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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**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 08270)**

## **EFFECTIVENESS OF CHANGE OF DOMICILE ADOPTION OF MEMORANDUM OF CONTINUANCE AND BYE-LAWS CHANGE OF PRINCIPAL REGISTRAR CHANGE OF REGISTERED OFFICE AND UPDATE ON CAPITAL REORGANISATION**

### **CHANGE OF DOMICILE, PRINCIPAL REGISTRAR AND REGISTERED OFFICE, AND ADOPTION OF MEMORANDUM OF CONTINUANCE AND BYE-LAWS**

The Board is pleased to announce that the Company has been deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda and the Change of Domicile became effective on 23 April 2014 (Bermuda time).

With effect from the Change of Domicile becoming effective, (i) the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda; and (ii) Codan Services Limited has been appointed as the principal share registrar and share transfer agent of the Company in Bermuda. Tricor Tengis Limited remains as the branch share registrar and transfer office of the Company in Hong Kong.

In connection with the Change of Domicile, the memorandum of continuance and Bye-laws have been adopted by the Company with effect from 23 April 2014 (Bermuda time).

### **UPDATE ON CAPITAL REORGANISATION**

After the Capital Reorganisation becoming effective (which is expected to be on 12 May 2014 (Hong Kong time)), every 10 Existing Shares will be consolidated into one issued Consolidated Share and the issued share capital of the Company will be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01. The board lot size for trading will remain unchanged at 10,000 New Shares.

Subject to the Capital Reorganisation becoming effective, Shareholders may submit share certificates of the Existing Shares (in green colour) to the Company's branch share registrar and transfer office in Hong Kong, for exchange from Monday, 12 May 2014 to Wednesday, 18 June 2014 (both dates inclusive) at the expense of the Company for share certificates of the New Shares (in red colour).

As a result of the Capital Reorganisation, the exercise price and the number of shares of the Company to be issued upon exercise of the Share Options will be adjusted with effect from the Capital Reorganisation becoming effective. Details of such adjustments are set out below.

Reference is made to (i) the circular of China Leason CBM & Shale Gas Group Company Limited (the “**Company**”) dated 17 March 2014 (the “**Circular**”) in respect of the proposed Change of Domicile, the proposed Change of Company Name, the proposed Cancellation of Share Premium Account and the proposed Capital Reorganisation; and (ii) the poll results announcement of the Company dated 9 April 2014. Unless otherwise specified herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

## **CHANGE OF DOMICILE, PRINCIPAL REGISTRAR AND REGISTERED OFFICE**

The Board is pleased to announce that the Company has been deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda and the Change of Domicile became effective on 23 April 2014 (Bermuda time).

With effect from the Change of Domicile becoming effective, (i) the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda; and (ii) Codan Services Limited of Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda has been appointed as the principal share registrar and share transfer agent of the Company in Bermuda. Tricor Tengis Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, remains as the branch share registrar and transfer office of the Company in Hong Kong.

In connection with the Change of Domicile, the memorandum of continuance and Bye-laws have been adopted by the Company with effect from 23 April 2014 (Bermuda time). The said memorandum of continuance and Bye-laws will be made available on the website of the Stock Exchange and the Company at the date of this announcement.

## **UPDATE ON CAPITAL REORGANISATION**

The expected timetable for implementation of the Capital Reorganisation is set out below:

(Hong Kong Time)

Effective date of the Capital Reorganisation ..... Monday, 12 May 2014

First day of free exchange of certificates of Existing Shares  
into new certificates for New Shares ..... 9:00 a.m.  
Monday, 12 May 2014

Commencement of dealings in New Shares ..... 9:00 a.m.  
Monday, 12 May 2014

Original counter for trading in Existing Shares  
in board lots of 10,000 shares (in the form  
of existing share certificates) temporarily closes ..... 9:00 a.m.  
Monday, 12 May 2014

Temporary counter for trading in New Shares  
in board lots of 1,000 New Shares (in the form  
of existing share certificates) opens ..... 9:00 a.m.  
Monday, 12 May 2014

