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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)

NUMBER OF BONUS SHARES ISSUED AND ADJUSTMENT TO OUTSTANDING SHARE OPTIONS

Reference is made to the circular of CL Group (Holdings) Limited (the “**Company**”) dated 30 June 2016 (the “**Circular**”) and the announcement of the Company in relation to the poll results of the annual general meeting of the Company dated 5 August 2016. Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Circular.

NUMBER OF BONUS SHARES ISSUED

The Board is pleased to announce that the Bonus Issue has been completed on 30 August 2016 and 1,100,000,000 Bonus Shares have been issued under the Bonus Issue on the basis of one (1) Bonus Share for every one (1) existing Share held on the Record Date, i.e. 15 August 2016.

ADJUSTMENT TO OUTSTANDING SHARE OPTIONS

Under the share option scheme of the Company adopted pursuant to a resolution passed by the then Shareholders on 22 February 2011 (the “Share Option Scheme”) and Rule 23.03(13) of the GEM Listing Rules as applied by the Stock Exchange, as a result of the Bonus Issue, adjustments shall be made to the subscription price and the number of Shares subject to the options granted by the Company pursuant to terms of the Share Option Scheme which remained outstanding as at the date of completion of the Bonus Issue, being 30 August 2016 (the “**Outstanding Share Options**”).

In compliance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 under Rule 23.03(13) of the GEM Listing Rules, the exercise price of the Share Options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the Outstanding Share Options will be adjusted (the “**Share Option Adjustments**”) in the manner set out below as a results of the Bonus Issue, with effect from 30 August 2016.

Date of grant	Exercisable Period	Before Bonus Issue		After Bonus Issue	
		Number of Share Options outstanding	Exercise Price of each Share Option	Adjusted number of Share Options outstanding	Adjusted exercise price of each Share Option
9 April 2014	9 April 2014 to 8 April 2023	50,000,000	HK\$0.455	100,000,000	HK\$0.2275

The independent financial adviser, Chanceton Capital Partners Limited, has performed certain factual finding procedures on the calculation of the Share Option Adjustments and confirmed in writing to the Board that the Share Option Adjustments satisfy the relevant requirements set out in the note to rule 23.03(13) of the GEM Listing Rules. Separate notification regarding the Adjustments will be sent to the holders of the Outstanding Share Options.

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

Hong Kong, 30 August 2016

The Directors of the Company as at the date of this announcement are:-

Non-executive Director:

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

Mr. Poon Wing Chuen

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.