

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and the Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, 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 announcement.

CL GROUP (HOLDINGS) LIMITED

昌利（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8098)

PROPOSED TRANSFER OF LISTING FROM THE GROWTH ENTERPRISE MARKET TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

The Board is pleased to announce that on 15 August 2012, the Company submitted a formal application to the Stock Exchange for the transfer of listing of the Shares from GEM to the Main Board under the transfer of listing arrangements pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules. The Directors confirm that the Transfer of Listing will not involve any issue of new Shares by the Company.

The Company would like to emphasise that (i) the definitive timetable for the Transfer of Listing has not yet been finalised; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Stock Exchange. Consequently, Shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.

The Board is pleased to announce that on 15 August 2012, the Company submitted a formal application to the Stock Exchange for the transfer of listing of its Shares from GEM to the Main Board under the transfer of listing arrangements pursuant to the relevant provisions of the GEM Listing Rules and the Listing Rules. The Directors confirm that the Transfer of Listing will not involve any issue of new Shares by the Company.

The Transfer of Listing will be conditional upon, amongst others, the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, (i) the entire 1,000,000,000 Shares in issue; and (ii) 4,600,000 new Shares which fall to be issued upon exercise of the outstanding share options granted under the Pre-IPO Share Option Scheme, on the Main Board by way of transfer of listing from GEM to the Main Board.

The Directors believe that listing of its Shares on the Main Board will enhance the profile of the Group and could improve trading liquidity of the Shares over time. The Directors also consider that listing of its Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group. As at the date of this announcement, no plan of change in nature of business of the Group following the Transfer of Listing is contemplated by the Directors.

The Company would like to emphasise that (i) the definitive timetable for the Transfer of Listing has not yet been finalised; and (ii) there is no assurance that the Company will be able to obtain the relevant approvals for the Transfer of Listing from, among others, the Stock Exchange. Consequently, shareholders and potential investors should be aware that the Company may or may not proceed with the Transfer of Listing. Shareholders and potential investors are therefore advised to exercise caution when dealing in the Shares.

The Company will make further announcement(s) to keep the Shareholders and potential investors informed on the progress of the Transfer of Listing.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors
“Company”	CL Group (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Pre-IPO Share Option Scheme”	the Pre-IPO share option scheme approved and adopted by the Company on 22 February 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board
“%”	per cent.

By order of the Board
CL Group (Holdings) Limited
Alexis Ventouras
Chairman

Hong Kong, 15 August 2012

As at the date of this announcement, the Board comprises four executive Directors, being Mr. Alexis Ventouras (Chairman), Mr. Kwok Kin Chung, Mr. Lau Kin Hon and Ms. Yu Linda; and three independent non-executive Directors, being Mr. Au-Yeung Tai Hong Rorce, Ms. Choy Wing Man and 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 remain on the GEM website on the “Latest Company Announcements” page for 7 days from the date of its posting and on the Company’s website at <http://www.cheongleesec.com.hk> from the date of publication.