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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)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the **"Stock Exchange"**) in respect of the concentration of the shareholding of CL Group (Holdings) Limited (the **"Company"**) in the hands of a limited number of shareholders of the Company (the **"Shareholders"**) as at 2 November 2026.

HIGH CONCENTRATION OF SHAREHOLDING

The Company noted that an announcement has been published by the Securities and Futures Commission (the **"SFC"**) on 16 November 2026 (the **"SFC Announcement"**).

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. The SFC findings suggested that, as at 2 November 2026, 19 shareholders held an aggregate of 591,930,000 Shares, representing 26.91% of the issued Shares. Our findings also suggested that as at 2 November 2026, an aggregate of 60,090,000 Shares, representing 2.73% of issued Shares, were not held in the Central Clearing and Settlement System ("CCASS") although they were still registered under the name of HKSCC Nominees Limited at the Company's Hong Kong register of members. Such shareholdings, together with 1,500,000,000 Shares (representing 68.18% of the issued Shares) held by the controlling shareholder of the Company, represented 97.82% of the issued Shares. As such, only 47,980,000 Shares (representing 2.18% of the issued Shares) were in the hands of other shareholders.

As at 2 November 2026, the shareholding structure of the Company was as follows:

	Number of Shares held *(Shares)*	**% of total number of issued Shares** *(%)*
Zillion Profit Limited *(Note 1)*	1,500,000,000	68.18
A group of 19 shareholders	591,930,000	26.91
Shares not held in CCASS although they were still registered under the name of HKSCC Nominees Limited at the Company's Hong Kong register of members	60,090,000	2.73
Other shareholders	47,980,000	2.18
Total	2,200,000,000	100.00

Note 1: Ms. Au Suet Ming Clarea is the ultimate beneficial owner of Zillion Profit Limited.

As stated in the SFC Announcement,

(a) The closing price of the Shares rose 667.4% from HK$0.043 on 29 July 2026 to HK$0.33 on 2 November 2026.

(b) On 13 November 2026, the price of the Shares closed at HK$0.35, representing an increase of 714.0% from the closing price of HK$0.043 on 29 July 2026.

The board (the "Board") of the directors (the "Directors") of the Company wishes to clarify that the information above is extracted from the SFC Announcement and the Company has not independently verified such information other than (i) the number of Shares held by Ms. Au Suet Ming Clarea through Zillion Profit Limited based on the latest available disclosure of interests notices filed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and (ii) the information set out in paragraphs (a) and (b) above. Please refer to the SFC Announcement for more information.

PUBLIC FLOAT

Based on the information available and to the best knowledge of the Directors after making all reasonable enquiries, the Company confirms that not less than 25% of the Company's issued Shares are in the hands of the public as at 2 November 2026 and as at the date of this announcement, the Company is able to comply with the public float requirement under the Rules Governing the Listing of Securities of the Stock Exchange.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares. Further, as a result of the high concentration of shareholding, the Company's securities may not have a genuine market or its shareholding may have been concentrated in the hands of a few Shareholders.

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

Hong Kong, 16 November 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 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.