Original counter for trading in New Shares in board lots of 10,000 New Shares (in the form of new share certificates) re-opens .....	9:00 a.m. Monday, 26 May 2014
Parallel trading (in the form of new and existing certificates) commences .....	9:00 a.m. Monday, 26 May 2014
Designated broker starts to provide matching services for odd lots of New Shares .....	9:00 a.m. Monday, 26 May 2014
Temporary counter for trading in board lots of 1,000 New Shares (in form of existing share certificates) closes .....	4:00 p.m. Monday, 16 June 2014
Parallel trading in the New Shares (in the form of new and existing certificates) ends .....	4:00 p.m. Monday, 16 June 2014
Last day for the designated broker to provide matching services for odd lots of New Shares .....	4:00 p.m. Monday, 16 June 2014
Last day of free exchange of certificates of Existing Shares into new certificates for New Shares .....	Wednesday, 18 June 2014

Unless otherwise specified herein, all times and dates in this announcement refer to Hong Kong local times and dates.

Dates set out above are on the assumption that the Capital Reorganisation will become unconditional and effective in accordance with the timetable indicated above. All such dates will be subject to change depending on the actual effective date of the Capital Reorganisation. The Company will make further announcement if there are any changes to the timetable.

### **ODD LOT ARRANGEMENTS**

In order to facilitate the trading of odd lots of New Shares, RHB OSK Securities Hong Kong Limited has been appointed as an agent to arrange for matching services regarding the sale and purchase of odd lots of New Shares from Monday, 26 May 2014 to Monday, 16 June 2014 (both dates inclusive). Holders of odd lots of New Shares who wish to take advantage of this trading facility should contact Mr. Luke Tsang of RHB OSK Securities Hong Kong Limited at 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong (telephone number: (852) 2103 9253) during the period from Monday, 26 May 2014 to Monday, 16 June 2014 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares will not be guaranteed. Any Shareholder, who is in doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

## FREE EXCHANGE OF SHARE CERTIFICATES

Subject to the Capital Reorganisation becoming effective, Shareholders may submit share certificates of the Existing Shares (in green colour) (the “**Existing Share Certificates**”), to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for exchange from Monday, 12 May 2014 to Wednesday, 18 June 2014 (both dates inclusive), at the expense of the Company, for share certificates of the New Shares (in red colour) (the “**New Share Certificate**”). Thereafter, the Existing Share Certificates (in green colour) will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholder(s) for each Existing Share Certificate cancelled or each New Share Certificate issued, whichever number of certificates cancelled/issued is higher.

The Existing Share Certificates for the Existing Shares (in green colour) will be valid for delivery, trading and settlement purposes up to 4:00 p.m. on Monday, 16 June 2014, being the latest time for trading in New Shares in the form of Existing Share Certificates (or such other date which will be announced by the Company) but thereafter, will not be valid for delivery, trading and settlement purposes. Nevertheless, the Existing Share Certificates for the Existing Shares (in green colour) will continue to be good evidence of legal title after the Capital Reorganisation has become effective and may be exchanged for the New Share Certificates for the New Shares (in red colour) at any time in accordance with the foregoing paragraph.

## ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the share consolidation and pursuant to the terms of the share option scheme of the Company adopted by the Company on 18 May 2011 (the “**Share Option Scheme**”) and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the exercise price and the number of shares of the Company (the “**Shares**”) to be issued upon exercise of the Share Options will be adjusted in the following manner with effect from the share consolidation becoming effective:

<b>Date of grant</b>	<b>Immediately prior to the effectiveness of the share consolidation</b>		<b>Immediately after the effectiveness of the share consolidation</b>	
	<b>Exercise price per Share (HK\$)</b>	<b>Number of Shares to be issued upon exercise of the Share Options</b>	<b>Exercise price per Share (HK\$)</b>	<b>Number of Shares to be issued upon exercise of the Share Options</b>
30 May 2011	0.381	321,190,740	3.81	32,119,074

The auditors of the Company have carried out certain agreed-upon procedures in accordance with Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants in respect of the adjustments to the exercise price of the outstanding Share Options and the number of Shares that can be subscribed for upon the exercise of the outstanding Share Options and issued a report of factual findings to the Board stating that the computation of the adjustments are mathematically accurate and satisfies the requirements as set out in the note to Rule 23.03(13) of the GEM Listing Rules and terms of the Share Option Scheme.

Saved for the above adjustments, all other terms and conditions of the Share Option Scheme remained unchanged.

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

Hong Kong, 24 April 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.*

*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.*