



Third Quarterly Report
2012

CL GROUP (HOLDINGS) LIMITED
昌利(控股)有限公司

(Incorporated in the Cayman Islands with limited liability)
Stock Code: 8098

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

This report, for which the directors (the “Directors”) of CL Group (Holdings) Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading..



FINANCIAL HIGHLIGHT

- Recorded an unaudited turnover of approximately HK\$35.9 million for the nine months ended 31 December 2012, representing an increase of approximately 25.3% over the same period of the previous year.
- Recorded an unaudited profit attributable to the owners of the Company of approximately HK\$15.4 million for the nine months ended 31 December 2012.
- Basic and diluted earnings per share for the nine months ended 31 December 2012 were HK1.54 cents (2011: basic earnings per share of HK1.02 cents) and HK1.54 cents (2011: HK1.02 cents) respectively.
- The Directors do not recommend the payment of an interim dividend for the nine months ended 31 December 2012.

The board of directors (the “Board”) of the Company is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively the “Group”) for the three months and nine months ended 31 December 2012 together with comparative unaudited figures for the corresponding period in 2011, as follows:

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months and nine months ended 31 December 2012

| | Notes | Three months ended 31 December | | Nine months ended 31 December | |
|--|-------|-----------------------------------|-----------------------------|----------------------------------|-----------------------------|
| | | 2012 (unaudited) HK\$ | 2011 (unaudited) HK\$ | 2012 (unaudited) HK\$ | 2011 (unaudited) HK\$ |
| Turnover | 3 | 9,644,394 | 7,672,051 | 35,887,769 | 28,640,487 |
| Net other income | 4 | 1,445,289 | 2,882,047 | 62,154 | 524,887 |
| Administrative expenses | | (5,041,367) | (5,067,499) | (17,413,971) | (16,596,384) |
| Finance costs | | — | — | — | (13) |
| Profit before taxation | | 6,048,316 | 5,486,599 | 18,535,952 | 12,568,977 |
| Income tax expenses | 5 | (938,743) | (984,637) | (3,189,346) | (2,395,440) |
| Profit and total comprehensive income for the period | | 5,109,573 | 4,501,962 | 15,346,606 | 10,173,537 |
| Profit and total comprehensive income for the period attributable to: | | | | | |
| Owners of the Company | | 5,101,538 | 4,509,776 | 15,362,446 | 10,181,351 |
| Non-controlling interests | | 8,035 | (7,814) | (15,840) | (7,814) |
| | | 5,109,573 | 4,501,962 | 15,346,606 | 10,173,537 |
| Dividend | 6 | — | — | — | — |
| Earnings per share | | | | | |
| — Basic | 7 | 0.51 cents | 0.45 cents | 1.54 cents | 1.02 cents |
| — Diluted | 7 | 0.51 cents | 0.45 cents | 1.54 cents | 1.02 cents |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 31 December 2012

| | Share capital | Share premium | Merger reserve | Share option reserve | Retained profits | Attributable to owners of the Company | Non- controlling interests | Total |
|--|------------------|------------------|-------------------|----------------------------|---------------------|--|----------------------------------|--------------|
| | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ | HK\$ |
| At 1 April 2012 | 10,000,000 | 112,473,021 | 32,500,000 | 298,168 | 30,232,501 | 185,503,690 | (136,299) | 185,367,391 |
| Profit and total comprehensive income for the period | — | — | — | — | 15,362,446 | 15,362,446 | (15,840) | 15,346,606 |
| Recognition of equity-settle share-based payments | — | — | — | 206,424 | — | 206,424 | — | 206,424 |
| Dividends | — | — | — | — | (20,000,000) | (20,000,000) | — | (20,000,000) |
| At 31 December 2012 | 10,000,000 | 112,473,021 | 32,500,000 | 504,592 | 25,594,947 | 181,072,560 | (152,139) | 180,920,421 |
| At 1 April 2011 | 10,000,000 | 112,473,021 | 32,500,000 | 31,412 | 27,483,288 | 182,487,721 | — | 182,487,721 |
| Acquisition of additional interest in a subsidiary | — | — | — | — | — | — | (111,828) | (111,828) |
| Total comprehensive income for the period | — | — | — | — | 10,181,351 | 10,181,351 | (7,814) | 10,173,537 |
| Recognition of equity-settle share-based payments | — | — | — | 282,708 | — | 282,708 | — | 282,708 |
| Dividends | — | — | — | — | (20,000,000) | (20,000,000) | — | (20,000,000) |
| At 31 December 2011 | 10,000,000 | 112,473,021 | 32,500,000 | 314,120 | 17,664,639 | 172,951,780 | (119,642) | 172,832,138 |



NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1 Corporate information

The Company is incorporated in the Cayman Islands as an exempted company with limited liability. The Company's shares have been listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The consolidated financial statements are presented in Hong Kong dollars ("HK\$"), which is same as the functional currency of the Company.

