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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 the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that based on the preliminary assessment of the consolidated management accounts of the Company, the Group is expected to record a significant decrease in total comprehensive income attributable to the owners of the Company for the nine months ended 31 December 2011 as compared with the corresponding period in 2010.

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

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 (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 and information currently available, the Group is expected to record a significant decrease in total comprehensive income attributable to the owners of the Company for the nine months ended 31 December 2011 as compared with the corresponding period in 2010.

Such decrease in total comprehensive income attributable to the owners of the Company was mainly due to the decrease in the Group’s turnover as a result of the general downturn of the global equity market.

The information contained in this announcement is only based on the preliminary assessment of the consolidated management accounts of the Group. The Group is still in the process of finalizing the results for the nine months ended 31 December 2011 which is expected to be published in February 2012. Shareholders of the Company and potential investors are advised to read the 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
Lau Ka Lung Ali
Chairman

Hong Kong, 31 January 2012

The directors of the Company as at the date of this announcement comprise:-

Executive Directors:

Mr. Lau Ka Lung Ali (Chairman)
Mr. Kwok Kin Chung
Mr. Lau Kin Hon
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 of the Company 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 of the Company, 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 are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page on the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of this posting. This announcement will also be posted on the website of the Company at www.cheongleesec.com.hk.