulfill the requirement under Rule 5.05 of the GEM Listing Rules that the number of the independent nonexecutive directors fell below the minimum number requirement of 3 members until the appointment of Mr. Wang Zhi He. As at the date of this announcement, the Board comprises three independent non-executive directors, namely Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He. Accordingly, the Company has complied with Rule 5.05 of the GEM Listing Rules.

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.

閻長明先生辭任本公司獨立非執行董事以及本公司審核委員會、提名委員會及薪酬委員會成員等職務，自二零一零年八月六日起生效。

為填補閻長明先生職務之空缺，王之和先生獲委任為本公司獨立非執行董事以及本公司審核委員會、提名委員會及薪酬委員會成員等職務，自二零一零年九月二十九日起生效。

於閻長明先生辭任後，本公司未能符合創業板上市規則第5.05條下關於獨立非執行董事人數最少三人的規定，直至委任王之和先生後。截至本公佈日期，董事會的三名獨立非執行董事包括羅維崑先生、彭玉芳女士及王之和先生。因此，本公司已符合創業板上市規則第5.05條下的規定。

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。

Upon the resignation of Mr. Yan Chang Ming as a member of the Audit Committee, the Company could not fulfill the requirement under Rule 5.28 of the GEM Listing Rules that the number of Audit Committee members fell below the minimum number requirement of 3 members until the appointment of Mr. Wang Zhi He as a member of the Audit Committee. As at the date of this announcement, the Audit Committee comprises three members, all being independent non-executive directors, namely Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He. Accordingly, the Company has complied with Rule 5.28 of the GEM Listing Rules.

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.

於閻長明先生辭任審核委員會成員一職後，本公司未能符合創業板上市規則第5.28條下關於審核委員會成員人數最少三人的規定，直至委任王之和先生為審核委員會成員後。截至本公佈日期，審核委員會包含三名成員，均為獨立非執行董事，即羅維崑先生、彭玉芳女士及王之和先生。因此，本公司已符合創業板上市規則第5.28條下的規定。

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綜合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。

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.

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.

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，施亮先生出任本公司行政總裁，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。

根據聯交所頒佈之企業管治常規守則之守則條文，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間內未有遵守該操守守則。

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

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。

By order of the Board

China Leason Investment Group Co., Limited

Wang Zhong Sheng

Chairman

承董事會命

中國聯盛投資集團有限公司

主席

王忠勝

China, 9 November 2010

中國，二零一零年十一月九日

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng, Mr. Shi Liang and Mr. Zhang Qing Lin; the non-executive Directors are Mr. Kwok Shun Tim and Mr. Ye Jinxing and the independent non-executive Directors are Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He.

截至本報告日期，執行董事為王忠勝先生、施亮先生及張慶林先生；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羅維崑先生、彭玉芳女士及王之和先生。

