

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2017 (the “**Prospectus**”) issued by M&L Holdings Group Limited 明樑控股集團有限公司 (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for the Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Shares thereby offered. This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia).

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) and may not be offered, sold, pledged, or transferred within the United States or to, or for the account or benefit of, US persons, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.

Potential investors should note that the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) have the right in certain circumstances (as set out in the paragraph headed “Grounds for Termination” of the section headed “Underwriting” in the Prospectus) in their absolute discretion, to terminate the obligations of the Public Offer Underwriters pursuant to the Public Offer Underwriting Agreement at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be 21 July 2017).



M&L HOLDINGS GROUP LIMITED

明樑控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

SHARE OFFER

Number of Offer Shares	: 150,000,000 Shares
under the Share Offer	
Number of Public Offer Shares	: 15,000,000 Shares
Number of Placing Shares	: 135,000,000 Shares
Offer Price	: HK\$0.47 per Offer Share, excluding brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005%
Nominal value	: HK\$0.01 per Share
Stock code	: 8152

SPONSOR



JOINT BOOKRUNNERS AND JOINT LEAD MANAGERS



ANNOUNCEMENT OF OFFER PRICE AND ALLOTMENT RESULTS

SUMMARY

Offer Price and net proceeds

- The Offer Price has been determined at HK\$0.47 per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).
- Based on the Offer Price of HK\$0.47 per Offer Share, the net proceeds from the Share Offer to be received by the Company, after deduction of the underwriting fees and the estimated expenses paid and payable by the Company in connection with the Share Offer, are estimated to be approximately HK\$41.8 million. The Company intends to apply such net proceeds in accordance with the purposes set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

Applications under the Public Offer

- A total of 482 valid applications pursuant to the Public Offer on **WHITE** and **YELLOW** Application Forms and through giving **electronic application instructions** to HKSCC via CCASS and through the **HK eIPO White Form** service (www.hkeipo.hk) for a total of 92,940,000 Public Offer Shares were received, representing approximately 6.20 times of the total number of 15,000,000 Public Offer Shares initially available for subscription under the Public Offer.
- The Offer Shares initially offered under the Public Offer have been well over-subscribed. As the over-subscription in the Public Offer is less than 15 times, no reallocation procedure as described in the section headed “Structure of the Share Offer – Reallocation of the Offer Shares between the Public Offer and the Placing” in the Prospectus has been applied. The final number of Offer Shares under the Public Offer is 15,000,000 Offer Shares, representing 10% of the total number of Offer Shares initially available under the Public Offer. The Offer Shares offered in the Public Offer were conditionally allocated on the basis set out in the paragraph headed “Basis of allocation under the Public Offer” below.

Placing

- The Offer Shares initially offered under the Placing have been moderately over-subscribed, which is equivalent to approximately 1.27 times of the total number of 135,000,000 Offer Shares initially available under the Placing.
- The final number of Placing Shares allocated to 147 placees under the Placing is 135,000,000 Offer Shares, representing 90% of the total number of Offer Shares initially available under the Share Offer. A total of 74 placees have been allotted five board lots of the Offer Shares or less, representing approximately 50.34% of the total number of placees under the Placing. These placees have been allotted approximately 1.19% of the Placing Shares under the Placing. A total of 40 placees have been allotted one board lot of the Offer Shares, representing approximately 27.21% of the total number of placees under the Placing. These placees have been allotted approximately 0.30% of the Placing Shares under the Placing.

Cornerstone Investor

- Pursuant to the Cornerstone Placing Agreement (as defined in the section headed “Cornerstone Investor” in the Prospectus), the Cornerstone Investor (as defined in the section headed “Cornerstone Investor” in the Prospectus) has subscribed for 10,680,000 Shares, representing approximately 7.91% of the total number of Placing Shares initially offered under the Placing and approximately 1.78% of total number of issued Shares immediately following completion of the Share Offer and the Capitalisation Issue (assuming the options which may be granted under the Share Option Scheme are not exercised).
- The offer of the Placing Shares to the Cornerstone Investor forms part of the Placing. The Cornerstone Investor has not subscribed for any Offer Shares under the Share Offer other than and pursuant to the Cornerstone Placing Agreement. The Cornerstone Investor will not have any board representation in the Company, nor will become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. No special right has been granted to the Cornerstone Investor. The shareholding of the Cornerstone Investor will be counted towards the public float of the Company. Under the Cornerstone Placing Agreement, the Cornerstone Investor will be subject to restrictions on disposals of its Shares during the period of six months following the Listing Date. To the best knowledge and belief of the Company, the Cornerstone Investor is an Independent Third Party. For further details of the background of the Cornerstone Investor and the terms of the Cornerstone Placing Agreement, please refer to the section headed “Cornerstone Investor” in the Prospectus.
- Save as disclosed above, the Directors confirm that, to their best knowledge and belief, all the placees and their ultimate beneficial owners are independent of (for the purpose of the GEM Listing Rules), and none of the Offer Shares have been allocated to, (i) the Directors, chief executives, controlling Shareholders, substantial Shareholders of the Company or any of its subsidiaries or a close associate (as defined under the GEM Listing Rules) of any of them; (ii) any person or group of persons as stated in Notes 2 and 3 to Rule 11.23 of the GEM Listing Rules; (iii) any person or group of persons as stated in Notes 1 and 2 to Rule 10.12(4) of the GEM Listing Rules; or (iv) any nominee of the foregoing. No placee, individually, has been or will be placed with more than 10.0% of the issued share capital of the Company immediately after completion of the Share Offer and the Capitalisation Issue. The Directors confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Share Offer.
- Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Share Offer and the Capitalisation Issue, (i) the Company will comply with Rule 11.23(7) of the GEM Listing Rules that the public float of the Company will be at least 25% of the issued share capital of the Company; (ii) not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders as required under Rule 11.23(8) of the GEM Listing Rules; and (iii) the Shares will be held by at least 100 shareholders at the time of Listing in compliance with Rule 11.23(2) of the GEM Listing Rules.

