

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

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of the Company. Prospective investors should read the Prospectus carefully for detailed information about the Public Offer and the Placing described below before deciding whether or not to invest in the Shares thereby being 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 US 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 US Securities Act. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the US Securities Act.

M&L Holdings Group Limited

明樑控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares under the Share Offer	: 150,000,000 Shares
Number of Public Offer Shares	: 15,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 135,000,000 Shares (subject to reallocation)
Maximum Offer Price	: HK\$0.5 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 8152

Sponsor



Joint Bookrunners and Joint Lead Managers



THE SHARE OFFER

Application has been made by the Company to the Stock Exchange for granting the listing of, and permission to deal in the Shares in issue and to be issued pursuant to the Share Offer and any Shares which may fall to be issued upon the exercise of options which may be granted under the Share Option Schemes. Assuming that the Share Offer becomes unconditional, it is expected that dealings in the Shares on GEM will commence at 9:00 a.m. on Friday, 21 July 2017.

The Share Offer comprises the Public Offer of 15,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares initially available under the Share Offer, and the Placing of initially 135,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares initially available under the Share Offer. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the paragraph headed “Structure of the Share Offer – Reallocation of the Offer Shares between the Public Offer and the Placing” in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on GEM and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, which is expected to be Friday, 21 July 2017 or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The final Offer Price is expected to be fixed by agreement between the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Wednesday, 12 July 2017 and, in any event, no later than 6:00 p.m. on 14 July 2017. If, for any reason, the Joint Bookrunners (for themselves and on behalf of the Underwriters) and the Company are unable to reach an agreement on the Offer Price by 6:00 p.m. on 14 July 2017, the Share Offer will not proceed and will lapse immediately. In such event, the Company will issue an announcement on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.mleng.com.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. The Share Offer is conditional upon the fulfilment of the conditions as set out in the paragraph headed “Structure of the Share Offer – Conditions of the Share Offer” in the Prospectus. If any of such conditions has not been fulfilled or waived in accordance with the terms and conditions of the Underwriting Agreements prior to the time(s) and date(s) specified therein, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Share Offer will be published on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.mleng.com and in the The Standard (in English) and the Hong Kong Economic Times (in Chinese) on the next business day following such lapse. In such event, all application monies will be refunded to applicants, without interest.

Prospective investors should note that the Joint Bookrunners (for themselves and on behalf of the Public Offer Underwriters) have the right in certain circumstances, in their absolute discretion, to terminate the Public Offer Underwriters’ obligations under the Public Offer Underwriting Agreement upon giving notice to the Company upon the occurrence of certain events pursuant to the Public Offer Underwriting Agreement (details of which are set forth in the paragraph headed “Underwriting – Underwriting arrangements and expenses – Public Offer – Grounds for termination” in the Prospectus) at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is currently expected to be Friday, 21 July 2017.

Applicants who wish to be allotted the Public Offer Shares to be issued in their own names should (i) complete and sign the **WHITE** Application Form; or (ii) apply online through **HK eIPO White Form Service** at www.hkeipo.hk. Applicants who wish to have the Public Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participants stock accounts or their designated CCASS Participant's stock accounts should (i) complete and sign the **YELLOW** Application Form; or (ii) apply by giving **electronic application instructions** to HKSCC via CCASS.

The Offer Price will not be more than HK\$0.5 per Offer Share and is expected to be not less than HK\$0.4 per Offer Share. Applicants for the Public Offer Shares are required to pay, on application, the Offer Price of HK\$0.5 per Offer Share together with brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%.

AVAILABILITY OF THE PROSPECTUS AND THE APPLICATION FORMS

Copies of the Prospectus, together with the **WHITE** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017, until 12:00 noon on Thursday, 6 July 2017 from:

1. the office of the Sponsor, the Joint Bookrunners, the Joint Lead Managers and the Public Offer Underwriters:

Sponsor

Investec Capital Asia Limited
Suite 3609, 36th Floor
Two International Finance Centre
8 Finance Street
Central
Hong Kong

Joint Bookrunners and Joint Lead Managers

Aristo Securities Limited
Room 101, 1st Floor
On Hong Commercial Building
145 Hennessy Road
Wanchai
Hong Kong

Changjiang Securities Brokerage (HK) Limited
Suite 1908, 19th Floor
Cosco Tower
183 Queen's Road Central
Central
Hong Kong

KGI Capital Asia Limited
41st Floor Central Plaza
18 Harbour Road
Wanchai
Hong Kong

Public Offer Underwriters

Aristo Securities Limited
Room 101, 1st Floor
On Hong Commercial Building
145 Hennessy Road
Wanchai
Hong Kong

Ballas Capital Limited
Unit 1802, 18th Floor
1 Duddell Street
Central
Hong Kong

Changjiang Securities Brokerage (HK) Limited
Suite 1908, 19th Floor
Cosco Tower
183 Queen's Road Central
Central
Hong Kong

Founder Securities (Hong Kong) Limited
21st Floor
33 Des Voeux Road Central
Central
Hong Kong

Halcyon Securities Limited
11th Floor
8 Wyndham Street
Central
Hong Kong

KGI Capital Asia Limited
41st Floor
Central Plaza
18 Harbour Road
Wanchai
Hong Kong

2. any of the branches of the receiving bank for the Public Offer:**DBS Bank (Hong Kong) Limited**

District	Branch name	Address
Hong Kong Island	Head Office	G/F, The Center, 99 Queen's Road 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
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

Copies of the Prospectus, together with the **YELLOW** Application Form, may be obtained during normal business hours from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Thursday, 6 July 2017 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Applicants may apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk (24 hours daily, except the last application day) from 9:00 a.m. on Friday, 30 June 2017 until 11:30 a.m. on Thursday, 6 July 2017 or such later date as may apply as described in the section headed “How to apply for Public Offer Shares – 10. Effect of bad weather on the opening of the Application Lists” in the Prospectus.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order attached and marked payable to “**Ting Hong Nominees Limited – M&L Holdings Public Offer**” for payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 30 June 2017 until 12:00 noon on Thursday, 6 July 2017 (24 hours daily, except the last application day) or such later time as described in the section “How to Apply for the Public Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure of the Share Offer” and “How to Apply for the Public Offer Shares” in the Prospectus for details of the conditions and procedures of the Public Offer.

The Company expects to publish the announcement on 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 on the website of the Stock Exchange (www.hkexnews.hk) and on the Company’s website (www.mleng.com) on Thursday, 20 July 2017. The results of allocations (with the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants) under the Public Offer will be available through a variety of channels from Thursday, 20 July 2017 as described in the section “How to Apply for the Public Offer Shares – 11. Publication of Results” in the Prospectus.

The Company will not issue temporary documents of title. Share certificates will only become valid at 8:00 a.m. in Hong Kong on Friday, 21 July 2017 provided that the Share Offer has become unconditional and the right of termination described in the section “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for application monies received.

Dealings in the Shares on 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.

This announcement is available for viewing on the respective websites of the Company at www.mleng.com and the Stock Exchange at www.hkexnews.hk.

By order of the Board
M&L Holdings Group Limited
明樑控股集團有限公司
Mr. Ng Lai Ming
Executive Director

Hong Kong, 30 June 2017

As at the date of this announcement, our executive Directors are Mr. NG Lai Ming, Mr. NG Lai Tong, Mr. CHEUNG King and Mr. NG Lai Po; and our independent non-executive Directors are Mr. TAI Wai Kwok, Mr. 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 herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the website of the Stock Exchange at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.mleng.com.

Please also refer to the published version of this announcement in the The Standard (in English) and Hong Kong Economic Times (in Chinese).