

THE STOCK EXCHANGE OF HONG KONG LIMITED  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

**APPENDIX 5****FORMS RELATING TO LISTING****FORM F****THE GROWTH ENTERPRISE MARKET (GEM)****COMPANY INFORMATION SHEET**

Case Number: \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: CL Group (Holdings) Limited

Stock code (ordinary shares): 8098

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 30/08/2016.

**A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 8 March 2011

Name of Sponsor(s): N/A

Names of directors:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

Executive Directors:-  
Mr. Kwok Kin Chung (郭建聰)  
Mr. Lau Kin Hon (劉建漢)  
Ms. Yu Linda (余蓮達)

Non-executive Director:-  
Mr. Alexis Ventouras

Independent non-executive Directors:-  
Mr. Au Yeung Tai Hong, Rorce (歐陽泰康)  
Mr. Poon Wing Chuen (潘永存)  
Mr. Chiu Wai Keung (趙煒強)

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Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of shares of HK\$0.01 each the share capital of the Company ("Shares")	Approximate percentage of in issued shares
Zillion Profit Limited	1,500,000,000	68.18%
Ms. Au Suet Ming, Clarea ("Ms. Au")	1,500,000,000 (note)	68.18%

Note: Ms. Au beneficially owned 100% interest in Zillion Profit Limited. Therefore, Ms. Au was deemed, or taken to be, interested in the 1,500,000,000 Shares held by Zillion Profit Limited under the Securities and Futures Ordinance and their interests duplicate with each other.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

Head office and principal place of business:

Office No. 16B, 16th Floor  
Bank of East Asia Harbour View Centre,  
56 Gloucester Road  
Wanchai  
Hong Kong

Web-site address (if applicable):

[www.cheonglesec.com.hk](http://www.cheonglesec.com.hk)

Share registrar:

Principal share registrar and transfer office  
Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

Hong Kong branch share registrar and transfer office  
Tricor Investor Services Limited  
22th Floor, Hopewell Centre  
183 Queen's Road East  
Hong Kong

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Auditors: [HLM CPA Limited](#)  
[Certified Public Accountants](#)  
[Room 305, 3rd Floor](#)  
[Arion Commercial Centre](#)  
[2-12 Queen's Road West](#)  
[Hong Kong](#)

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**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company and its subsidiaries (the "Group") carries out its business through the Company's wholly-owned subsidiary, Cheong Lee Securities Limited, which is a corporation licensed under the Securities and Futures Ordinance to conduct Types 1 (dealing in securities), 2 (dealing in futures contracts), 4 (advising on securities) and 5 (advising on futures contracts) regulated activities. It is principally engaged in the provision of (i) securities, futures and options broking and trading ; (ii) placing and underwriting services; (iii) loan and financing; (iv) securities advisory service; and (v) investment holding. The Group also provides ancillary services including application for new issues and nominee services such as collection of cash and scrip dividends.

**C. Ordinary shares**

Number of ordinary shares in issue: [2,200,000,000](#)

Par value of ordinary shares in issue: [HK\\$0.01 each](#)

Board lot size (in number of shares): [10,000 shares](#)

Name of other stock exchange(s) on which ordinary shares are also listed: [N/A](#)

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**D. Warrants**

Stock code: [N/A](#)

Board lot size: [N/A](#)

Expiry date: [N/A](#)

Exercise price: [N/A](#)

Conversion ratio: [N/A](#)  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding: [N/A](#)

No. of shares falling to be issued upon the exercise of outstanding warrants: [N/A](#)

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**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

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## Share Options

Pursuant to the share option scheme of the Company adopted on 22 February 2011, the Board of Director might offer to grant options to subscribe for shares representing up to a maximum of 10% of the issued capital of the Company as at the date of approval. As at 5 August 2016, there are remaining 50,000,000 shares options outstanding.

On 5th August 2016, an ordinary resolution was duly passed by the Shareholders at the AGM to approve 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), by the Qualifying Shareholders.

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 have been adjusted and are set out below as a results of the Bonus Issue, with effect from 30 August 2016.

Date of Grant	Number of share options		Exercise Price	Exercisable Period
	outstanding			
9 April 2014	100,000,000		HK\$0.2275	9 April 2014 to 8 April 2023

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

## **Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

Alexis Ventouras

Mr. Kwok Kin Chung (郭建聰)

Mr. Lau Kin Hon (劉建漢)

Ms. Yu Linda (余蓮達)

Mr. Au-Yeung Tai Hong, Rorce (歐陽泰康)

Mr. Poon Wing Chuen (潘永存)

Mr. Chiu Wai Keung (趙煒強)

**NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*