Results of allocation

- In relation to the Public Offer, the Company announces the results of allocations which will include the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available at the times and date and in the manner specified below:
 - in this announcement to be posted on the Company's website at www.mleng.com and the Stock Exchange's website at www.hkexnews.hk by no later than 9:00 a.m. on Thursday, 20 July 2017;
 - from the designated results of allocations website at www.tricor.com.hk/ipo/result with a "search by ID" function on a 24-hour basis from 9:00 a.m. on Thursday, 20 July 2017 to 12:00 midnight on Wednesday, 26 July 2017;
 - by telephone enquiry line by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 20 July 2017 to Tuesday, 25 July 2017 (excluding Saturday, Sunday and public holidays in Hong Kong); and
 - in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 20 July 2017 to Monday, 24 July 2017 at all the receiving bank's designated branches and sub-branches.
- The Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares will be available in this announcement to be posted on our Company's website at www.mleng.com and the website of the Stock Exchange at www.hkexnews.hk on Thursday, 20 July 2017.

Despatch/collection of Share certificates and refund monies

- Applicants who have applied for 1,000,000 or more Public Offer Shares on **WHITE** Application Forms and have provided all information required by their Application Forms may collect their refund cheque(s) and/or Share certificate(s) from Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017. If such applicants do not collect their refund cheque(s) and/or Share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares, their refund cheque(s) and/or Share certificate(s) will be sent to the address specified in their Application Form on or before Thursday, 20 July 2017 by ordinary post at their own risk.

- Wholly or partially successful applicants who have applied for 1,000,000 or more Public Offer Shares through the **HK eIPO White Form** service may collect their share certificate(s) in person from the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017 or such other date as notified by the Company on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.mleng.com as the date of despatch/collection of share certificates/e-Auto Refund payment instructions/refund cheques. If such applicants do not collect their share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares through the **HK eIPO White Form** service, their share certificate(s) will be sent to the address specified in their application instructions on or before Thursday, 20 July 2017, by ordinary post at their own risk.
- For applicants using the **HK eIPO White Form** service and who have paid the application monies from a single bank account, any refund monies will be despatched to that bank account in the form of e-Auto Refund payment instructions on Thursday, 20 July 2017. For applicants using the **HK eIPO White Form** service and who have paid the application monies from multiple bank accounts, any refund monies will be despatched to the address as specified in their application instructions through the **HK eIPO White Form** service in the form of refund cheque(s), on Thursday, 20 July 2017 by ordinary post at their own risk.
- Wholly or partially successful applicants on **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC will have their Share certificate(s) issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor's stock account or their designated CCASS Participant stock account on Thursday, 20 July 2017.
- Applicants applying through a designated CCASS Participant (other than a CCASS Investor Participant) using by giving **electronic application instructions** to HKSCC via CCASS should check the number of Public Offer Shares allocated to them with that CCASS Participant.
- Applicants applying as a CCASS Investor Participant using **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC via CCASS should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 20 July 2017, or any other date as determined by HKSCC or HKSCC Nominees.
- Applicants applying as a CCASS Investor Participant on a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS may also check their new account balances via the CCASS Phone System and the CCASS Internet System (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Public Offer Shares to their CCASS Investor Participant stock accounts. HKSCC will also make available to CCASS Investor Participants an activity statement showing the number of Public Offer Shares credited to their stock accounts.

