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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)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF REMUNERATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE;

AND

(2) NON-COMPLIANCE WITH THE GEM LISTING RULES

The Board of directors (the “**Board**”) of CL Group (Holdings) Limited (the “**Company**”) announces the following:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF REMUNERATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE

Mr. Lam Tsz Shing (“**Mr. Lam**”) has tendered his resignation as independent non-executive director, chairman of the remuneration committee and member of audit committee of the Company with effect from 30 June 2026 due to his other business commitments. Mr. Lam has confirmed that he has no disagreement with the Board and that there was no matter relating to his resignation that would need to be brought to the attention of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its appreciation to Mr. Lam for his valuable contribution to the Company during their tenure of service.

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the resignation of Mr. Lam as independent non-executive Director and member of each of audit committee and remuneration committee of the Company, the Company fails to meet the following requirements:

- (i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the board must include at least three independent non-executive directors;
- (ii) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum

- of three members;
- (iii) the requirement under Rule 5.34 of the GEM Listing Rules that the remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors and;
 - (iv) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company;

In order to comply with the GEM Listing Rules and the terms of reference of the audit committee and the remuneration committee of the Company, the Board is in the process of identifying suitable candidate(s) to fill the vacancies as soon as practicable and, in any event, within three months from 30 June 2026 in accordance with the GEM Listing Rules. The Company will make further announcement(s) as and when appropriate.

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

Hong Kong, 30 June 2026

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

Executive Directors:

Mr. Kwok Kin Chung (Chief Executive Officer)

Mr. Lau Kin Hon

Ms. Yu Linda

Independent non-executive Directors:

Mr. Poon Wing Chuen

Ms. Lau Ka Nam

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 remain on the “Latest Listed Company Information” page of the website of the Exchange at www.hkexnews.hk for at least seven days from the day of this publication. This announcement will also be published on the website of the Company at www.cheongleesec.com.hk.