CL GROUP (HOLDINGS) LIMITED 昌利(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

The members of the board of directors (the "**Board**") of CL Group (Holdings) Limited (the "**Company**") are set out below:

NON-EXECUTIVE DIRECTOR

Mr. Alexis Ventouras (Chairman)

EXECUTIVE DIRECTORS:

Mr. Kwok Kin Chung (Chief Executive Officer) Mr. Lau Kin Hon Ms. Yu Linda

INDEPENDENT NON-EXECUTIVE DIRECTORS:

Mr. Au-Yeung Tai Hong Rorce Mr. Chiu Wai Keung Mr. Poon Wing Chuen

The Board has set up three committees and their memberships are set out below:

AUDIT COMMITTEE:

Mr. Poon Wing Chuen (Chairman) Mr. Au-Yeung Tai Hong Rorce Mr. Chiu Wai Keung

REMUNERATION COMMITTEE:

Mr. Au-Yeung Tai Hong Rorce (Chairman) Mr. Poon Wing Chuen Mr. Lau Kin Hon

NOMINATION COMMITTEE:

Mr. Chiu Wai Keung (Chairman) Mr. Poon Wing Chuen Mr. Kwok Kin Chung

Hong Kong, 30 June 2014