The principal activities of the Company and its subsidiaries (collectively referred to as the "Group") are engaged in the provision of securities, futures and options broking and trading, placing and underwriting services, wealth management services and securities advisory services.

2 Basis of preparation and principal accounting policies

The unaudited condensed consolidated results have been prepared in accordance with accounting principles generally accepted in Hong Kong, Hong Kong Accounting Standards and Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants and the disclosure requirements of the GEM Listing Rules. They have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value.

The accounting policies and method of computation used in preparing the unaudited condensed consolidated results are consistent with those used in the audited financial statements for the year ended 31 March 2012 except in relation to the new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") that are adopted for the first time for the current period's financial statements. The adoption of these new and revised HKFRSs has had no material impact on the unaudited condensed consolidated financial statements. The unaudited condensed consolidated interim results have not been reviewed by the Company's auditors, but have been reviewed by the Company's audit committee.

The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

3 Turnover

An analysis of the Group's revenue for the period from continuing operations is as follows:

| | Three months ended | | Nine months ended | |
|---|--------------------|-------------|-------------------|------------|
| | 31 December | | 31 December | |
| | 2012 | 2011 | 2012 | 2011 |
| (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) | |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| Commission and brokerage fees from securities dealing on The Stock Exchange of Hong Kong Limited | 703,243 | 810,746 | 1,974,042 | 5,586,970 |
| Commission and brokerage fees on dealing in futures contracts | 67,758 | 73,910 | 301,680 | 860,519 |
| Commission from wealth management business | 254,532 | 162,680 | 782,249 | 162,680 |
| Commission from securities advisory service | 2,200,000 | — | 9,700,000 | — |
| Placing and underwriting commission | 202,910 | 2,816,693 | 7,679,240 | 12,104,840 |
| Clearing and settlement fee | 44,402 | 58,959 | 141,733 | 511,902 |
| Handling service and dividend collection fees | 657,481 | 60,719 | 908,097 | 369,418 |
| Interest income from | | | | |
| — authorised financial institutions | 142,241 | 218,371 | 585,149 | 610,048 |
| — clients | 5,371,817 | 3,469,965 | 13,815,559 | 8,434,046 |
| — others | 10 | 8 | 20 | 64 |
| | 9,644,394 | 7,672,051 | 35,887,769 | 28,640,487 |

4 Net other Income

| | Three months ended | | Nine months ended | |
|---|--------------------|------------------|-------------------|----------------|
| | 31 December | | 31 December | |
| | 2012 | 2011 | 2012 | 2011 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| Gain (loss) on trading of financial assets at fair value through profit or loss | 511,235 | 752,778 | 521,275 | (1,299,153) |
| Dividends income | 1,480 | — | 5,480 | — |
| Net change in fair value of financial assets at fair value through profit or loss | 562,574 | 2,016,459 | (1,643,001) | 128,370 |
| Other income | 370,000 | 112,810 | 1,178,400 | 1,695,670 |
| | 1,445,289 | 2,882,047 | 62,154 | 524,887 |

5 Income tax expenses

| | Three months ended | | Nine months ended | |
|---|--------------------|----------------|-------------------|------------------|
| | 31 December | | 31 December | |
| | 2012 | 2011 | 2012 | 2011 |
| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
| | HK\$ | HK\$ | HK\$ | HK\$ |
| Hong Kong Profits Tax — current period | 966,793 | 1,011,870 | 3,264,859 | 2,468,163 |
| Deferred tax (credit) expenses — current period | (28,050) | (27,233) | (75,513) | (72,723) |
| | 938,743 | 984,637 | 3,189,346 | 2,395,440 |

Hong Kong Profits Tax is calculated at 16.5% (2011: 16.5%) of the estimate assessable profits arising in Hong Kong for the three months and nine months ended 31 December 2012 and 2011.

6 Dividend

An final dividend of HK\$0.02 per share, totalling HK\$20,000,000 for the year ended 31 March 2012 was declared on 31 July 2012 and paid on 13 August 2012. The Board does not recommend the payment of an interim dividend for the nine months ended 31 December 2012 (2011: Nil).

