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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) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE; AND (2) COMPLIANCE WITH GEM LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF NOMINATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE

The Board (the “**Board**”) of directors (the “**Directors**”) of CL Group (Holdings) Limited (the “**Company**”) is pleased to announce that Ms. Lau Ka Nam (“**Ms. Lau**”) has been appointed as an independent non-executive Director, chairman of nomination committee (the “**Nomination Committee**”) and member of audit committee (the “**Audit Committee**”) of the Company with effect from 9 August 2024.

Ms. Lau, aged 35, graduated from City University of Hong Kong with a Bachelor of Arts in Creative Media. Ms. Lau is a member of the Golden Bauhinia Women Entrepreneur Association and is a Professional Certified Coach of the International Coaching Federation. Ms. Lau has over 10 years of experience in the recruitment and human resources industry. She currently serves as the chief executive officer of Lauris Walton Group, a global recruitment, career services and consulting group and serves as a professional coach and strategist to senior executives in listed companies and conglomerates.

There is a service contract between Ms. Lau and the Company. Her appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company. Ms. Lau is entitled to an annual remuneration of HK\$120,000. Ms. Lau has no relationship with any directors, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Ms. Lau has no interest in the securities of the Company with the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong). Save as disclosed, Ms. Lau does not hold any other position with the Company or

any of its subsidiaries. There is no information to be disclosed by Ms. Lau pursuant to Rule 17.50(2) (h) to (v) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange and there is no other information that need to be brought to the attention of the shareholders.

Ms. Lau has confirmed that (i) she has satisfied all the factors for independence set out in Rule 5.09(1) to (8) of the GEM Listing Rules, (ii) she has no past or present financial or other interest in the business of the Group or connection with any core connected person of the Company, and (iii) there are no other factors that may affect her independence at the time of her appointment.

The Board would like to welcome Ms. Lau for joining the Company.

COMPLIANCE WITH GEM LISTING RULES

Reference is made to the announcement of the Company dated 6 August 2024. Following the appointment of Ms. Lau as an independent non-executive Director, chairman of Nomination Committee and member of Audit Committee, the Nomination Committee has three members, thus meet 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 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.

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

Hong Kong, 9 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

Ms. Lau Ka Nam

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 remain on the “Latest Listed Company Information” page of the website of the Exchange at www.hkexnews.hk for at least seven days from the day of this publication. This announcement will also be published on the website of the Company at www.cheongleesec.com.hk.