- Refund of application monies (if any) in respect of wholly or partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading but without interest) to applicants who gave **electronic application instructions** to HKSCC via CCASS will be credited to their designated bank account or the designated bank account of their broker or custodian on Thursday, 20 July 2017.
- Applicants instructing their broker or custodian to give **electronic application instructions** on their behalf may check the refund amount payable to them through their broker or custodian.
- Applicants applying as CCASS Investor Participants can check the amount of refund monies payable to them via the CCASS Phone System or the CCASS Internet System on Thursday, 20 July 2017, or in the activity statement made available to them by HKSCC after the credit of refund monies to their designated bank accounts.
- Applicants who have applied for 1,000,000 or more Public Offer Shares on **YELLOW** Application Forms and have provided all information required by their Application Form may collect their refund cheque(s) and/or Share certificate(s) from Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017. If such applicants do not collect their refund cheque(s) and/or Share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares, their refund cheque(s) and/or Share certificate(s) will be sent to the address specified in their Application Form on or before Thursday, 20 July 2017 by ordinary post at their own risk.
- Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, 21 July 2017 provided that the Share Offer has become unconditional and the right of termination as described in the paragraph headed "Grounds for Termination" of the section headed "Underwriting" in the Prospectus has not been exercised.
- The Company will not issue any temporary documents of title in respect of the Offer Shares. No receipts will be issued for sums paid on application.

Commencement of dealings and public float

- Assuming that the Share Offer becomes unconditional in all respects at 8:00 a.m. on Friday, 21 July 2017, dealings in the Shares on the GEM of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 21 July 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8152.
- Immediately following the completion of the Share Offer (assuming no Shares will be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme), 28.56% of the total issued share capital of the Company will be held by the public in compliance with the requirements under Rule 11.23(7) of the GEM Listing Rules.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

OFFER PRICE

The Offer Price has been determined at HK\$0.47 per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%).

NET PROCEEDS FROM THE SHARE OFFER

Based on the Offer Price of HK\$0.47 per Offer Share, the net proceeds from the Share Offer to be received by the Company, after deduction of the underwriting fees and the estimated expenses paid and payable by the Company in connection with the Share Offer, are estimated to be approximately HK\$41.8 million.

The Company intends to apply such net proceeds in accordance with the purposes set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

APPLICATION AND INDICATIONS OF INTEREST RECEIVED UNDER THE PUBLIC OFFER

The Board announces that the Public Offer Shares initially offered under the Public Offer have been well over-subscribed. At the close of application list at 12:00 noon on Thursday, 6 July 2017, a total of 482 valid applications pursuant to the Public Offer on **WHITE** and **YELLOW** Application Forms and through giving **electronic application instructions** to HKSCC via CCASS and through the **HK eIPO White Form** service (www.hkeipo.hk) for a total of 92,940,000 Public Offer Shares were received, representing approximately 6.20 times of the total number of 15,000,000 Public Offer Shares initially available for subscription under the Public Offer.

Under the Public Offer, no multiple applications or suspected multiple applications have been identified and rejected. No applications have been rejected due to bounced cheques. No applications have been rejected due to invalid applications which are not completed in accordance with the instructions set out in the Application Forms. No application for more than 15,000,000 shares have been identified.

The Offer Shares offered in the Public Offer were conditionally allocated on the basis set out in the paragraph headed “Basis of allocation under the Public Offer” below.

LEVEL OF INDICATIONS OF INTERESTS AND ALLOCATION UNDER THE PLACING

The Board further announces that the Offer Shares initially offered under the Placing have been moderately over-subscribed, which is equivalent to approximately 1.27 times of the total number of 135,000,000 Offer Shares initially available under the Placing. As the over-subscription in the Public Offer is less than 15 times, no reallocation procedure as described in the section headed “Structure of the Share Offer – Reallocation of the Offer Shares between the Public Offer and the Placing” in the Prospectus has been applied. The final number of Placing Shares allocated to 147 placees under the Placing is 135,000,000 Offer Shares, representing 90% of the total number of Offer Shares initially available under the Share Offer. A total of 74 placees have been allotted five board lots of the Offer Shares or less, representing approximately 50.34% of the total number placees under the Placing. These placees have been allotted approximately 1.19% of the Placing Shares under the Placing. A total of 40 placees have been allotted one board lot of the Offer Shares, representing approximately 27.21% of the total number placees under the Placing. These placees have been allotted approximately 0.30% of the Placing Shares under the Placing.

Pursuant to the Placing, a total of 135,000,000 Placing Shares have been conditionally allocated to a total of 147 selected professional, institutional and other investors. The distribution of the Placing Shares is set forth as below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of Placing Shares allocated under the Placing	Approximate percentage of the total number of Offer Shares under the Share Offer	Approximate percentage of the enlarged issued share capital immediately upon completion of the Share Offer and Capitalisation Issue
Top placee	10,680,000	7.91%	7.12%	1.78%
Top 5 placees	35,500,000	26.30%	23.67%	5.92%
Top 10 placees	57,260,000	42.41%	38.17%	9.54%
Top 25 placees	93,040,000	68.92%	62.03%	15.51%

Number of Placing Shares allocated

Number of placees

10,000 to 50,000	74
50,001 to 100,000	11
100,001 to 500,000	6
500,001 to 1,000,000	13
1,000,001 to 5,000,000	39
5,000,001 to 10,000,000	3
10,000,001 and above	1
Total	147

CORNERSTONE INVESTOR

Pursuant to the Cornerstone Placing Agreement (as defined in the section headed “Cornerstone Investor” in the Prospectus), the Cornerstone Investor (as defined in the section headed “Cornerstone Investor” in the Prospectus) has subscribed for 10,680,000 Shares, representing approximately 7.91% of the total number of Placing Shares initially offered under the Placing and approximately 1.78% of total number of issued Shares immediately following completion of the Share Offer and the Capitalisation Issue (assuming the options which may be granted under the Share Option Scheme are not exercised).

