

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8270)

DISCLOSURE PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made pursuant to the Rule 3.8 of The Codes on Takeovers and Mergers and Share Repurchases (the “**Takeovers Code**”).

Reference is made to the announcement dated 26 June 2013 (the “**Announcement**”) issued by China Leason CBM & Shale Gas Group Company Limited (the “**Company**”) in relation to the Memorandum of Co-operation and Whitewash Waiver. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The board of directors of the Company announces that on 4 July 2013, (i) 340,000,000 Shares were issued to Mr. Wang Zhong Sheng, an executive Director, the Chairman and substantial shareholder of the Company and (ii) 479,230,769 Shares were issued to two third parties independent of, and not connected with, the Company and its connected persons and not parties acting in concert with the Subscriber, on exercise of their respective conversion rights under the convertible bonds issued by the Company due on 12 July 2013 (the “**Convertible Bonds**”).

As at the date of this announcement and immediately after the issue and allotment of an aggregate of 819,230,769 Shares pursuant to the exercise of the conversion rights under the Convertible Bonds, (i) there were a total of 5,461,735,792 Shares in issue; and (ii) outstanding options of the Company to subscribe for a total of 247,260,000 Shares under the share option scheme of the Company adopted on 18 May 2011.

The respective associates (including persons holding 5% or more of a class of relevant securities of a company) of the Subscriber and the Company or parties acting in concert with any of them are hereby reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them.

Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any seven day period is less than \$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By Order of the Board
China Leason CBM & Shale Gas Group Company Limited
Wang Zhong Sheng
Chairman

Hong Kong, 4 July 2013

As at the date hereof, the executive Directors are Mr. Wang Zhong Sheng, Mr. Shi Liang, Mr. Fu Shou Gang and 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 deceptive; and there are no other matters the omission of which would make any statement herein or this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting.