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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)

PROFIT WARNING

This announcement is made by CL Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of the Company wishes to inform shareholders of the Company and potential investors that based on the preliminary assessment of the consolidated management accounts of the Group, the valuation report of the fair value of the share options (the “**Valuation Report**”), and information currently available, the Group is expected to record a significant decrease in the net profit of the Company for the nine months ended 31 December 2014 as compared with the net profit of approximately HK\$17.1 million for the corresponding period in 2013, mainly attributed to the recognition of share-based payment expenses, which is a one-off non-cash expense of HK\$8.3 million, as a result of the share options granted by the Company on April 2014.

The information contained in this announcement is only based on the preliminary assessment of the consolidated management accounts of the Group and the Valuation Report. The Group is still in the process of finalizing the third quarterly results for the nine months ended 31 December 2014 which is expected to be published in 9 February 2015. Shareholders of the Company and potential investors are advised to read the interim results announcement of the Company when it is published.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
CL Group (Holdings) Limited
Kwok Kin Chung
Executive Director

Hong Kong, 27 January 2015

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. Poon Wing Chuen

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 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.