The offer of the Placing Shares to the Cornerstone Investor forms part of the Placing. The Cornerstone Investor has not subscribed for any Offer Shares under the Share Offer other than and pursuant to the Cornerstone Placing Agreement. The Cornerstone Investor will not have any board representation in the Company, nor will become a substantial shareholder (within the meaning of the GEM Listing Rules) of the Company. No special right has been granted to the Cornerstone Investor. The shareholding of the Cornerstone Investor will be counted towards the public float of the Company. Under the Cornerstone Placing Agreement, the Cornerstone Investor will be subject to restrictions on disposals of its Shares during the period of six months following the Listing Date. To the best knowledge and belief of the Company, the Cornerstone Investor is an Independent Third Party. For further details of the background of the Cornerstone Investor and the terms of the Cornerstone Placing Agreement, please refer to the section headed “Cornerstone Investor” in the Prospectus.

Save as disclosed above, the Directors confirm that, to their best knowledge and belief, all the placees and their ultimate beneficial owners are independent of (for the purpose of the GEM Listing Rules), and none of the Offer Shares have been allocated to, (i) the Directors, chief executives, controlling Shareholders, substantial Shareholders of the Company or any of its subsidiaries or a close associate (as defined under the GEM Listing Rules) of any of them; (ii) any person or group of persons as stated in Notes 2 and 3 to Rule 11.23 of the GEM Listing Rules; (iii) any person or group of persons as stated in Notes 1 and 2 to Rule 10.12(4) of the GEM Listing Rules; or (iv) any nominee of the foregoing. No placee, individually, has been or will be placed with more than 10.0% of the issued share capital of the Company immediately after completion of the Share Offer and the Capitalisation Issue. The Directors confirm that there will not be any new substantial shareholder of the Company within the meaning of the GEM Listing Rules immediately after completion of the Share Offer.

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of at least 25% of its total issued share capital at the time of the Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, not more than 50% of the Shares in public hands at the time of the Listing shall be owned by the three largest public Shareholders. The Directors confirm that, immediately after completion of the Share Offer and the Capitalisation Issue, (i) the Company will comply with Rule 11.23(7) of the GEM Listing Rules that the public float of the Company will be at least 25% of the issued share capital of the Company; (ii) not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders as required under Rule 11.23(8) of the GEM Listing Rules; and (iii) the Shares will be held by at least 100 shareholders at the time of Listing in compliance with Rule 11.23(2) of the GEM Listing Rules.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

BASIS OF ALLOCATION UNDER THE PUBLIC OFFER

Subject to the satisfaction of the conditions set out in the paragraph headed “Structure of the Share Offer – Conditions of the Share Offer” in the Prospectus, valid applications made by the public on **WHITE** and **YELLOW** Application Forms and by giving **electronic application instructions** to HKSCC via CCASS and under the **HK eIPO White Form** service will be conditionally allocated on the basis set out below:

Number of Public Offer Shares applied for	Number of valid applications	Basis of allotment/ballot	Approximate percentage allotted of the total number of Public Offer Shares applied for
10,000	369	10,000 shares	100.00%
20,000	27	10,000 shares plus 14 out of 27 applicants to receive an additional 10,000 shares	75.93%
30,000	12	20,000 shares	66.67%
40,000	8	20,000 shares plus 2 out of 8 applicants to receive an additional 10,000 shares	56.25%
50,000	8	20,000 shares plus 4 out of 8 applicants to receive an additional 10,000 shares	50.00%
60,000	3	20,000 shares plus 2 out of 3 applicants to receive an additional 10,000 shares	44.44%
80,000	2	30,000 shares	37.50%
90,000	1	30,000 shares	33.33%
100,000	12	30,000 shares plus 3 out of 12 applicants to receive an additional 10,000 shares	32.50%
150,000	3	40,000 shares	26.67%
200,000	8	40,000 shares plus 2 out of 8 applicants to receive an additional 10,000 shares	21.25%
250,000	1	50,000 shares	20.00%
300,000	2	50,000 shares plus 1 out of 2 applicants to receive an additional 10,000 shares	18.33%
350,000	1	60,000 shares	17.14%
400,000	3	60,000 shares plus 2 out of 3 applicants to receive an additional 10,000 shares	16.67%
450,000	1	70,000 shares	15.56%
500,000	7	70,000 shares plus 2 out of 7 applicants to receive an additional 10,000 shares	14.57%
600,000	3	70,000 shares plus 2 out of 3 applicants to receive an additional 10,000 shares	12.78%
800,000	1	100,000 shares	12.50%
1,000,000	3	120,000 shares	12.00%
2,000,000	1	230,000 shares	11.50%
9,000,000	3	990,000 shares	11.00%
13,000,000	1	1,370,000 shares	10.54%
15,000,000	2	1,500,000 shares	10.00%
TOTAL:	482		

The final number of Offer Shares comprised in the Public Offer is 15,000,000 Offer Shares, representing 10% of the total number of the Offer Shares under the Share Offer.

