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China Leason Investment Group Co., Limited
中國聯盛投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08270)

NOTICE OF EXTRAORDINARY GENERAL MEETING

**MAJOR AND CONNECTED TRANSACTION
INVOLVING ISSUE OF CONVERTIBLE BONDS**

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of China Leason Investment Group Co., Limited (the “Company”) will be held at Room 2123, Beijing Easttravel Business Hotel, No 6 West Disheng Road to the South of West Rongjing Street, Yizhuang Economic Development Zone of Beijing, PRC on 20 June 2011, (Monday) at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the acquisition agreement entered into between the Company, as purchaser, and Mr. Wang Zhong Sheng (“**Mr. Wang**”), as vendor, dated 6 April 2011 (the “**Acquisition Agreement**”) as supplemental by a supplemental agreement dated 25 May 2011 (the “**Supplemental Agreement**”) in relation to acquisition of 100% issued share capital in Wealthy Talent Global Investments Limited for a consideration of HK\$499 million (a copy of which has been produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated therein be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Convertible Bonds (as defined below) to be issued to Mr. Wang as the consideration pursuant and subject to the terms and conditions of the Acquisition Agreement as supplemented by the Supplemental Agreement be and are hereby approved; and
- (c) each of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Acquisition Agreement as supplemented by the Supplemental Agreement and the transactions contemplated thereunder.”

2. “**THAT**, conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (“**Shares**”) which may fall to be issued upon the conversion of the Convertible Bonds (as defined below):

- (a) the creation and issue of the convertible bonds of HK\$499 million principal amount to be issued by the Company (the “**Convertible Bonds**”) conferring rights on holders thereof to convert into new Shares at the conversion price of HK\$0.26 per Share (subject to adjustment), subject to the terms substantially set out in the instrument constituting the Convertible Bonds (the “**Bond Instrument**”) (a copy of the final draft of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification), at any time upon or after the completion of the Acquisition Agreement as supplemented by the Supplemental Agreement but before the date of maturity be and hereby approved;
- (b) (i) the board of directors of the Company be and is hereby generally and specifically authorised to allot and issue up to 1,919,230,769 new Shares which would fall to be issued upon the conversion of the Convertible Bonds in accordance with the terms and conditions of the Bond Instrument; and
(ii) the board of directors of the Company be and is hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements as they may, in its absolute discretion, deem necessary or expedient or appropriate.”

3. “**THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each in the share capital of the Company by the creation of an additional 5,000,000,000 new Shares (the “**Proposed Increase in Authorised Share Capital**”); and
- (b) any one or more of the Directors be and is/are hereby authorised do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Increase in Authorised Share Capital.”

By order of the Board
China Leason Investment Group Co., Limited
WANG ZHONG SHENG
Executive Director

Hong Kong, 30 May 2011

Registered office:
Century Yard
Cricket Square
Hutchins Drive
P.O. Box 2681
GT George Town
Grand Cayman
British West Indies

*Head office and principal place of business
in Hong Kong:*
Room 802
Wing On Plaza
62 Mody Road
Tsim Sha Tsui East
Kowloon
Hong Kong

Notes:

- 1 Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend in his stead. A proxy need not be a member of the Company.
- 2 A proxy form of the Meeting is enclosed. If the appointer is a corporation, the proxy form must be made under its common seal or under the hand of an officer or attorney duly authorised on its behalf.
- 3 Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- 4 In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.
- 5 Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the Meeting or at any adjournment thereof (as the case may be) and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng, Mr. Shi Liang, Mr. Zhang Qing Lin and Mr. Fu Shou Gang and the independent non-executive Directors are Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He.

This announcement, for which the directors of the company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange ("GEM") 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 announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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