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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)

CHANGE OF AUDITORS

The Board announces that HLM CPA has been appointed by the Board as the auditors of the Company with effect from 7 February 2013 to fill the casual vacancy occasioned by the resignation of HLM as a result of the Reorganisation and HLM CPA will hold office until the conclusion of the forthcoming annual general meeting of the Company.

The board (the “**Board**”) of directors of CL Group (Holdings) Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that HLM CPA Limited (“**HLM CPA**”) has been appointed by the Board as the auditors of the Company with effect from 7 February 2013 to fill the casual vacancy occasioned by the resignation of HLM & Co. (“**HLM**”) and HLM CPA will hold office until the conclusion of the forthcoming annual general meeting of the Company.

On 7 February 2013, the Company was informed by HLM that on 16 January 2013, the practice of HLM as partnership was reorganised as HLM CPA as a limited company (the “**Reorganisation**”). As such, HLM has to resign as auditors of the Company and HLM CPA will continue to serve as auditors of the Company.

In its letter of resignation to the Company, HLM confirmed that there were no circumstances connected with their resignation that should be brought to the notice of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the members or creditors of the Group. The Board further confirmed that there was not any disagreement between the Company and HLM and there were no circumstances connected with HLM’s resignation which should be brought to the attention of the shareholders or creditors of the Company or the Stock Exchange.

By Order of the Board
CL Group (Holdings) Limited
Alexis Ventouras
Chairman

Hong Kong, 7 February 2013

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

Non-executive Directors:

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

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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, 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 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.cheonglesec.com.hk.