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If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in CL Group (Holdings) Limited, you should at once hand this supplementary circular and the accompanied supplementary proxy form to the purchaser or transferee or to the bank, the licensed securities dealer or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

CL GROUP (HOLDINGS) LIMITED

昌利（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

SUPPLEMENTARY CIRCULAR TO AGM FOR 2014 IN RELATION TO RE-ELECTION OF MR POON WING CHUEN AS INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY AND SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

This supplementary circular (the “**Supplementary Circular**”) should be read in conjunction with the circular dated 30 June 2014 (the “**First Circular**”) to shareholders of CL Group (Holdings) Ltd. (the “**Shareholders**”).

A notice convening the annual general meeting of the Company (“**AGM**”) to be held at Room 1106, 11/F, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 31 July 2014 at 2:30 p.m., is set out in the First Circular. The supplementary notice of AGM (the “**Supplementary Notice**”) is set out on pages 4 to 5 in this Supplementary Circular.

A supplementary proxy form for the AGM of the Company (the “**Supplementary Proxy Form**”) is enclosed herein and is available on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (www.hkgem.com). The accompanying Supplementary Proxy Form in this Supplementary Circular will replace the proxy form in the First Circular. If you wish to appoint a proxy to attend the AGM on your behalf, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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LETTER FROM THE BOARD

CL GROUP (HOLDINGS) LIMITED
昌利(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

Non-Executive Director:

Alexis Ventouras (*Chairman*)

Executive Directors:

Kwok Kin Chung (*Chief Executive Officer*)

Yu Linda

Lau Kin Hon

Independent Non-Executive Directors:

Au-Yeung Tai Hong Rorce

Chiu Wai Keung

Poon Wing Chuen

Registered Office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal Place of Business:

Room 1106, 11/F

MassMutual Tower

38 Gloucester Road

Wanchai, Hong Kong

9 July 2014

To the Shareholders,

Dear Sir or Madam,

SUPPLEMENTARY CIRCULAR TO AGM FOR 2014
IN RELATION TO
RE-ELECTION OF MR POON WING CHUEN AS
INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE COMPANY
AND SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This Supplementary Circular shall be read in conjunction with the First Circular. Unless the context otherwise requires, the capitalized terms used in this Supplementary Circular shall have the same meanings as those defined in the First Circular.

The form and procedures of the proposal of additional resolutions are in compliance with the applicable laws and regulations and the Articles.

The purpose of this Supplementary Circular is to provide you with the Supplementary Notice of AGM (which is set out on pages 4 to 5 herein) and all information on additional resolutions which are reasonably necessary to enable you to make an informed decision on the additional resolutions.

LETTER FROM THE BOARD

ADDITIONAL RESOLUTION — RE-ELECTION OF RETIRING DIRECTOR

An additional resolution will be proposed at the AGM to consider and approve the re-election of Mr. Poon Wing Chuen (“**Mr. Poon**”) as independent non-executive directors of the Company.

Mr. Poon Wing Chuen has been appointed by the Board as independent non-executive director of the Company on 30 June 2014. In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Poon, being Director appointed by the Board after the last annual general meeting, shall retire at the AGM and being eligible, offer himself for re-election.

The biographical details of Mr. Poon is set out in Appendix I to this Supplementary Circular.

THE AGM

A supplementary notice convening the AGM is set out on pages 4 to 5 of this Supplementary Circular. The additional resolution for the re-election of Director will be proposed at the AGM for your consideration and approval.

Please refer to the First Circular and the notice of AGM of the Company dated 30 June 2014 for the details of other resolutions to be proposed in the AGM and other relevant matters.

RECOMMENDATION

The Directors consider that the additional resolution set out above is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the additional resolution to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
CL Group (Holdings) Limited
Alexis Ventouras
Chairman

APPENDIX I BIOGRAPHICAL DETAILS OF THE RETIRING DIRECTORS

Mr. Poon Wing Chuen, aged 48, independent non-executive director of the Company since 30 June 2014. Mr. Poon is currently the chief financial officer of a real estate development company listed on the Stock Exchange. Mr. Poon has over 20 years of experience in accounting and financial management. Mr. Poon obtained a professional diploma in accountancy from City University of Hong Kong. He is a fellow member of Association of Chartered Certified Accountants. In the three years preceding the Latest Practicable Date, Mr. Poon did not hold any directorship in any other listed company.

According to a service agreement between Mr. Poon and the Company, Mr. Poon is entitled to an emolument of HK\$120,000 per annum. The director's emolument is determined and subject to the review by the remuneration committee of the Company with reference to his contribution in terms of time, effort, his expertise and the prevailing market condition on an annual basis. Mr. Poon's appointment is for a fixed term of one year and is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Save as aforesaid, Mr. Poon does not have any relationship with any directors, senior management, management shareholders or substantial or controlling shareholder of the Company, nor any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Mr. Poon pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there is no other information that need to be brought to the attention of the shareholders.

NOTICE OF AGM

CL GROUP (HOLDINGS) LIMITED

昌利(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

Reference is made to the notice of annual general meeting (the “AGM”) of CL Group (Holdings) Limited (the “Company”) dated 30 June 2014, which set out the resolutions to be considered and approved by Shareholders in the AGM to be held at Room 1106, 11/F, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 31 July 2014 at 2:30 p.m. Unless the context otherwise requires, capitalized terms used in this Supplementary Notice shall have the same meanings as those defined in the circular of the Company dated 30 June 2014 and the Supplementary Circular dated 7 July 2014.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as scheduled. In addition to the resolutions set out in the notice of AGM dated 30 June 2014 of the Company, the following resolution will also be considered and approved:

ORDINARY RESOLUTION

3. (A) (iv) To re-elect Mr. POON Wing Chuen as independent non-executive director

By order of the Board of
CL GROUP (HOLDINGS) LIMITED
Alexis Ventouras
Chairman

Hong Kong, 9 July 2014

Notes:

1. Save as the additional proposed resolutions, there is no any other change to the resolutions set out in the notice of AGM dated 30 June 2014. For details of other resolutions and other related matters to be considered and approved at the AGM, please refer to the notice of AGM and the circular of the Company dated 30 June 2014.
2. As the proxy form enclosed in the circular dated 30 June 2014 (the “**First Proxy Form**”) does not contain the additional proposed resolution set out in this Supplementary Circular, a new proxy form (the “**Supplementary Proxy Form**”) has been prepared and is enclosed herein.
3. The Supplementary Proxy Form for use at the AGM is enclosed herein and is available on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (www.hkgem.com). Whether you attend the AGM or not, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

NOTICE OF AGM

4. A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is required to lodge the Supplementary Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Supplementary Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
 - (ii) If the Supplementary Proxy Form is lodged in accordance with the instructions printed thereon before 48 hours prior to the time appointed for holding the AGM or any adjournment thereof (the "Closing Time"), the Supplementary Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the Supplementary Proxy Form is lodged after the Closing Time, the Supplementary Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
6. Shareholders are reminded that completion and return of the First Proxy Form and/or the Supplementary Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.