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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 REMUNERATION COMMITTEE AND MEMBER OF AUDIT COMMITTEE; AND (2) COMPLIANCE WITH GEM LISTING RULES**

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF REMUNERATION 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 Mr. Chin Suet Lam Andre (“**Mr. Chin**”) has been appointed as an independent non-executive Director, chairman of remuneration committee (the “**Remuneration Committee**”) and member of audit committee (the “**Audit Committee**”) of the Company with effect from 12 August 2026.

Mr. Chin, aged 50, graduated from The University of Edinburgh with a Bachelor of Commerce. Mr. Chin has over 20 years of experience in luxury brand management, organising large-scale public relations events and campaigns, and cross-border real estate investment.

There is a service contract between Mr. Chin and the Company. His appointment has no fixed term and is subject to retirement and re-election at the annual general meeting of the Company. Mr. Chin is entitled to an annual remuneration of HK\$120,000. Mr. Chin has no relationship with any directors, senior management or substantial or controlling shareholder of the Company. As at the date of this announcement, Mr. Chin did not hold any directorships in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years. Mr. Chin 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). Saved as disclosed, Mr. Chin does not hold any other position with the Company or any of its subsidiaries. There is no information to be disclosed by Mr. Chin 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.

Mr. Chin has confirmed that (i) he has satisfied all the factors for independence set out in Rule 5.09(1) to (8) of the GEM Listing Rules, (ii) he 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 his independence at the time of his appointment.

The Board would like to welcome Mr. Chin for joining the Company.

## **COMPLIANCE WITH GEM LISTING RULES**

Following the appointment of Mr. Chin as an independent non-executive Director, chairman of Remuneration Committee and member of Audit Committee, the Company meets the following requirements: (i) the requirement under Rule 5.05(1) of the GEM Listing Rules that the board must include at least three independent non-executive directors; (ii) the requirement under Rule 5.28 of the GEM Listing Rules and the terms of reference of the audit committee of the Company that the audit committee must comprise a minimum of three members; (iii) the requirement under Rule 5.34 of the GEM Listing Rules that the remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors; and (iv) the requirement that the remuneration committee shall comprise a minimum of three members pursuant to the terms of reference of the remuneration committee of the Company.

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

Hong Kong, 12 August 2026

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**

**Mr. Chin Suet Lam Andre**

*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](http://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.cheonglesec.com.hk](http://www.cheonglesec.com.hk).*