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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The Board is pleased to announce that all the proposed resolutions as set out in the notice of AGM dated 26 June 2012 were duly passed by the Shareholders at the AGM held on 31 July 2012.

Reference is made to the circular incorporating a notice of annual general meeting dated 26 June 2012 (the “Notice of AGM”) of CL Group (Holdings) Limited. Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Notice of AGM.

The Board is pleased to announce that all the proposed resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM held on 31 July 2012.

The scrutineer of the AGM was Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company.

As at the date of the AGM, the total number of issued shares was 1,000,000,000 shares which represented the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. The total number of shares entitling the holders to attend and vote only against all the resolutions was Nil. No Shareholder is required to abstain from voting on any of the resolutions at the AGM. No person has indicated that it/he/she intends to vote against or to abstain from voting on any of the resolutions at the AGM.

Details of the poll results in respect of the resolutions proposed at the AGM are as follows:

ORDINARY RESOLUTIONS		NUMBER OF SHARES %		Total number of votes
		For	Against	
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 March 2012.	756,955,000 100%	0 0%	756,955,000
2.	To declare a final dividend	756,955,000 100%	0 0%	756,955,000
3.	(A) (i) To re-elect Mr. Alexis Ventouras as executive Director;	756,955,000 100%	0 0%	756,955,000
	(ii) To re-elect Ms. Yu Linda as executive Director;	756,955,000 100%	0 0%	756,955,000
	(iii) To re-elect Mr. Chiu Wai Keung as independent non-executive Director;	756,955,000 100%	0 0%	756,955,000
	(iv) To re-elect Mr. Au Yeung Tai Hong Rorce as independent non-executive Director;	756,955,000 100%	0 0%	756,955,000
	(B) To authorise the board of directors to fix the Directors’ remuneration.	756,955,000 100%	0 0%	756,955,000
4.	To re-appoint HLM & Co. as auditors of the Company and to authorise the Board to fix their remuneration.	756,955,000 100%	0 0%	756,955,000
5.	To grant a general mandate to the Directors to issue new shares of the Company.	756,955,000 100%	0 0%	756,955,000
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	756,955,000 100%	0 0%	756,955,000
7.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 5.	756,955,000 100%	0 0%	756,955,000

Please refer to the Notice of AGM for the full version of the above resolutions.

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

Hong Kong, 31 July 2012

The Board as at the date of this announcement are:-

Executive Directors:

Mr. Alex Ventouras (Chairman)
Mr. Lau Kin Hon
Mr. Kwok Kin Chung
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 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.

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