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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) POLL RESULTS OF THE ANNUAL GENERAL MEETING; (2) RETIREMENT OF DIRECTORS AND (3) NON-COMPLIANCE WITH THE GEM LISTING RULES

Reference is made to the circular (the “**Circular**”) incorporating notice (the “**Notice**”) of annual general meeting (the “**AGM**”) dated 28 June 2024 of CL Group (Holdings) Limited (the “**Company**”). Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Notice of AGM.

POLL RESULTS OF THE AGM

The Board is pleased to announce that all resolutions (the “**Resolutions**”) as set out in the Notice were duly proposed at the AGM held on 6 August 2024.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the AGM.

As at the date of the AGM, the total number of issued shares was 2,200,000,000 shares which represented the total number of shares entitling the holders to attend and vote for or against the resolutions at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the GEM Listing Rules. No Shareholders was required under GEM Listing Rules to abstain from voting on the resolutions at the AGM. No parties have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The poll results in respect of the Resolutions were 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 2024.	1,890,770,120 100.00%	0 0.00%	1,890,770,120
2.	(A) (i) To re-elect Mr. Poon Wing Chuen as independent non-executive Director;	1,890,770,120 100.00%	0 0.00%	1,890,770,120
	(ii) To re-elect Mr. Wang Rongqian as independent non-executive Director;	120 0.01%	1,628,930,000 99.99%	1,628,930,120
	(iii) To re-elect Mr. Song Guangyuan as independent non-executive Director;	120 0.01%	1,628,930,000 99.99%	1,628,930,120
	(B) To authorise the board of Directors to fix the Directors’ remuneration.	1,890,770,120 100.00%	0 0.00%	1,890,770,120
3.	To appoint Confucius International CPA Limited as auditors of the Company and to authorise the Board to fix their remuneration.	1,890,770,120 100.00%	0 0.00%	1,890,770,120
4.	To grant a general mandate to the Directors to issue new shares of the Company.	1,890,770,120 100.00%	0 0.00%	1,890,770,120
5.	To grant a general mandate to the Directors to repurchase shares of the Company.	1,890,770,120 100.00%	0 0.00%	1,890,770,120
6.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the Directors under resolution no. 4.	1,890,770,120 100.00%	0 0.00%	1,890,770,120

As more than 50% of the votes were cast in favour of each of the resolutions numbered 1, 2(A)(i), 2(B) and 3 to 6 above, these resolutions were duly passed by the Shareholders as ordinary resolutions.

The full text of resolution is set out in the notice of the AGM.

All Directors attended the AGM in person or by means of electronic communication.

RETIREMENT OF DIRECTORS

As the resolutions numbered 2(A)(ii) and 2(A)(iii) were not passed by the Shareholders at the AGM, Mr. Wang Rongqian (“**Mr. Wang**”) and Mr. Song Guangyuan (“**Mr. Song**”) retired as independent non-executive Director respectively with effect from the conclusion of the AGM. Mr.

Wang ceased to be the chairman of remuneration committee and members of audit committee and nomination committee of the Company. Mr. Song ceased to be the chairman of nomination committee and member of audit committee with effect from the conclusion of the AGM. The Company has not received any disagreement with the Board by Mr. Wang and Mr. Song and the Board is not aware of any matters relating to their retirement which needs to be brought to the attention of the Stock Exchange and the Shareholders.

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

NON-COMPLIANCE WITH THE GEM LISTING RULES

Following the retirement of Mr. Wang and Mr. Song as independent non-executive Directors and member of each of audit committee, remuneration committee and nomination and corporate governance 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; (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; (v) the requirement under Rule 5.36A of the GEM Listing Rules that the nomination committee must comprise a majority of independent non-executive directors and (vi) the requirement that the nomination committee shall comprise a minimum of three members under the terms of reference of the nomination committee of the Company. In order to comply with the GEM Listing Rules and the terms of reference of the audit committee, the remuneration committee and the nomination 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 6 August 2024 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, 6 August 2024

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

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.

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