7 Earnings per share

The calculation of basic earnings per share is based on the profit for the period attributable to owners of the Company and the weighted average number of the Company's ordinary shares in issue during the period.

| | Three months ended 31 December | | Nine months ended 31 December | |
|--|-----------------------------------|---------------|----------------------------------|---------------|
| | 2012 | 2011 | 2012 | 2011 |
| Note | HK\$ | HK\$ | HK\$ | HK\$ |
| | (unaudited) | (unaudited) | (unaudited) | (unaudited) |
| Profit for the period attributable to owners of the Company | 5,101,538 | 4,509,776 | 15,362,446 | 10,181,351 |
| | | | | |
| | Three months ended 31 December | | Nine months ended 31 December | |
| | 2012 | 2011 | 2012 | 2011 |
| | No. of | No. of | No. of | No. of |
| | shares | shares | shares | shares |
| Weighted average number of ordinary shares in issue during the period | 1,000,000,000 | 1,000,000,000 | 1,000,000,000 | 1,000,000,000 |
| | | | | |
| Weighted average number of ordinary shares and dilutive potential ordinary shares in issue during the period | (a) 1,000,000,000 | 1,000,000,000 | 1,000,000,000 | 1,000,000,000 |

Note:

- (a) No adjustment had been made to the basic earnings per share amounts presented for the three months and nine months ended 31 December 2012 and 2011 as the conversion of the outstanding share options during the period had an anti-dilutive effect on the basic earnings per share because the exercise price per share option was higher than the average share price of the Company for the period.

8 Comparative amounts

Certain amounts are reclassified in the unaudited condensed consolidated statement of comprehensive income in order to better reflect their nature and conform with current period's presentation.



MANAGEMENT DISCUSSION AND ANALYSIS

Market Review

During the reporting period, the financial service sector was very competitive. The global economic and financial environment was volatile. The market sentiment became more adversely affected by concerns over the monetary tightening policy in China as well as the European sovereign debt crisis and recession of the US economy.

As at 31 December 2012, the Hang Seng Index record was 22,657 representing 10.2% increase as compared with 30 March 2012.

Business review

Securities and Futures Brokerage


The commission and brokerage fee from securities dealings decreased by approximately 64.7% from approximately HK\$5.6 million for the nine months ended 31 December 2011 to approximately HK\$2.0 million for the nine months ended 31 December 2012. The total value of transaction decreased by approximately 82.6% from approximately HK\$22,705.4 million for the nine months ended 31 December 2011 to approximately HK\$3,940.0 million for the nine months ended 31 December 2012. As a result, income relating to clearing and settlement fee also decreased by approximately 72.3% from HK\$511,902 for the nine months ended 31 December 2011 to HK\$141,733 for the nine months ended 31 December 2012.

The commission and brokerage fee from dealings in futures contracts decreased by approximately 64.9% from HK\$860,519 for the nine months ended 31 December 2011 to HK\$301,680 for the nine months ended 31 December 2012.

In May 2011, a joint venture, namely Capital Global (BVI) Limited ("Capital Global"), has been set up for the purpose of engaging in the wealth management business. The joint venture was incorporated in British Virgin Islands; and the Group initially holds 41.0% of the shareholding interest. In November 2011, the shareholding interest increased to 91.0%. Revenue generated from Capital Global for the nine months ended 31 December 2012 was HK\$782,249.

Loan and Financing

The Group has commenced its margin financing business since April 2011. In 2012, CLC Finance Limited, a wholly owned subsidiary incorporated in Hong Kong, has been set up for the purpose of engaging in the money lending business. Revenue from loan and financing represents interest income from margin financing, IPO financing and loans and advances to customers.



The interest income, excluding the interest from authorised financial institutions, increased by approximately 63.8% from approximately HK\$8.4 million for the nine months ended 31 December 2011 to approximately HK\$13.8 million for the nine months ended 31 December 2012.

Securities Advisory Services

The Group holds licence under the Securities and Futures Ordinance to engage in Type 4 regulated activities — Advising on Securities. Revenue generated from this segment derived from services provided under this regulated activities.

During the reporting period, Cheong Lee Securities Limited, the Company's wholly-owned subsidiary, provided securities advisory services to customers.

Commission income from securities advisory services for the nine months ended 31 December 2012 was approximately HK\$9.7 million.

