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CL GROUP (HOLDINGS) LIMITED

昌利（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

PROFIT WARNING

This announcement is made by CL Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Future Ordinance (Chapter 571 of the Law of Hong Kong).

The board of directors (the “**Board**”) of the Company wishes to inform shareholders of the Company and potential investors that based on the preliminary assessment of the consolidated management accounts of the Group and information currently available, the Group is expected to record a significant decrease in profit and total comprehensive income attributable to the owners of the Company for the year ended 31 March 2018 as compared with that for the year ended 31 March 2017. The decrease in profit is mainly attributed to (i) the decrease in placing and underwriting commission of approximately HK\$12.9 million; (ii) the decrease in net fair value gain of financial asset at fair value through profit or loss of approximately HK\$9.3 million; (iii) impairment loss on held-to-maturity investments of approximately HK\$10.0 million; and (iv) decreased in commission expenses of approximately HK\$4.0 million.

The information contained in this announcement is only based on the preliminary assessment of the consolidated management accounts of the Group and information currently available. The Group is still in the process of finalizing the annual results for the year ended 31 March 2018 which will be published on 21 June 2018. Shareholders of the Company and potential investors are advised to read the annual results announcement of the Company when it is published.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
CL Group (Holdings) Limited
Kwok Kin Chung
Executive Director

Hong Kong, 14 June 2018

The Directors of the Company as at the date of this announcement are:

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. Poon Wing Chuen

Mr. Chiu Wai Keung

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 appear on the GEM website (www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.cheongleesec.com.hk.