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**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**

(formerly known as 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: 8270)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**  
**HELD ON 26 NOVEMBER 2012**

The Board is pleased to announce the poll results of the AGM held on 26 November 2012.

Reference is made to the notice of the annual general meeting (the “**AGM**”) dated 15 October 2012 (the “**AGM Notice**”) of China Leason CBM & Shale Gas Group Co., Limited (the “**Company**”, together with its subsidiaries, collectively known as the “**Group**”).

**POLL RESULTS OF THE AGM**

At the AGM held at Conference Room, Building 27-2, Yard No. 1, Disheng North Street, Beijing Economic — Technological Development Area, Beijing, PRC on 26 November 2012, (Monday) at 10:30 a.m., the resolutions as set out in the AGM Notice (the “**Resolutions**”) were approved by the shareholders of the Company (the “**Shareholders**”) by way of poll.

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 2011.	1,148,349,114 (99.9%)	1,160,000 (0.1%)	1,149,509,114
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
2.	A. (i) To re-elect Mr. Wang Zhong Sheng as executive director.	1,149,509,114 (100.0%)	0 (0%)	1,149,509,114
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
	(ii) To re-elect Mr. Shi Liang as executive director.	1,148,349,114 (99.9%)	1,160,000 (0.1%)	1,149,509,114
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
	(iii) To re-elect Mr. Feng San Li as executive director.	51,780,000 (4.5%)	1,097,729,114 (95.5%)	1,149,509,114
The above resolution was not passed by the Shareholders.				
	B. To authorise the board of directors to fix the remuneration of directors for the ensuing year.	1,149,509,114 (100%)	0 (0%)	1,149,509,114
The above resolution was duly passed by the Shareholders as an ordinary resolution.				
3.	To appoint HLB Hodgson Impey Cheng Limited as auditors and authorize the board of directors to fix their remuneration.	1,148,349,114 (99.9%)	1,160,000 (0.1%)	1,149,509,114
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 Notice.	1,149,509,114 (100%)	0 (0%)	1,149,509,114
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 Notice.	1,148,349,114 (99.9%)	1,160,000 (0.1%)	1,149,509,114
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. 5 of the Notice.	1,148,349,114 (99.9%)	1,160,000 (0.1%)	1,149,509,114
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.

Angela Wong Sau Ling, external accountant who is qualified to serve as the Company's auditor, was appointed as scrutineer at the AGM for the purpose of vote-taking.

*Note:*

- (a) The total number of shares of the Company in issue as at the date of the AGM: 3,942,505,023 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: 3,942,505,023 shares.

## **RE-APPOINTMENTS OF MR. WANG ZHONG SHENG AND MR. SHI LIANG AS EXECUTIVE DIRECTORS**

At the AGM, the re-appointments of Mr. Wang Zhong Sheng and Mr. Shi Liang as executive directors of the Company were duly approved by the Shareholders and such appointments took effect immediately thereafter.

### **Mr. Wang Zhong Sheng**

Mr. Wang Zhong Sheng ("**Mr. Wang**"), aged 48, has been appointed as Chairman of the Board, an executive Director and the compliance officer of the Company since May 2006. From 9 January 2004 to 26 May 2006, Mr. Wang was an executive director of Tianjin Tianlian Public Utilities Company Limited ("**Tianjin Tianlian**"), a company formerly listed on the Growth Enterprise Market of the Stock Exchange (GEM Stock Code: 08290) and has been transferred to be listed on the Main Board of the Stock Exchange (Main Board Stock Code: 01265), and was responsible for its business strategies. He graduated from the University of Tianjin with a bachelor degree in engineering in 1984. Mr. Wang is also a director of Tianjin Leason Investment Group Company Limited (天津市聯盛投資集團有限公司). Mr. Wang is a director of Jumbo Lane Investments Limited and is beneficially interested in the entire issued share capital of Jumbo Lane Investments Limited, a substantial shareholder of the company which holds 120,790,000 Shares, representing approximately 3.06% of the issued share capital of the Company as at the date of this announcement. Accordingly, Mr. Wang is deemed to be interested in these 120,790,000 Shares held by Jumbo Lane Investments Limited under the SFO. Mr. Wang Zhong Sheng is also interested as (i) a grantee of options to subscribe for 2,500,000 shares under the share option scheme adopted by the Company on 18 May 2011; (ii) a holder of convertible bonds convertible to 1,119,230,769 conversion shares; and (iii) a beneficial owner of 980,782,118 issued shares of the Company.

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 Articles. The current emolument payable to Mr. Wang is HK\$1,000,000 per year. Upon re-elected, the remuneration of Mr. Wang will be determined by the Board which will take into account his experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations. Mr. Wang does not have any relationship with any Directors and senior management of the Company.

Save as disclosed above, Mr. Wang did not hold any directorship in other listed public companies in the last three years. Mr. Wang has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

## **Mr. Shi Liang**

Mr. Shi Liang (“**Mr. Shi**”), aged 43, has been appointed as an executive Director since May 2006. Mr. Shi graduated with a bachelor degree in Material Science in the Shanghai University of Science and Technology of the PRC and a master degree in management from the Business School of the People’s University in the PRC. He was a vice general manager of Tianjin Tianlian. He had worked for Jiangsu Nan Tong Electric Melter Company and Electronic Industrial Division Basic Products Department. He had also worked for Jiangsu Hua Yong Electronic Group Company as deputy manager of international cooperation department and secretary to the board of directors. He had also held various positions as a project manager, senior manager and an assistant to executive director in the investment banking of United Securities Limited, a securities company in the PRC.

No service contract has been entered into between the Company and Mr. Shi. Mr. Shi will not be appointed for a fixed term but will be subject to retirement by re-election in accordance with the Articles. The current emolument payable to Mr. Shi is HK\$800,000 per year. Upon re-elected, the remuneration of Mr. Shi will be determined by the Board which will take into account his experience, duties and responsibilities and by reference to the prevailing market rate of companies of comparable size and similar operations. Save as disclosed above, Mr. Shi does not have any relationship with any Directors and senior management of the Company.

Save as disclosed above, Mr. Shi did not hold any directorship in other listed public companies in the last three years. Mr. Shi has no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders.

## **RETIREMENT OF AN EXECUTIVE DIRECTOR AND RESIGNATION OF THE CHIEF EXECUTIVE OFFICER**

As resolution 2(A)(iii) in connection with the re-election of Mr. Feng San Li as executive Director of the Company did not carry, he retired from the executive Director of the Company with effect from the conclusion of the AGM. Mr. Feng has also resigned from the office of Chief Executive Officer of the Company with effect from his retirement.

Mr. Feng confirmed that there is no disagreement between him and the Board and there is no matter relating to his retirement and resignation that needs to be brought to the attention of the shareholders. The Board would like to express its gratitude to Mr. Feng for his contributions to the Group over the years.

By Order of the Board  
**China Leason CBM & Shale Gas Group Company Limited**  
(formerly known as China Leason Investment Group Co., Limited)  
**WANG ZHONG SHENG**  
*Chairman*

Hong Kong, 26 November 2012

*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 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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