Placing and Underwriting Business

Under normal circumstances, the Group acts as an underwriter or a sub-underwriter or a placing agent or a sub-placing agent on best effort basis for fund-raising activities. It would take the role on underwritten basis only if it received special requests from the issuers and/or their respective placing and underwriting agents.


The placing and underwriting commission decreased by approximately 36.6% from approximately HK\$12.1 million for the nine months ended 31 December 2011 to approximately HK\$7.7 million for the nine months ended 31 December 2012.

Financial review

The Group's revenue for the nine months ended 31 December 2012 was approximately HK\$35.9 million, representing an increase of approximately 25.3% from approximately HK\$28.6 million of the corresponding period in 2011.

The Group traded equity securities listed in Hong Kong and Canada. During the nine months ended 31 December 2012, the Group record an unrealised loss of approximately HK\$1.6 million (unrealised gain of HK\$128,370 for the nine months ended 31 December 2011) mainly due to the declined in value in the midst of the recent general downturn of the global equity market.

Administrative expenses for the nine months ended 31 December 2012 were approximately HK\$17.4 million (approximately HK\$16.6 million for the nine months ended 31 December 2011), representing an increase of approximately 4.9%.



Due to the total value of transaction decreased by 82.6% from approximately HK\$22,705.4 million for the nine months ended 31 December 2011 to HK\$3,940.0 million for the nine months ended 31 December 2012. The related expenses such as CCASS charges was decreased by approximately 72.7% from HK\$926,942 for the nine months ended 31 December 2011 to HK\$253,362 for the nine months ended 31 December 2012.

Staff cost excluding the effects of fair value provision for pre-IPO share options for the nine months ended 31 December 2012 were approximately HK\$5.4 million (approximately HK\$4.8 million for the nine months ended 31 December 2011), representing an increase of approximately 12.6% because of the increase in the total number of staff.

Profit attributable to the owners of the Company amounted to approximately HK\$15.4 million for the nine months ended 31 December 2012 (approximately HK\$10.2 million for the nine months ended 31 December 2011). Earnings per share was approximately HK1.54 cents for the nine months ended 31 December 2012 (approximately HK1.02 cents for the nine months ended 31 December 2011).

Transfer of listing

The Company has submitted a formal application to the Stock Exchange on 15 August 2012 for the transfer of listing of the Shares from GEM to the Main Board of the Stock Exchange (the "Proposed Transfer") pursuant to Chapter 9A of the Rules Governing the Listing of Securities on the Stock Exchange. The Directors believe that listing of its Shares on the Main Board will enhance the profile of the Group and could improve trading liquidity of the Shares over time. The Directors also consider that listing of its Shares on the Main Board will be beneficial to the future growth, financing flexibility and business development of the Group. The Stock Exchange is reviewing the Proposed Transfer and as at the date of this report, an approval has not yet been granted by the Stock Exchange and there is no assurance that such approval will be obtained from the Stock Exchange. As at the date of this report, no plan of change in nature of business of the Group following the Transfer of Listing is contemplated by the Directors.

Outlook

Amidst uncertain market conditions arising from unresolved debt crisis in Europe, the risk of further economic deceleration in Europe and the US and continued monetary measures in the PRC, the Board believes that the Group's businesses will sustain well despite the unstable economic conditions. The Group will continue to grow its brokerage business and wealth management business, by broadening client base and by strengthening its trading platform. The Group will continue to put efforts on expanding the margin finance business and securities advisory services and on satisfying the needs of clients.

The Group aims to become a leading financial service group in Hong Kong. The Group will actively review future business opportunities to develop into various financial services in Hong Kong in anticipating to bring in new sources of income and to further increase the profitability of the Group.

SHARE OPTIONS SCHEMES

The Company has two share option schemes namely, the pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") and the share option scheme (the "Share Option Scheme") which were adopted on 22 February 2011.

Pre-IPO Share Option Scheme

The Company has adopted the Pre-IPO Share Option Scheme on 22 February 2011 under which the Company has conditionally granted options to certain Directors, senior management and employees of the Group to purchase shares of the Company with an exercise price equal to the offer price as defined in the prospectus of the Company dated 28 February 2011.

The total number of shares in respect of which share options granted under the Pre-IPO Share Option Scheme as at 31 December 2012 was 4,600,000 which represented approximately 0.46% of the issued share capital of the Company as at 31 December 2012.