RESULTS OF ALLOCATIONS

In relation to the Public Offer (including applications made under **WHITE** and **YELLOW** Application Forms and by giving **electronic application instructions** to HKSCC via CCASS or through the **HK eIPO White Form** service), the results of allocations which will include the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Public Offer will be made available at the times and date and in the manner specified below:

- in this announcement to be posted on the Company's website at www.mleng.com and the Stock Exchange's website at www.hkexnews.hk by no later than 9:00 a.m. on Thursday, 20 July 2017;
- from the designated results of allocations website at www.tricor.com.hk/ipo/result with a "search by ID" function on a 24-hour basis from 9:00 a.m. on Thursday, 20 July 2017 to 12:00 midnight on Wednesday, 26 July 2017;
- by telephone enquiry line by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Thursday, 20 July 2017 to Tuesday, 25 July 2017 (excluding Saturday, Sunday and public holidays in Hong Kong); and
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, 20 July 2017 to Monday, 24 July 2017 at the following designated branches of **DBS Bank (Hong Kong) Limited** at the addresses set out below.

District	Branch Name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road Central, Central
	North Point Branch	G/F, 391 King's Road, North Point
	Aberdeen Branch	Shops A & B, G/F, Units A & B, 1/F, On Tai Building, 1-3 Wu Nam Street, Aberdeen
Kowloon	Nathan Road – SME Banking Centre	2/F, Wofoo Commercial Building, 574-576 Nathan Road, Mongkok
	Canton Road – DBS Treasures Centre	G/F, Hanley House, 68 Canton Road, Tsimshatsui

District	Branch Name	Address
New Territories	Tuen Mun Town Plaza – SME Banking Centre	Shop 23, G/F, Tuen Mun Town Plaza (II), 3 Tuen Lung Street, Tuen Mun
	Kwai Chung Branch	G/F, 1001 Kwai Chung Road, Kwai Chung
	Shatin Plaza Branch	Shops 47-48, Level 1, Shatin Plaza, No. 21-27 Sha Tin Centre Street, Shatin

Applicants instructing their broker or custodian to give **electronic application instructions** on their behalf may check with their broker or custodian to advise them of the number of Shares allocated under their applications. Successful CCASS Investor Participants can check the number of Offer Shares allocated to them via the CCASS Phone System and CCASS Internet System on Thursday, 20 July 2017 or from the activity statement that will be made available by HKSCC to them showing the number of Public Offer Shares credited to their CCASS Investor Participant stock accounts.

The Offer Price, the level of indication of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Public Offer Shares (with successful applicants' identification document numbers, where appropriate) will be available in this announcement to be posted on our Company's website at www.mleng.com and the website of the Stock Exchange at www.hkexnews.hk on Thursday, 20 July 2017.

Results of Applications Made by WHITE Application Forms or HK eIPO White Form

The followings are the identification document numbers (where supplied) of wholly or partially successful applicants using **WHITE** Application Forms or **HK eIPO White Form** and the number of Public Offer Shares conditionally allotted to them.

Applicants who have not provided their identification document numbers are not shown.

以白色申請表格或網上白表提出申請的配發結果

以下為使用白色申請表格或網上白表提出申請而獲全部或部份接納的申請人的身份證明文件號碼(如有提供)及彼等獲有條件配發的公開發售股份數目。如申請人未有提供身份證明文件號碼，其結果將不會顯示。

Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目
C6045764	10,000						
E9101865	10,000						
G0777632	10,000						
G2217219	70,000						
K4911431	10,000						
P8207295	10,000						

Results of Applications Made by YELLOW Application Forms (Through Designated CCASS Clearing/Custodian Participants)

The followings are the identification document numbers (where supplied) of wholly or partially successful applicants using **YELLOW** Application Forms through designated CCASS Clearing/Custodian Participants and the number of Public Offer Shares conditionally allotted to them. Applicants who have not provided their identification document numbers are not shown.

以黃色申請表格提出申請的配發結果 (透過指定中央結算系統結算/託管商參與者)

以下為使用**黃色**申請表格透過指定中央結算系統結算/託管商參與者提出申請而全部或部份獲接納的申請人的身份證明文件號碼(如有提供)及彼等獲有條件配發的公开发售股份數目。如申請人未有提供身份證明文件號碼，其結果將不會顯示。

Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目
A3693832	1,500,000						
C4745114	20,000						

Results of Applications Made by Giving Electronic Application Instructions to HKSCC via CCASS

The followings are the identification document numbers (where supplied) of wholly or partially successful applicants made by giving electronic application instructions to HKSCC via CCASS and the number of Public Offer Shares conditionally allotted to them.

