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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)

ANNOUNCEMENT ON PROPOSED TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

As six months has passed since the submission of the Application, the Application for Transfer of Listing has lapsed with effect from 14 February 2013.

References are made to the announcement of the Company dated 15 August 2012 (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 15 August 2012, the Company applied to the Stock Exchange for transfer of listing from GEM to the Main Board under Chapter 9A of the Main Board Listing Rules.

As six months has passed since the submission of the Company’s application form (the “**Application**”) for the transfer of the listing of the Shares from GEM to the Main Board of the Stock Exchange (the “**Application for Transfer of Listing**”), the Application for Transfer of Listing has lapsed with effect from 14 February 2013.

The Directors believe that the lapse of the Application for Transfer of Listing has no material adverse effect on the existing business and financial position of the Group.

The Company will continue to explore avenues for the enhancement of shareholder value, including considering extension or re-submission of the Application at an appropriate date.

The Company will make further announcement(s) to keep the Shareholders and potential investors informed on the progress of the Transfer.

Shareholders and potential investors should be aware that the Company may or may not proceed to submit an extension of the Application or submit a new application for the Transfer and should exercise caution when dealing in the Shares.

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

Hong Kong, 14 February 2013

The directors of the Company as at the date of this announcement comprise:

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 of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, 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 Company Announcements” page on the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of this posting. This announcement will also be posted on the website of the Company at www.cheongleesec.com.hk.