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M&L HOLDINGS GROUP LIMITED

明樑控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8152)

PROFIT WARNING

This announcement is made by M&L Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company would like to inform the shareholders and potential investors of the Company that, based on the information currently available to the Board, the Group is expected to record a loss for the year ended 31 December 2017 as compared to that of a profit for the corresponding period of 2016.

The Board considers that the loss for the year ended 31 December 2017 was mainly due to (i) the non-recurring listing expenses of approximately HK\$11.5 million recorded for the year ended 31 December 2017; (ii) decrease in orders from certain customers in China due to keen market competition as compared with that of corresponding period of 2016 and certain orders had been delayed to 2018; (iii) decrease in revenue in Hong Kong, which was mainly due to (a) decrease in product consumption of a tunneling project, for which we have entered into master framework contract for the supply of specialized cutting tools and parts for the construction equipment; and (b) certain targeted infrastructure projects of the Group have been delayed as a result of delays of the respective projects’ preceding stages; and (iv) decrease in revenue in Singapore due to completion of certain projects in Singapore.

The Company is in the process of finalizing its audited consolidated results for the year ended 31 December 2017. The information contained in this announcement is only based on a preliminary assessment by the Board with reference to the information currently available as aforementioned, which have not been audited or reviewed by the auditor of the Company and may be subject to change. Shareholders and potential investors are advised to read carefully the annual results announcement of the Group for the year ended 31 December 2017 which is expected to be published before the end of March 2018.

Shareholders of the Company and potential investors are advised to exercise caution in dealing in the securities of the Company.

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

Hong Kong, 13 February 2018

*This announcement, for which the directors of the Company (the “**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

As at 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 and the independent non-executive Directors are Mr. Tai Wai Kwok, Ir Lo Kok Keung and Mr. Lau Chi Leung.

This announcement will remain on the website of the GEM of The Stock Exchange of Hong Kong Limited at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published on the website of the Company at www.mleng.com.