Applicants who have not provided their identification document numbers are not shown.

透過中央結算系統向香港結算發出電子認購指示申請的配發結果

以下為透過中央結算系統向香港結算發出電子認購指示申請而獲全部或部分接納的申請人的身份證明文件號碼(如有提供)及彼等獲有條件配發的公開發售股份數目。如申請人未有提供身份證明文件號碼，其結果將不會顯示。

Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目
0003790	10,000	21025027X	10,000	502083027	10,000	70704192X	10,000
0004861	20,000	21028631	40,000	502154856	10,000	70729242X	10,000
0008765	20,000	211153718	10,000	502155116	10,000	708015176	10,000
00120504X	10,000	212096670	10,000	504124858	10,000	708171734	10,000
001225548	10,000	290285C	80,000	505101828	10,000	708222155	10,000
001251021	10,000	293091M	230,000	505130424	10,000	710081010	10,000
002044221	10,000	293259C	70,000	506100023	10,000	710126867	10,000
002055518	10,000	300028	10,000	506144547	10,000	711084873	10,000
003085724	10,000	300091	10,000	506181926	10,000	711100103	10,000
003100043	10,000	301105123	10,000	506190030	10,000	71110554X	10,000
006194853	10,000	302051927	10,000	506250347	10,000	721130096	10,000
007245517	10,000	302051928	10,000	508313421	10,000	760904103	10,000
007294869	10,000	302111023	10,000	510157830	10,000	770310424	10,000
008055163	10,000	304011724	10,000	510200051	20,000	800326C	10,000
008245024	10,000	304305034	10,000	510411197	10,000	800327C	10,000
008265751	10,000	305042116	10,000	510813551	10,000	800337C	10,000
009185448	10,000	306174862	10,000	511073634	10,000	800761C	10,000
01015301X	10,000	307117227	10,000	51111104X	10,000	800764C	10,000
010165147	10,000	308153075	10,000	511150012	10,000	801013012	10,000
010290629	10,000	30916001X	10,000	512181498	10,000	802055139	10,000
011293025	10,000	309264863	10,000	512186026	10,000	80210182X	10,000
012020045	10,000	31120151X	10,000	512193215	10,000	802134280	10,000
012030038	10,000	312064543	10,000	512276112	10,000	802250015	10,000
01222110X	10,000	312104860	10,000	51230064X	10,000	80279	120,000
0231714	20,000	312140012	10,000	5192405	10,000	803195518	10,000
101025776	10,000	312237325	10,000	520117552	10,000	804306127	10,000
101160512	10,000	31229028X	10,000	5206064	10,000	805195121	10,000
102088923	10,000	312293025	10,000	5206066	10,000	807015018	10,000
103115023	10,000	312299546	10,000	580810301	10,000	807176066	10,000
10322064X	10,000	32052019	30,000	581027304	10,000	807205645	10,000
103301621	10,000	32091119	20,000	601130014	10,000	808025476	10,000
104031725	10,000	325038297	30,000	601190020	10,000	80820224X	10,000
104077229	10,000	371015171	10,000	603011322	10,000	809025528	10,000
10630084X	10,000	380908103	10,000	603236124	10,000	809211734	20,000
107236672	10,000	401046827	10,000	604051028	10,000	810071585	10,000
108030552	10,000	402185623	10,000	605075113	10,000	811194017	10,000
108132823	10,000	402220286	10,000	606014852	10,000	81221332X	10,000
109058013	10,000	403100217	40,000	606162235	10,000	812280910	10,000
109114860	10,000	403282218	10,000	606225027	10,000	901060225	10,000
11024511X	10,000	404085041	10,000	607023085	10,000	901200013	10,000
111256040	10,000	405120016	10,000	607300026	10,000	902055751	10,000
111269287	10,000	407185510	10,000	608012723	10,000	903034868	10,000
112091800	1,370,000	407235124	10,000	608130020	10,000	903055023	10,000
1216429	10,000	408035038	10,000	608218720	10,000	903172815	10,000
1216433	10,000	408153943	10,000	609083218	10,000	904112853	10,000
201145010	10,000	409141593	10,000	611230049	10,000	905151927	10,000
201314932	10,000	409160420	10,000	611260663	10,000	905173031	10,000
204053210	10,000	40921551X	10,000	611270624	10,000	906061033	10,000
204102748	10,000	410151734	10,000	611293015	10,000	906094210	10,000
205181718	10,000	410235012	10,000	612015122	10,000	906106020	10,000
205206114	10,000	411193011	10,000	612085851	10,000	906264211	10,000
206155253	10,000	412014897	10,000	621015006	10,000	907207845	10,000
207094717	10,000	412160649	10,000	640116303	10,000	908074213	10,000
208180018	10,000	44010219	10,000	651124391	10,000	909051725	10,000
208245036	10,000	440784199	10,000	701100410	10,000	909115193	10,000
209117514	10,000	44252219	10,000	702145014	10,000	910205564	10,000
209255017	10,000	471207653	10,000	703074946	10,000	911280037	10,000
209290458	10,000	500810301	10,000	704105500	10,000	C2930461	10,000
210033061	10,000	50111264X	10,000	706235017	10,000	C31929418	10,000

