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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

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On 2 September 2026, the Lender, a wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower pursuant to which the Lender has agreed to grant a loan of HK\$4 million to the Borrower for a term of 6 months.

Prior to the entering into of the Loan Agreement, the Lender and the Borrower entered into the Existing Loan Agreement pursuant to which the Lender has advanced to the Borrower a principal sum of HK\$4 million.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the GEM Listing Rules) in respect of the Loan Agreement in aggregate with the Existing Loan Agreement is more than 5% but less than 25%, the Loan Agreement in aggregate with the Existing Loan 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.

On 2 September 2026, the Lender, a wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower pursuant to which the Lender has agreed to grant a loan of HK\$4 million to the Borrower for a term of 6 months.

LOAN AGREEMENT

Date: 2 September 2026

Parties: the Lender and the Borrower

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower is principally engaged in investment holding. The Borrower and the Ultimate Beneficial Owner are Independent Third Parties.

Amount of the Loan

HK\$4,000,000

Term

Six months from the date of drawdown.

Interest

Interest on the Loan shall accrue at the rate of 15% per annum.

Repayment

The Borrower shall repay the Loan interest on a monthly basis.

Security

Share charge in respect of preference shares of a listed company listed in Hong Kong.

EXISTING LOAN AGREEMENT

A summary of Existing Loan Agreement is set out as follows:

Date:	5 August 2026
Parties:	(i) The Lender as lender (ii) The Borrower as borrower
Principal amount :	HK\$ 4 million
Term:	Six months from the date of drawdown
Interest rate:	15% per annum
Repayment:	The Borrower shall repay the interest on a monthly basis
Security:	Share charge in respect of preference shares of a listed company listed in Hong Kong

REASONS FOR THE LOAN 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 a 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 Loan Agreement is conducted in the ordinary and usual course of business of the Group which provides interest income to the Group.

The terms of the Loan Agreement is negotiated on an arm's length basis between the Lender and the Borrower. The Directors are of the view that the terms of the Loan Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

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DEFINITIONS

“Board”	the board of Directors
“Borrower”	Yunion Family Office Limited, a company incorporated in Hong Kong
“Ultimate Beneficial Owner”	Justin Yu, the ultimate beneficial owner of the Borrower
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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
“Independent Third Party”	the person(s), the beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, is/are third party(ies) independent of the Company and its connected person(s)
“Lender”	CLC Finance Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“The Loan”	The loan in the principal sum of HK\$4 million advanced pursuant to the Loan Agreement
“Loan Agreement”	The loan agreement dated 2 September 2026 made between the Lender and the Borrower in respect of a loan facility of HK\$4 million
“Existing Loan Agreement”	The loan agreement dated 5 August 2026 made between the Lender and the Borrower.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 2 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.cheonglesec.com.hk.