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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

On 26 March 2013 (after trading hours), the Lender, a wholly-owned subsidiary of the Company, entered into the Supplemental Agreements with the Borrower pursuant to which the Lender has agreed to extend the repayment dates for the Loans under the respective Loan Agreements for another 3 months.

GEM LISTING RULES IMPLICATIONS

The transactions contemplated under the Loan Agreements and the Supplemental Agreements should be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As certain applicable percentage ratio (as defined under the GEM Listing Rules) after aggregation is more than 5% but less than 25%, the transactions contemplated under the Loan Agreements and the Supplemental Agreements 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.

LOAN AGREEMENTS AND SUPPLEMENTAL AGREEMENTS

Loan Agreements

Under the Loan Agreements, the Lender, a wholly-owned subsidiary of the Company, has advanced two unsecured loans in the respective sum of HK\$2 million and HK\$1.5 million to the Borrower which are repayable on 9 March 2013 and 19 March 2013 respectively.

Interest

Interest on the Loans shall accrue at the rate of 2.5% per month and payable monthly and on the repayment date.

Repayment

The Borrower shall repay the Loans in full in one lump sum together with all interest accrued thereon on the respective repayment dates.

Prepayment

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

Supplemental Agreements

Date: 26 March 2013

Parties: the Lender and the Borrower

On 26 March 2013 (after trading hours), the Lender entered into the Supplemental Agreements with the Borrower pursuant to which the Lender has agreed to extend the repayment dates for the Loans under the respective Loan Agreements for another 3 months from 9 March 2013 (for the loan of HK\$2 million) and 19 March 2013 (for the loan of HK\$1.5 million) respectively.

The Borrower is principally engaged in trading of laminates, manufacturing and trading of printed circuit boards, waste paper, scrap metal and consumable wastes recycling. The Borrower's shares are listed on the Stock Exchange. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Borrower and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

REASONS FOR THE LOAN AGREEMENTS AND SUPPLEMENTAL AGREEMENTS

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 grant of loans under the Loan Agreements and the Supplemental Agreements are conducted in the ordinary and usual course of business of the Group and on normal commercial terms, which provides interest income to the Group. The Group will finance the loans with its internal resources.

The terms of the Loan Agreements and Supplemental Agreements are negotiated on an arm's length basis between the Lender and the Borrower. The Directors (including the independent non-executive Directors) are of the view that the Loan Agreements and Supplemental Agreements are on normal commercial terms which are fair and reasonable and in the interests of the Company and its shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

The transactions contemplated under the Loan Agreements and the Supplemental Agreements should be aggregated pursuant to Rule 19.22 of the GEM Listing Rules. As certain applicable percentage ratio (as defined under the GEM Listing Rules) after aggregation is more than 5% but less than 25%, the transactions contemplated under the Loan Agreements and the Supplemental Agreements 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.

DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Board”	the board of Directors
“Borrower”	The borrower under the Loan Agreements
“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
“First Loan Agreement”	the loan agreement dated 5 April 2012 made between the Lender and the Borrower in respect of a loan facility of HK\$2 million as amended on 9 August 2012 and 7 December 2012
“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
“Lender”	CLC Finance Limited, a limited liability company incorporated in Hong Kong and a wholly-owned subsidiary of the Company
“Loan Agreements”	collectively the First Loan Agreement and Second Loan Agreement
“Loans”	The loans in the principal sums of HK\$2 million and HK\$1.5 million respectively advanced pursuant to the Loan Agreements
“Second Loan Agreement”	the loan agreement dated 20 April 2012 made between the Lender and the Borrower in respect of a loan facility of HK\$1.5 million as amended on 9 August 2012 and 7 December 2012

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreements”	collectively the two supplemental agreements both dated 26 March 2013 made between the Lender and the Borrower extending the respective repayment dates under the Loan Agreements for a further term of 3 months

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

Hong Kong, 26 March 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.