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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)**

### **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**

**Cheong Lee**

昌利證券

昌利期貨

**Cheong Lee Securities Limited**

The Board is pleased to announce that the Placing was completed on 25 March 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 100,000,000 Placing Shares have been successfully placed to not less than six Placees, who and whose ultimate beneficial owners are third parties independent of, not acting in concert with and not connected with the Company and its connected persons at the Placing Price of HK\$0.305 per Placing Share.

Reference is made to the announcement of the CL Group (Holdings) Limited (the “**Company**”) dated 11 March 2014 (the “**Announcement**”) in relation to the Placing of new shares under General Mandate. Terms used in this announcement shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

### **COMPLETION OF PLACING OF NEW SHARES**

The Board is pleased to announce that all the conditions set out in the Placing Agreement have been fulfilled, completion of the Placing took place on 25 March 2014 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 100,000,000 Placing Shares, representing approximately 9.09% of the issued share capital of the Company immediately after completion of the Placing, have been successfully placed and issued to not less than six Placees, who and whose ultimate beneficial owners are third parties independent of, not acting in concert with and not connected with the Company and its connected persons, at the Placing Price of HK\$0.305 per Placing Share. Also, none of the Placees has become a substantial shareholder (as defined in the GEM Listing Rules) of the Company as a result of the Placing. The entire net proceeds from the Placing amount to approximately HK\$30.45 million which will be used as general working capital of the Group.

## SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after completion of the Placing are as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	Shares	Approximate %	Shares	Approximate %
Zillion Profit Limited	750,000,000	75.00	750,000,000	68.18
Placees	—	—	100,000,000	9.09
Other public Shareholders	<u>250,000,000</u>	<u>25.00</u>	<u>250,000,000</u>	<u>22.73</u>
Total	<u><u>1,000,000,000</u></u>	<u><u>100.00</u></u>	<u><u>1,100,000,000</u></u>	<u><u>100.00</u></u>

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

Hong Kong, 25 March 2014

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

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 Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited 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](http://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](http://www.cheongleesec.com.hk)*