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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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) of CL Group (Holdings) Limited (the “Company”) dated 30 June 2014, which set out the resolutions to be considered and approved by Shareholders in the AGM to be held at Room 1106, 11/F, MassMutual Tower, 38 Gloucester Road, Wanchai, Hong Kong on 31 July 2014 at 2:30 p.m. Unless the context otherwise requires, capitalized terms used in this Supplementary Notice shall have the same meanings as those defined in the circular of the Company dated 30 June 2014 and the Supplementary Circular dated 7 July 2014.

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the AGM will be held as scheduled. In addition to the resolutions set out in the notice of AGM dated 30 June 2014 of the Company, the following resolution will also be considered and approved:

ORDINARY RESOLUTION

3. (A) (iv) To re-elect Mr. POON Wing Chuen as independent non-executive director

By order of the Board of
CL GROUP (HOLDINGS) LIMITED
Alexis Ventouras
Chairman

Hong Kong, 9 July 2014

Notes:

1. Save as the additional proposed resolutions, there is no any other change to the resolutions set out in the notice of AGM dated 30 June 2014. For details of other resolutions and other related matters to be considered and approved at the AGM, please refer to the notice of AGM and the circular of the Company dated 30 June 2014.
2. As the proxy form enclosed in the circular dated 30 June 2014 (the “**First Proxy Form**”) does not contain the additional proposed resolution set out in this Supplementary Circular, a new proxy form (the “**Supplementary Proxy Form**”) has been prepared and is enclosed herein.
3. The Supplementary Proxy Form for use at the AGM is enclosed herein and is available on the website of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (www.hkgem.com). Whether you attend the AGM or not, you are required to complete and return the accompanying Supplementary Proxy Form in accordance with the instructions printed thereon no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the Supplementary Proxy Form will not preclude you from attending and voting in person at the AGM should you so wish.

4. A Shareholder who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is required to lodge the Supplementary Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. In this case, the First Proxy Form should not be lodged.
5. A Shareholder who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
 - (i) If no Supplementary Proxy Form is lodged in accordance with the instructions printed thereon, the First Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
 - (ii) If the Supplementary Proxy Form is lodged in accordance with the instructions printed thereon before 48 hours prior to the time appointed for holding the AGM or any adjournment thereof (the “Closing Time”), the Supplementary Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
 - (iii) If the Supplementary Proxy Form is lodged after the Closing Time, the Supplementary Proxy Form will be deemed invalid. It will not revoke the First Proxy Form previously lodged by the Shareholder. The First Proxy Form will be treated as a valid proxy form if duly completed. The proxy appointed under the First Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the AGM, including the additional proposed resolutions set out in this Supplementary Notice.
6. Shareholders are reminded that completion and return of the First Proxy Form and/or the Supplementary Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof.

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

Mr. Chiu Wai Keung

Mr. Poon Wing Chuen

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) 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