

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20101027-I10115-0009

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Company name: CL Group (Holdings) Limited

Stock code (ordinary shares): 8098

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 March 2011.

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 8 March 2011

Name of Sponsor(s): VC Capital Limited

Names of directors:

*(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)*

Executive Directors:

Mr. Lau Ka Lung Ali (劉嘉隆)

Mr. Kwok Kin Chung (郭建聰)

Mr. Lau Kin Hon (劉建漢)

Ms. Yu Linda (余蓮達)

Independent non-executive Directors:

Mr. Au-Yeung Tai Hong, Rorce (歐陽泰康)

Mr. Chee Kwok Wing Waymond (池國榮)

Ms. Choy Wing Man (蔡詠雯)

Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares of HK\$0.01 each in the share capital of the Company ("Shares")	Approximate percentage of issued shares
	Zillion Profit Limited	750,000,000	75%
	Ms. Au Suet Ming, Clarea ("Ms. Au")	750,000,000 (Note)	75%

Note: Ms. Au beneficially owned 100% interest in Zillion Profit Limited. Therefore, Ms. Au was deemed, or taken to be, interested in the 750,000,000 Shares held by Zillion Profit Limited under the Securities and Futures Ordinance and their interests duplicate with each other.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:	N/A
Financial year end date:	31 March
Registered address:	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands
Head office and principal place of business:	Room 1106, 11th Floor Mass Mutual Tower 38 Gloucester Road Wanchai Hong Kong
Web-site address (if applicable):	www.cheongleesec.com.hk
Share registrar:	<p><i>Principal share registrar and transfer office</i> Codan Trust Company (Cayman) Limited Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands</p> <p><i>Hong Kong branch share registrar and transfer office</i> Tricor Investor Services Limited 26th Floor, Tesbury Centre 28 Queen's Road East Hong Kong</p>

Auditors:	HLM & Co. <i>Certified Public Accountants</i> Room 305, 3rd Floor Arion Commercial Centre 2-12 Queen's Road West Hong Kong
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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (the "Group") carries out its business through the Company's wholly-owned subsidiary, Cheong Lee Securities Limited, which is a corporation licensed under the Securities and Futures Ordinance to conduct Types 1 (dealing in securities), 2 (dealing in futures contracts), 4 (advising on securities) and 5 (advising on futures contracts) regulated activities. It is principally engaged in the provision of (i) securities, futures and options broking and trading; and (ii) placing and underwriting services. The Group also provides ancillary services including application for new issues and nominee services such as collection of cash and scrip dividends. The Group's income mainly comprises : (i) commission income arising from the broking business of securities and futures dealing, which is recognised on a trade-date basis; (ii) underwriting commission income, sub-underwriting commission income, placing commission and related handling fee, which are recognised when the shares are allotted to the placees; (iii) interest income from IPO financing to its clients; and (iv) handling service fees and dividend collection fees, which are recognised when the agreed services have been provided. The Group currently operates one office.

C. Ordinary shares

Number of ordinary shares in issue:	<u>1,000,000,000</u>
Par value of ordinary shares in issue:	<u>HK\$0.01 each</u>
Board lot size (in number of shares):	<u>5,000 shares</u>
Name of other stock exchange(s) on which ordinary shares are also listed:	<u>N/A</u>

D. Warrants

Stock code:	<u>N/A</u>
Board lot size:	<u>N/A</u>
Expiry date:	<u>N/A</u>
Exercise price:	<u>N/A</u>
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	<u>N/A</u>
No. of warrants outstanding:	<u>N/A</u>
No. of shares falling to be issued upon the exercise of outstanding warrants:	<u>N/A</u>

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Lau Ka Lung Ali (劉嘉隆)

Mr. Kwok Kin Chung (郭建聰)

Mr. Lau Kin Hon (劉建漢)

Ms. Yu Linda (余蓮達)

Mr. Au-Yeung Tai Hong, Rorce
(歐陽泰康)

Mr. Chee Kwok Wing Waymond
(池國榮)

Ms. Choy Wing Man (蔡詠雯)

NOTES

- (1) This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.

- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*