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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)

DISCLOSEABLE TRANSACTION

On 27 June 2013 (after trading hours), the Lender, a wholly-owned subsidiary of the Company, entered into the Supplemental Agreement with the Borrower pursuant to which the Lender has agreed to grant a New Loan of HK\$10 million to the Borrower and to extend the repayment date for the Existing Loan under the Loan Agreement for another 3 months.

GEM LISTING RULES IMPLICATIONS

The transactions under the Loan Agreement and the Supplemental Agreement should be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As certain applicable percentage ratio (as defined under the GEM Listing Rules) after aggregation is more than 5% but less than 25%, the transactions contemplated under the Loan Agreement and the Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

LOAN AGREEMENT AND SUPPLEMENTAL AGREEMENT

Loan Agreement

Under the Loan Agreement, the Lender, a wholly-owned subsidiary of the Company, has advanced a secured loan of HK\$10 million to the Borrower which is repayable on 9 June 2013.

Security

The Existing Loan is secured by a charge over certain securities.

Interest

Interest on the Existing Loan shall accrue at the rate of 2% per month and payable monthly and on the repayment date.

Repayment

The Borrower shall repay the Existing Loan in full in one lump sum together with all interest accrued thereon on the respective repayment dates. As at the date hereof, the outstanding amount of the Existing Loan is HK\$6,000,000.

Prepayment

The Borrower shall be entitled to repay the Existing Loan or any part thereof together with the interest accrued thereon at any time prior to the respective repayment dates without penalty.

Supplemental Agreement

Date: 27 June 2013

Parties: the Lender and the Borrower

On 27 June 2013 (after trading hours), the Lender entered into the Supplemental Agreement with the Borrower pursuant to which the Lender has agreed to grant an additional secured loan of HK\$10 million to the Borrower on the same terms and conditions of the Loan Agreement and to extend the repayment date for the Existing Loan under the Loan Agreement until 8 September 2013.

The Borrower is an individual. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is an Independent Third Party.

REASONS FOR THE LOAN AGREEMENT AND SUPPLEMENTAL AGREEMENT

The Group is principally engaged in the provision of securities brokerage, trading and advisory services, margin and other loan financing services. The Lender is an indirect wholly-owned subsidiary of the Company and a money lender licensed in Hong Kong under the Money Lenders Ordinance, Cap 163, laws of Hong Kong. The grant of loans under the Loan Agreement and the Supplemental Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms, which provides interest income to the Group.

The terms of the Loan Agreement and Supplemental Agreement are negotiated on an arm's length basis between the Lender and the Borrower. The Directors (including the independent non-executive Directors) are of the view that the Loan Agreement and Supplemental Agreement are on normal commercial terms which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

The transactions under the Loan Agreement and the Supplemental Agreement should be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As certain applicable percentage ratio (as defined under the GEM Listing Rules) after aggregation is more than 5% but less than 25%, the transaction under the Loan Agreement and the Supplemental Agreement constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the reporting and announcement requirements under the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Board” the board of Directors

“Borrower” The borrower under the Loan Agreement

“Company”	CL Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“Director(s)”	the directors of the Company
“Existing Loan”	The loan in the principal sum of HK\$10million advanced pursuant to the Loan Agreement
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	CLC Finance Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Loan Agreement”	the loan agreement dated 9 May 2013 made between the Lender and the Borrower in respect of a loan facility of HK\$10 million
“New Loan”	The loan in the principal sum of HK\$10million advanced pursuant to the Supplemental Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement dated 27 June 2013 made between the Lender and the Borrower which is supplemental to the Loan Agreement

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

Hong Kong, 27 June 2013

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

Non-executive Directors:

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

Ms. Choy Wing Man

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.