Results of Applications Made by Giving Electronic Application Instructions to HKSCC via CCASS

The followings are the identification document numbers (where supplied) of wholly or partially successful applicants made by giving **electronic application instructions** to HKSCC via CCASS and the number of Public Offer Shares conditionally allotted to them.

Applicants who have not provided their identification document numbers are not shown.

透過中央結算系統向香港結算發出電子認購指示申請的配發結果

以下為透過中央結算系統向香港結算發出**電子認購指示**申請而獲全部或部分接納的申請人的身份證明文件號碼(如有提供)及彼等獲有條件配發的公開發售股份數目。如申請人未有提供身份證明文件號碼，其結果將不會顯示。

Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目	Identification document number(s) 身份證明文件號碼	No. of Shares allotted 獲配發股份數目
C31929419	10,000	IS7166927	10,000	Y0970776	10,000		
C419525	10,000	IS7402667	10,000	Y2025777	20,000		
C4561323	10,000	IS7457280	10,000	Y365820A	40,000		
C461448	10,000	IS7568788	10,000	Z0127494	120,000		
C571081	40,000	IS7619978	10,000	Z097278A	10,000		
C6615137	50,000	IS7872916	20,000	Z219900A	10,000		
D045523	10,000	IS7884393	10,000	Z2777089	10,000		
D1901630	10,000	IS8131899	10,000	Z3149871	10,000		
D3376401	20,000	IS8155816	10,000	Z3221653	10,000		
D3851037	70,000	IS8210370	10,000	Z360683	10,000		
D5172447	70,000	IS8215361	10,000	Z402001	20,000		
D608771	10,000	IS8251391	50,000	Z5593868	30,000		
D633757	10,000	IS8343873	10,000	Z9132326	10,000		
D6978240	70,000	IS8444248	10,000				
D8154717	10,000	IS8501240	10,000				
D858582	10,000	IS8533504	10,000				
E12162495	10,000	IS8939094	10,000				
E7974837	10,000	IS8998178	10,000				
E8887423	10,000	IS9180494	10,000				
G1721002	20,000	IS9566641	10,000				
G3551775	10,000	IS9620090	10,000				
G49273022	10,000	IS9798121	20,000				
G50309943	10,000	IS9911296	10,000				
G6053164	30,000	IS9997756	10,000				
G6594335	20,000	K0204145	30,000				
H130328	10,000	K0431532	20,000				
H3658785	70,000	K1046519	20,000				
H4330732	20,000	K1275275	80,000				
IS1274645	10,000	K2221969	20,000				
IS1370959	10,000	K2796651	10,000				
IS1846059	10,000	K297049A	10,000				
IS1913427	10,000	K356245A	10,000				
IS1985730	10,000	K4513142	10,000				
IS2132188	10,000	K572708	10,000				
IS2232328	10,000	K6137296	10,000				
IS2375415	50,000	K6653367	10,000				
IS2429533	10,000	K6914888	10,000				
IS2536902	30,000	K6957641	10,000				
IS2866509	10,000	K7089562	10,000				
IS3173145	10,000	K9163247	80,000				
IS3174441	20,000	P2083772	10,000				
IS3999720	10,000	P2326942	70,000				
IS4281735	10,000	P3456173	10,000				
IS4333594	10,000	P4061709	20,000				
IS4345237	10,000	P564550A	40,000				
IS4420610	10,000	P5728480	120,000				
IS4825001	10,000	R072793	10,000				
IS5050220	10,000	R163910	10,000				
IS5153676	40,000	R3039578	40,000				
IS5256583	10,000	R4496255	10,000				
IS5362524	10,000	R6322920	20,000				
IS5916781	30,000	R8398649	10,000				
IS6418779	10,000	R8734584	30,000				
IS6538631	10,000	V0492973	20,000				
IS6539026	10,000	V0781460	10,000				
IS6600828	1,500,000	W45072064	10,000				
IS6796398	10,000	Y0185637	10,000				
IS6979496	60,000	Y0247241	80,000				
IS6991022	10,000	Y0523141	10,000				

DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND CHEQUES

For applications under WHITE Application Forms

Applicants who have applied for 1,000,000 or more Public Offer Shares on **WHITE** or **YELLOW** Application Forms and have provided all information required by their Application Form may collect their refund cheque(s) and/or Share certificate(s) from Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017. If such applicants do not collect their refund cheque(s) and/or Share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares, their refund cheque(s) and/or Share certificate(s) will be sent to the address specified in their Application Forms on or before Thursday, 20 July 2017 by ordinary post at their own risk.