As at 31 December 2012, details of the share options granted under the Pre-IPO Share Option Scheme are as follows:

| Grantees | Date of Grant (Note 1) (dd/mm/yyyy) | Exercise price per share HK\$ | Exercisable period (Note 2) (dd/mm/yyyy) | Number of underlying shares | Approximate percentage of shareholding (%) |
|---|---|----------------------------------|--|-----------------------------|--|
| (i) Yu Linda, Executive Director | 25/02/2011 | 0.485 | 08/03/2012-07/03/2013 08/03/2013-07/03/2014 | 500,000 | 0.05% |
| | | | | 1,000,000 | 0.10% |
| | | | | 1,500,000 | 0.15% |
| (ii) Lau Kin Hon, Executive Director | 25/02/2011 | 0.485 | 08/03/2012-07/03/2013 08/03/2013-07/03/2014 | 500,000 | 0.05% |
| | | | | 500,000 | 0.05% |
| | | | | 1,000,000 | 0.10% |
| (iii) Kwok Kin Chung, Executive Director | 25/02/2011 | 0.485 | 08/03/2012-07/03/2013 | 500,000 | 0.05% |
| Sub-total | | | | 3,000,000 | 0.30% |
| (iv) Employees | 25/02/2011 | 0.485 | 08/03/2012-07/03/2013 08/03/2013-07/03/2014 | 1,400,000 | 0.14% |
| | | | | 200,000 | 0.02% |
| | | | | 1,600,000 | 0.16% |
| Total | | | | 4,600,000 | 0.46% |

Notes:

- (1) It was the date when the Company offered to the grantees the options under the Pre-IPO Share Option Scheme.
- (2) Each of the grantees to whom options have been conditionally granted under the Pre-IPO Share Option Scheme will be entitled to exercise:
 - (i) up to 500,000 of the total number options granted at any time during the period commencing from the date of the first anniversary of the Listing Date to the date of the second anniversary of the Listing Date (both days inclusive); and
 - (ii) remaining options granted at any time during the period commencing from the date immediately following the date of the second anniversary of the Listing Date to the date of the third anniversary of the Listing Date (both days inclusive).

Share Option Scheme

The Company adopted the Share Option Scheme on 22 February 2011, which was approved by the shareholders' written resolutions, is valid and effective for a period of 10 years. It is a share incentive scheme and is established to recognize and acknowledge the contribution that the eligible participants have or may have made to the Group. Pursuant to the Share Option Scheme, the Board may, at its discretion, offer to grant an option to any Director, employee, advisor, consultant, distributor, contractor, supplier, customer, agent, business partner, service provider of any member of the Group.

The total number of shares in respect of which share options may be granted under the Share Option Scheme is not permitted to exceed 100,000,000 shares, representing 10% of the total number of issued shares of the Company as at 31 December 2012.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme to eligible participants in any 12 months period up to the date of grant shall not exceed 1% of the Shares in issue as the date of grant. Any further grant of options in excess of this 1% limit shall be subject to the approval of shareholders in a general meeting.

The subscription price of a share of the Company in respect of any particular option granted under the Share Option Scheme shall not be less than the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheets on the date of grant; (ii) the average of the closing prices of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share of the Company on the date of grant of the option.

As at 31 December 2012 and up to the date of approval of these financial statements, no share options have been granted under the Share Option Scheme.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2012, save for the interest of the Directors in share options as below, neither of the Directors nor the Chief Executive of the Company had interests and or short positions in the shares of the Company, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) ("SFO") which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO, or (iii) have to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

Long Position in the Shares and underlying shares of the Company

Share Option

As at 31 December 2012, there were a total of 3,000,000 outstanding share options of the Company granted to the Directors, details of which are summarised in the following table:

| Director | Date of grant | Options to Subscribe for Shares of the Company | | | | | Outstanding as at 30 September 2012 | Option exercise period | Exercise price per share | Approximate percentage of shareholding |
|----------------|---------------|--|---------------------------|-----------------------------|--------------------------|-------------------------------------|-------------------------------------|------------------------|--------------------------|--|
| | | Outstanding as at 1 April 2012 | Granted during the period | Exercised during the period | Lapsed during the period | Outstanding as at 30 September 2012 | | | | |
| | | | | | | | | | | |
| Yu Linda | 25/2/2011 | 500,000 | — | — | — | 500,000 | 08/03/2012 to 07/03/2013 | HK\$0.4850 | 0.05% | |
| | 25/2/2011 | 1,000,000 | — | — | — | 1,000,000 | 08/03/2013 to 07/03/2014 | | 0.10% | |
| | | | | | | 1,500,000 | | | 0.15% | |
| Lau Kin Hon | 25/2/2011 | 500,000 | — | — | — | 500,000 | 08/03/2012 to 07/03/2013 | HK\$0.4850 | 0.05% | |
| | 25/2/2011 | 500,000 | — | — | — | 500,000 | 08/03/2013 to 07/03/2014 | | 0.05% | |
| | | | | | | 1,000,000 | | | 0.10% | |
| Kwok Kin Chung | 25/2/2011 | 500,000 | — | — | — | 500,000 | 08/03/2012 to 07/03/2013 | HK\$0.4850 | 0.05% | |
| Total | | 3,000,000 | — | — | — | 3,000,000 | | | 0.30% | |



