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China CBM Group Company Limited **中國煤層氣集團有限公司**

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(formerly known as China Leason CBM & Shale Gas Group Company Limited
中國聯盛煤層氣頁岩氣產業集團有限公司)
(Stock code: 08270)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 MAY 2014 AND PROGRESS OF CHANGE OF COMPANY NAME

The Board is pleased to announce that the Resolutions as set out in the AGM Notice were duly passed at the AGM held on 28 May 2014.

The Board is pleased to announce that with effect from 12 May 2014, the name of the Company has been changed from “China Leason CBM & Shale Gas Group Company Limited 中國聯盛煤層氣頁岩氣產業集團有限公司” to “China CBM Group Company Limited 中國煤層氣集團有限公司”.

Reference is made to the notice of the annual general meeting (the “**AGM**”) dated 22 April 2014 (the “**AGM Notice**”) of China CBM Group Company Limited (the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 22 April 2014.

POLL RESULTS OF THE AGM

At the AGM held at Conference Room, Main Building, Lizhuang Village, Jiafeng Town, Qinshui County, Jincheng City, Shanxi Province, PRC on 28 May 2014 (Wednesday) at 9:00 a.m., the resolutions as set out in the AGM Notice (the “**Resolutions**”) were voted by the shareholders of the Company (the “**Shareholders**”) by way of poll.

Upon approval by more than half of the Shareholders (including proxies) with voting rights who attended the AGM, the Resolutions proposed at the AGM (unless specified below) were passed as ordinary resolutions. The results of the poll at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
1.	To receive and adopt the audited financial statements together with the reports of the directors and the auditors for the year ended 31 December 2013.	222,332,867 (100.00%)	0 (0%)	222,332,867

The above resolution was duly passed by the Shareholders as an ordinary resolution.

Ordinary Resolutions		Number of Votes (%)		Total Votes
		For	Against	
2.	(i) To re-elect Mr. Luo Wei Kun as an independent non-executive director of the Company	222,332,867 (100.00%)	0 (0%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
	(ii) To re-elect Ms. Pang Yuk Fong as an independent non-executive director of the Company	222,332,867 (100.00%)	0 (0%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
	(iii) To re-elect Mr. Wang Zhi He as an independent non-executive director of the Company	222,332,867 (100.00%)	0 (0%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
	(iv) To authorise the board of directors of the Company to fix the remuneration of directors of the Company.	215,582,867 (96.96%)	6,750,000 (3.04%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
3.	To re-appoint HLB Hodgson Impey Cheng Limited as auditors and authorise the board of directors of the Company to fix their remuneration.	222,332,867 (100.00%)	0 (0%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
4.	To grant the repurchase mandate to the directors of the Company to repurchase shares of the Company in the manner as set out in Resolution No. 4 of the AGM Notice.	222,332,867 (100.00%)	0 (0%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
5.	To grant the issue mandate to the directors of the Company to issue, allot and otherwise deal with additional shares of the Company in the manner as set out in Resolution No. 5 of the AGM Notice.	215,485,367 (96.92%)	6,847,500 (3.08%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
6.	To extend the general mandate to the directors of the Company to issue and allot the shares repurchased by the Company in the manner as set out in Resolution No. 6 of the AGM Notice.	215,485,367 (96.92%)	6,847,500 (3.08%)	222,332,867
The above resolution was duly passed by the Shareholders as an ordinary resolution.				

The description of the Resolutions above is by way of summary only. The full text appears in the AGM Notice.

KTC Partners CPA Limited was appointed as scrutineer at the AGM for the purpose of vote-taking.

Notes:

- (a) The total number of shares of the Company in issue as at the date of the AGM: 951,260,368 shares of HK\$0.01 each. No shareholder of the Company was required to abstain from voting on the Resolutions at the AGM.
- (b) The total number of shares of the Company entitling the holders to attend and vote only against the Resolutions at the AGM: Nil.
- (c) The total number of shares of the Company entitling the holders to attend and to vote for or against the Resolutions at the AGM: 951,260,368 shares.

RE-APPOINTMENTS OF MR. LUO WEI KUN, MS. PANG YUK FONG AND MR. WANG ZHI HE AS INDEPENDENT NON-EXECUTIVE DIRECTORS

At the AGM, the re-appointments of Mr. Luo Wei Kun, Ms. Pang Yuk Fong and Mr. Wang Zhi He as independent non-executive directors of the Company (the “**Directors**”) were duly approved by the Shareholders and such appointments took effect immediately thereafter.

