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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND RETIREMENT OF DIRECTOR

POLL RESULT OF THE ANNUAL GENERAL MEETING

Reference is made to the circular incorporating notice of annual general meeting dated 29 June 2018 (the “Notice of AGM”) of CL Group (Holdings) Limited. Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Notice of AGM.

The Board announces that each of the proposed resolution nos. 1, 2, 3(A)(ii), 3(A)(iii), 3(B), 4, 5, 6 and 7 as set out in the notice of AGM dated 29 June 2018 were duly passed by the Shareholders at the AGM held on 3 August 2018.

The proposed resolution no. 3(A)(i) was not passed by the Shareholders at AGM held on 3 August 2018.

The scrutineer of the AGM was Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company.

As at the date of the AGM, the total number of issued shares was 2,200,000,000 shares which represented the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. The total number of shares entitling the holders to attend and vote only against all the resolutions was Nil. No Shareholder is required to abstain from voting on any of the resolutions at the AGM. No person has indicated that it/he/she intends to vote against or to abstain from voting on any of the resolutions at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF SHARES %		Total number of votes
		For	Against	
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “Directors”) and its subsidiary for the year ended 31 March 2018.	1,535,720,110 100.00%	0 0%	1,535,720,110
2.	To declare a final dividend.	1,535,720,110 100.00%	0 0.00%	1,535,720,110
3.	(A) (i) To re-elect Mr. Alexis Ventouras as non-executive Director;	1,500,110 0.10%	1,534,220,000 99.90%	1,535,720,110
	(ii) To re-elect Mr. Chiu Wai Keung as independent non-executive Director;	1,535,720,110 100.00%	0 0.00%	1,535,720,110
	(iii) To re-elect Mr. Au-Yeung Tai Hong Rorce as independent non-executive Director;	1,535,720,110 100.00%	0 0.00%	1,535,720,110
	(B) To authorise the board of Directors to fix the Directors’ remuneration.	1,535,720,110 100.00%	0 0.00%	1,535,720,110
4.	To re-appoint HLM CPA Limited as auditors of the Company and authorise the Board of Directors to fix their remuneration.	1,535,720,110 100.00%	0 0.00%	1,535,720,110
5.	To grant a general mandate to the Directors to issue new shares of the Company.	1,535,720,110 100.00%	0 0.00%	1,535,720,110
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	1,535,720,110 100.00%	0 0.00%	1,535,720,110
7.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5.	1,535,720,110 100.00%	0 0.00%	1,535,720,110

Please refer to the Notice of AGM for the full version of the above resolutions.

RETIREMENT OF DIRECTOR

As the resolution for the re-election of Mr. Alexis Ventouras as Director of the Company was not passed at the AGM, Mr. Alexis Ventouras retired by rotation as non-executive Director of the Company at the conclusion of the AGM.

The Company confirms that Mr. Alexis Ventouras has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board expresses its sincere gratitude to Mr. Alexis Ventouras for his valuable contribution to the Company during his tenure of office.

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

Hong Kong, 3 August 2018

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

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.