Note:

The above share options were granted pursuant to the Company's pre-IPO share option scheme adopted on 22 February 2011.

Each of the grantees to whom options have been conditionally granted under the Pre-IPO Share Option Scheme will be entitled to exercise the options in the following manner:

- (i) a maximum of 500,000 of share under the options granted to him, or if the number of the shares under the options granted to him is less than 500,000, his maximum entitlements under the options granted to him, at any time during the period on or after from the date falling on the first anniversary of the Listing Date to the date of the second anniversary of the Listing Date; and
- (ii) the remaining share, if any, under the options granted to him at any time during the period on or after the date falling on the date of the second anniversary of the Listing Date to the date immediately before the third anniversary of the Listing Date.

Save as disclosed above, none of the Directors or the Chief Executives of the Company had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 December 2012.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2012, according to the register of interests kept by the Company under Section 336 of the SFO, the following parties (in addition to those disclosed above in respect of the Directors and Chief Executives of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

Long position in shares of the Company

| Name of shareholder | Number of shares | Approximate percentage holding |
|---|------------------|--------------------------------|
| Zillion Profit Limited | 750,000,000 | 75% |
| Ms. Au Suet Ming Clarea (<i>note i</i>) | 750,000,000 | 75% |

Note:

- (i) Ms. Au Suet Ming Clarea is deemed to be interested in 750,000,000 shares through her controlling interest (100%) in Zillion Profit Limited.

Save as disclosed above, as at 31 December 2012, the Directors are not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which were interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

PURCHASE, SALE OR REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the nine months ended 31 December 2012.



INTERESTS OF THE COMPLIANCE ADVISER

As notified by VC Capital Limited ("VC Capital"), the compliance adviser of the Company, neither VC Capital nor its directors or employees or associates had any interests in the share capital of the Company or any member of the Group (including options or rights to subscribe for such securities) as at 31 December 2012.

Pursuant to the agreement dated 3 March 2011 entered into between VC Capital and the Company, VC Capital received and will receive fees for acting as the compliance adviser of the Company.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

For the nine months ended 31 December 2012, the Directors are not aware of any business or interest of the Directors, the controlling shareholder(s) of the Company and their respective associates (as defined under the GEM Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by the Directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company had made specific enquiry to all the Directors and the Directors confirmed that they have complied with the required standard of dealings and its code of conduct regarding securities transactions by Directors during the nine months ended 31 December 2012.

CORPORATE GOVERNANCE PRACTICES

The Group is committed to promoting high standards of corporate governance. The Directors believe that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding the shareholders' interests and the Group's assets.

Throughout the period of nine months ended 31 December 2012, the Company has complied with all the code provisions set out in the Code on Corporate Governance Practices contained in Appendix 15 of the GEM Listing Rules.

AUDIT COMMITTEE

The Company set up an audit committee (the “Committee”) with written terms of reference in compliance with the GEM Listing Rules, for the purpose of reviewing and providing supervision over the financial reporting process and internal control of the Group. The Committee comprises three independent non-executive directors of the Company, namely Ms. Choy Wing Man, Mr. Chiu Wai Keung and Mr. Au-Yeung Tai Hong Rorce. The unaudited condensed consolidated interim results of the Group for the nine months ended 31 December 2012 have been reviewed by the Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Stock Exchange and legal requirements, and that adequate disclosures have been made.

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

Hong Kong, 7 February 2013

As at the date of this report, the Company’s non-executive Director is Mr. Alexis Ventouras (Chairman), the Company’s executive Directors are Mr. Kwok Kin Chung (Chief Executive Officer), Mr. Lau Kin Hon and Ms. Yu Linda, and the Company’s independent non-executive Directors are Mr. Au-Yeung Tai Hong Rorce, Mr. Chiu Wai Keung and Ms. Choy Wing Man.