Mr. Luo Wei Kun

Mr. Luo Wei Kun (“**Mr. Luo**”), aged 75, has been an independent non-executive Director since August 2006. He graduated from the Tsinghua University with a bachelor’s degree in civil engineering in 1964 and started postgraduate studies in the same year. He was awarded a postgraduate diploma in civil engineering in 1967. He acted as a technician in Wuhan Branch of the Chinese Medicine Industrial Limited during 1968 to 1969 and as a technician, deputy section chief, section chief, engineer and vice chief engineer in the State Ministry of Medicine — Hubei Medical Manufactory Branch during 1969 to 1985. He then worked as a senior engineer, section chief and assistant factory manager in Tianjin Second Coal Gas Factory during 1986 to 1992. From 1992 to 2000, he acted as a vice chief engineer in Tianjin Utility Department and at the same time, worked as a chief engineer in Tianjin City Gas Administrative Office. After his retirement in March 2000, Mr. Luo acted as a consultant of Tianjin City Gas Administrative Office and Tianjin City Gas Planning Office. Currently, he is an independent non-executive director of Tianjin Jinran Public Utilities Company Limited (formerly known as Tianjin Tianlian Public Utilities Company Limited), a company whose shares are listed on the main board of the Stock Exchange (stock code: 01265, former stock code: 08290).

Save as disclosed above, Mr. Luo did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Luo does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company, and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

No service contract has been entered into between the Company and Mr. Luo. Mr. Luo will not be appointed for a fixed term but will be subject to retirement by re-election in accordance with the bye-laws of the Company. Mr. Luo will be entitled to a remuneration of HK\$50,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

Ms. Pang Yuk Fong

Ms. Pang Yuk Fong (“**Ms. Pang**”), aged 47, is an experienced practicing certified public accountant in Hong Kong with over 25 years of professional experience in accounting and auditing. Ms. Pang is a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants, the Hong Kong Institute of Company Secretaries and the Institute of Chartered Secretaries and Administrators and an associate of the Institute of Chartered Accountants in England and Wales. Ms. Pang holds a Master of Professional Accounting Degree from the Hong Kong Polytechnic University.

Ms. Pang's professional career started in Deloitte (one of the Big-4 International Accountancy Firms) and subsequently held the accounting positions in the listed companies in Hong Kong. Ms. Pang has been running her own practice of Certified Public Accountant (practicing) in Hong Kong since 1990's and has currently been the Managing Director of Focus Asia CPA Limited. She has also been the Managing Director of Focus Secretarial Services Limited which is engaged in providing multilateral company secretarial services and the Managing Director of Focus Asia Market Consultants Limited and Focus Corporate Consultancy Limited which are engaged in providing business advisory services to her clients in various aspects.

Ms. Pang has been appointed as an independent non-executive Director since 2006.

Save as disclosed above, Ms. Pang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Pang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company and she has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

No service contract has been entered into between the Company and Ms. Pang. Ms. Pang will not be appointed for a fixed term but will be subject to retirement by re-election in accordance with the bye-laws of the Company. Ms. Pang will be entitled to a remuneration of HK\$50,000 per annum which is determined by the Board with reference to her experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

Mr. Wang Zhi He

Mr. Wang Zhi He ("**Mr. Wang**"), aged 66, has been an independent non-executive Director since August 2006. Mr. Wang is a senior accountant. Mr. Wang graduated from Anhui University of Finance and Economics in February 1972, and was assigned to finance department of Anhui Huaibei Mining Bureau and worked as a commissioner, deputy section chief, section chief, deputy director and director. Mr. Wang was transferred to the Ministry of Coal Industry in May 1995, and worked as a director of Asset Capital Management Division and State-owned Assets Management department. In October 1997, Mr. Wang was re-designated as a chief accountant of China Coal Construction Group Corporation, and worked as a deputy general manager and chief accountant in May 1999. Mr. Wang was transferred to Zhonglian Gas Company Limited and worked as a chief accountant in March 2004. Mr. Wang has years of relevant experience.

Save as disclosed above, Mr. Wang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Wang does not have any relationship with other Directors, senior management, substantial or controlling Shareholders of the Company, and he has no other interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

No service contract has been entered into between the Company and Mr. Wang. Mr. Wang will not be appointed for a fixed term but will be subject to retirement by re-election in accordance with the bye-laws of the Company. Mr. Wang will be entitled to a remuneration of HK\$50,000 per annum which is determined by the Board with reference to his experience, duties and responsibilities and the prevailing market rate of companies of comparable size and similar operations.

Save as disclosed above, there are no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules (particularly in relation to sub-paragraphs (h) to (v) therein) nor are there any other matters that need to be brought to the attention of the Shareholders in respect of each of the above Directors.

PROGRESS ON CHANGE OF COMPANY NAME

The Board is pleased to announce that with effect from 12 May 2014, the name of the Company has been changed from “China Leason CBM & Shale Gas Group Company Limited 中國聯盛煤層氣頁岩氣產業集團有限公司” to “China CBM Group Company Limited 中國煤層氣集團有限公司”. The Certificate of Incorporation on Change of Name dated 20 May 2014 was issued by the Registrar of Companies in Bermuda. The Company will make further announcement upon obtaining the Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company issued by the Registrar of Companies in Hong Kong.

By Order of the Board
China CBM Group Company Limited
Wang Zhong Sheng
Chairman

Hong Kong, 28 May 2014

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng, Mr. Shi Liang and Mr. Fu Shou Gang, the non-executive Director is Mr. Kwok Shun Tim, 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 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 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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