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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 28 November 2013, 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 secured loan of HK\$50 million to the Borrower for a term of 3 months.

GEM LISTING RULES IMPLICATIONS

As certain of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of the Loan Agreement is more than 5% but less than 25%, the 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.

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LOAN AGREEMENT

Date: 28 November 2013

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 an Independent Third Party.

Amount of the Loan

HK\$50,000,000.

Term

Three months from 28 November 2013.

Security

The Loan is secured by a charge over certain securities.

Interest

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

Repayment

The Borrower shall repay the Loan in full in one lump sum together with all interest accrued thereon on the repayment date.

Prepayment

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

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 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 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 are 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.

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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
“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
“Independent Third Party”	person(s) who or company(ies) together with its/their ultimate 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
“Loan”	The loan in the principal sum of HK\$50 million advanced pursuant to the Loan Agreement
“Loan Agreement”	The loan agreement dated 28 November 2013 made between the Lender and the Borrower in respect of a loan facility of HK\$50 million for a term of 3 months
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 28 November 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.