For applications through the HK eIPO White Form service

Wholly or partially successful applicants who have applied for 1,000,000 or more Public Offer Shares through the **HK eIPO White Form** service may collect their share certificate(s) in person from the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017 or such other date as notified by the Company on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.mleng.com as the date of despatch/collection of share certificates/e-Auto Refund payment instructions/refund cheques. If such applicants do not collect their share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares through the **HK eIPO White Form** service, their share certificate(s) will be sent to the address specified in their application instructions on or before Thursday, 20 July 2017, by ordinary post at their own risk.

For applicants using the **HK eIPO White Form** service and who have paid the application monies from a single bank account, any refund monies will be despatched to that bank account in the form of e-Auto Refund payment instructions on Thursday, 20 July 2017. For applicants using the **HK eIPO White Form** service and who have paid the application monies from multiple bank accounts, any refund monies will be despatched to the address as specified in their application instructions through the **HK eIPO White Form** service in the form of refund cheque(s), on Thursday, 20 July 2017 by ordinary post at their own risk.

For applications using YELLOW Application Forms and/or via electronic application instructions to HKSCC via CCASS

Wholly or partially successful applicants on **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC will have their Share certificate(s) issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor's stock account or their designated CCASS Participant stock account on Thursday, 20 July 2017.

Applicants applying through a designated CCASS Participant (other than a CCASS Investor Participant) using by giving **electronic application instructions** to HKSCC via CCASS should check the number of Public Offer Shares allocated to them with that CCASS Participant.

Applicants applying as a CCASS Investor Participant using **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC via CCASS should check the announcement published by the Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, 20 July 2017, or any other date as determined by HKSCC or HKSCC Nominees.

Applicants applying as a CCASS Investor Participant on a **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC via CCASS may also check their new account balances via the CCASS Phone System and the CCASS Internet System (using the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Public Offer Shares to their CCASS Investor Participant stock accounts. HKSCC will also make available to CCASS Investor Participants an activity statement showing the number of Public Offer Shares credited to their stock accounts.

Refund of application monies (if any) in respect of wholly or partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Hong Kong Stock Exchange trading but without interest) to applicants who gave **electronic application instructions** to HKSCC via CCASS will be credited to their designated bank account or the designated bank account of their broker or custodian on Thursday, 20 July 2017.

Applicants instructing their broker or custodian to give **electronic application instructions** on their behalf may check the refund amount payable to them through their broker or custodian.

Applicants applying as CCASS Investor Participants can check the amount of refund monies payable to them via the CCASS Phone System or the CCASS Internet System on Thursday, 20 July 2017, or in the activity statement made available to them by HKSCC after the credit of refund monies to their designated bank accounts.

Applicants who have applied for 1,000,000 or more Public Offer Shares on **YELLOW** Application Forms and have provided all information required by their Application Form may collect their refund cheque(s) and/or Share certificate(s) from Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, 20 July 2017. If such applicants do not collect their refund cheque(s) and/or Share certificate(s) personally within the time specified for collection, and for applicants who have applied for less than 1,000,000 Public Offer Shares, their refund cheque(s) and/or Share certificate(s) will be sent to the address specified in their Application Form on or before Thursday, 20 July 2017 by ordinary post at their own risk.

Share certificates will only become valid certificates of title at 8:00 a.m. on Friday, 21 July 2017 provided that the Share Offer has become unconditional and the right of termination as described in the paragraph headed "Grounds for Termination" of the section headed "Underwriting" in the Prospectus has not been exercised.

The Company will not issue any temporary documents of title in respect of the Offer Shares. No receipts will be issued for sums paid on application.

PUBLIC FLOAT

Immediately following the completion of the Share Offer (assuming no Shares will be allotted and issued pursuant to the exercise of options which may be granted under the Share Option Scheme), 28.56% of the total issued share capital of the Company will be held by the public in compliance with the requirements under Rule 11.23(7) of the GEM Listing Rules.

COMMENCEMENT OF DEALINGS

Assuming that the Share Offer becomes unconditional in all respects at 8:00 a.m. on Friday, 21 July 2017, dealings in the Shares on the GEM of the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 21 July 2017. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8152.

By order of the Board
M&L Holdings Group Limited
Ng Lai Ming
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 20 July 2017

As of the date of this announcement, the executive Directors are Mr. Ng Lai Ming, Mr. Ng Lai Tong, Mr. Cheung King and Mr. Ng Lai Po. The independent non-executive Directors are Mr. Tai Wai Kwok, Ir. Lo Kok Keung and Mr. Lau Chi Leung.

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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this announcement misleading or deceptive.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its publication and on the Company’s website at www.mleng.com and the website of the Stock Exchange at www.hkexnews.hk.