CL GROUP (HOLDINGS) LIMITED
昌 利 (控 股) 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

GRANT OF SHARE OPTIONS AND AWARDS

This announcement is made by the board of directors (the "**Board**") of CL Group (Holdings) Limited (the "**Company**", which together with its subsidiaries, the "**Group**") pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

GRANT OF SHARE OPTIONS AND AWARDS

On 3 September 2026 the Company offered to grant a total of 59,400,000 share options (the "**Share Options**") and 82,000,000 share awards (the "**Share Awards**") under the share scheme of the Company adopted on 22 March 2024 (the "**Share Scheme**") to certain directors and employees of the Group (the "**Grantees**") to subscribe for a total of 141,400,000 ordinary shares of HK$0.01 each of the Company (the "**Shares**"), subject to acceptance by the Grantees. Details of the Share Options and Share Awards are set out below:

Date of grant:	3 September 2026 (the "**Date of Grant**")
Number of Share Options granted:	59,400,000 Shares Options, each Share Option entitling the Grantee to subscribe for one Share
Number of Share Awards granted:	82,000,000
Exercise price for each Share Option:	HK$0.065, which is the higher of: (i) the closing price of HK$0.060 per Share as quoted on the Stock Exchange on the Date of Grant; (ii) the average closing price of HK$0.065 per

	Share as quoted on the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.
Purchase price for the Share Awards:	Nil
Closing price of the Shares on the Date of Grant:	HK$0.060 per Share
Exercise period of the Share Options:	The Share Options shall be exercisable from 3 September 2027 to 2 September 2030.
Vesting period of the Share Options and Share Awards:	All Share Options and Share Awards granted shall be vested to the Grantees on 3 September 2027.
Performance target:	There is no performance target attached to the Share Options and Share Awards. The purpose of the Share Scheme is to reward eligible participants who have contributed to the Group and to encourage eligible participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its shareholders as a whole. Having considered that (i) the Grantees are either directors or employees of the Group who will contribute directly to the overall business performance, sustainable development and/or good corporate governance of the Group and (ii) the grant of Share Options and Share Awards to the Grantees is a recognition for their past contributions to the Group, the remuneration committee of the Company and the Board consider that without additional performance target, the grant of the Share Options and Share Awards could align the interests of the Grantees with that of the Company and its shareholders, to reward and to provide incentive to the Grantees to work towards successes of the Group, and reinforce their commitment to long term services of the Group, which is in line with the purpose of the Share Scheme.

Clawback mechanism:	The Share Options and Share Awards are subject to the terms of the Share Scheme which provides for circumstances under which the Share Options and Share Awards shall lapse in the event that (i) the Grantees cease to be directors or employees of the Group; (ii) occurrence of any act of bankruptcy, insolvency or entering into of any arrangements or compositions with his creditors generally by the Grantees, or conviction of the Grantees of any criminal offence involving his integrity or honesty; or (iii) commit a breach of the Share Scheme.
Financial assistance:	The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Scheme.

Among the Share Options and Share Awards granted above, the following Share Options and Share Awards were granted to the following directors, chief executive and associates of the substantial shareholder of the Company:

Name	Position	No. of Share Options	No. of Share Awards
Mr. Kwok Kin Chung	Executive director and Chief executive officer	19,800,000	2,200,000
Mr. Lau Kin Hon	Executive director	19,800,000	2,200,000
Ms. Yu Linda	Executive director	19,800,000	2,200,000
Mr. Lee Fu Kwan Frederick	Market development manager, and is an associate of the Company's substantial shareholder	--	2,200,000
Mr. Lee Fu Yau Sylvester	Compliance associate, and is an associate of the Company's substantial shareholder	--	2,200,000

The grant of Share Options and Share Awards to the above directors, chief executive officer and associates of the substantial shareholder of the Company have been approved by the independent non-executive directors of the Company pursuant to Rule 23.04(1) of the GEM Listing Rules.

Save as disclosed above, none of the Grantees is (i) a director, chief executive or substantial shareholder of the Company or an associate (as defined under the GEM Listing Rules) of any of them; (ii) a participant with options or awards granted and to be granted exceeding the 1% individual limit under Rule 23.03D of the GEM Listing Rules; or (iii) a related entity participant or service provider with options or awards granted and to be granted in any 12-month period exceeding 0.1% of the Shares in issue as at the date of this announcement.

After the grant of the Share Options and Share Awards, the number of Shares available for future grant under the scheme mandate of the Share Scheme is 78,600,000 Shares.

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

Hong Kong, 3 September 2026

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. Poon Wing Chuen
Ms. Lau Ka Nam
Mr. Chin Suet Lam Andre

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 Listed Company Information" page of the website of the Exchange at www.hkexnews.hk for at least seven days from the day of this publication. This announcement will also be published on the website of the Company at www.cheongleesec.com.hk.