HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/vvvv) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | M&L Holdings Group Limited |
|----------------|----------------------------|
| Date Submitted | 01/03/2019 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>8152</u> Descrip | otion : | M&L HOL | DINGS | |
|----------------------------------------------------------------------------|--------------------------------------|----------------------------------|-------------------------------------------------|--|
| | No. of ordinary shares | Par value <i>(HK\$)</i> | Authorised share capital <i>(HK\$)</i> | |
| Balance at close of preceding month | 1,000,000,000 | 0.01 | 10,000,000.00 | |
| Increase/(decrease) | Nil | - | Nil | |
| Balance at close of the month | 1,000,000,000 | 0.01 | 10,000,000.00 | |
| | otion :N/A | | | |
| (2) Stock code : <u>N/A</u> Descrip | otion : | N/A | | |
| (2) Stock code : <u>N/A</u> Descrip | ntion : No. of ordinary shares | Par value (State | Authorised share | |
| (2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) | |

2. Preference Shares

| Stock code : N/A Descrip | | _Descript | ion : | N/A | λ |
|--------------------------|-------------|-----------|--------------------------------|----------------------------------|-------------------------------------------------|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close o | of precedii | ng month | | | |
| Increase/(decreas | e) | _ | | | |
| Balance at close o | of the mor | nth | | | |

3. Other Classes of Shares

| Stock code : | N/A | _Descript | ion : | N/A | λ |
|---------------------|-----------|-----------|--------------------------------------|----------------------------------|--------------------------------------------------------|
| | | | No. of other classes of shares | Par value (State currency) | Authorised share capital <i>(State currency)</i> |
| Balance at close of | f precedi | ng month | | | |
| Increase/(decrease | e) | - | | | |
| Balance at close of | f the mor | ith _ | | | |
| | | | | | |

Total authorised share capital at the end of the month (*HK*\$): 10,000,000.00

II. Movements in Issued Share Capital

| | No. of ordin | ary shares | No of preference | No. of other | | |
|------------------------------------------|--------------|------------|------------------|-------------------|--|--|
| | (1) | (2) | shares | classes of shares | | |
| Balance at close of preceding month | 600,000,000 | N/A | N/A | N/A | | |
| Increase/ (decrease) during the month | NIL | N/A | N/A | N/A | | |
| Balance at close of the month | 600,000,000 | N/A | N/A | N/A | | |

III. Details of Movements in Issued Share Capital

| Share Options (und | ler Share Opt | tion Schemes of | of the Issuer) | | | |
|----------------------|---------------|-----------------|-----------------|-------------|--------------------|------------------------|
| Particulars of | | | | | | No. of new shares of |
| share option | | | | | | issuer which may be |
| scheme | | | | | the month pursuant | |
| including EGM | Ν | Movement duri | ng the month | | thereto | thereto as at close of |
| approval date | | | 0 | | _ | the month |
| (dd/mm/yyyy) and | | | | | | |
| class of shares | | | a | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2 | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | | | | | |
| | | Тс | otal A. (Ordina | arv shares) | N/A | |
| | | | (Preferen | ice shares) | N/A | |
| | | | | ther class) | N/A | |
| Total funds raised d | luring the mo | nth from ever | | | | |
| of options (State cu | | | 30 | N/A | | |
| | in Gridy) | | | | | |
| | | | | | | |

| Warrants to Issue Shares of the | e Issuer which | are to be Lis | sted | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|----------------------------------------------------|----------|----------------------------------------------------|----------------|---------------------------------------------------------------|
| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | f Exerci | the at close of | of the thereto | f shares of issuer which may be e issued pursuant |
| <u>1. N/A</u> | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 2. N/A | | | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A | (/ / | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A | (/ / |) | | | | |
| | | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | |) | | | | |
| | | Тс | | Ordinary shares eference shares (Other class | s) N/A | |

| Convertibles (i.e. Convertible | e into Shares of th | e Issuer whi | ich are to be Liste | ed) | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|---------------------------------------------|---------------------|------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| <u>1. N/A</u> | | | | | | |
| | _ | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (//) | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A | (/ /) | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | Total C (Ordina | | | |
| | | | | ce shares) ther class) | N/A N/A N/A | - |

| Opli | ons (other than under Share Option Schemes) | | |
|------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| if a | l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. | N/A | | |
| | | | |
| | | | |
| | | N1/A | N1/A |
| | shares (Note 1) | N/A | N/A |
| 2. | N/A | | |
| 2. | | | |
| | | | |
| | (/ /) | | |
| | shares (Note 1) | N/A | N/A |
| | N1/A | | |
| 3. | N/A | | |
| | | | |
| | | | |
| | shares (Note 1) | N/A | N/A |
| · · | | | |
| | Total D. (Ordinary shares) | N/A | |
| | (Preference shares) | N/A | |
| | (Other class) | N/A | |
| | · · · · · · · · · · · · · · · · · · · | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | Type of Issue | n Issued Share Capital | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|------------------------|---------------------------------------------------|---|---|---|---|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| | | | Class of shares | | | | | | |
| | | | issuable (Note 1) | | | | | | |
| 1. | Rights issue | At price : State | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | ((()))) | | | | | <u>N/A</u> | <u>N/A</u> |
| | | | Class of shares | | | | | | |
| _ | 0 | At price . State | issuable (Note 1) Issue and allotment | (| / | / |) | | |
| 2. | Open offer | At price : Currency | date : (dd/mm/yyyy) | | | | | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | | |
| | | | | | | | | <u>N/A</u> | N/A |
| | | | Class of shares | | | | | | |
| 3. | Placing | At price : State | issuable (<i>Note 1</i>) Issue and allotment | (| / | / |) | | |
| | | ourreney | date : (dd/mm/yyyy) EGM approval date: | (| / | / |) | | |
| | | | (dd/mm/yyyy) | | | | | N/A | N/A |
| | | | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (| / | / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / | / |) | N/A | N/A |
| | | | | | | | | <u> </u> | <u>IV/A</u> |

| | Type of Issue | | | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|----------------------|----------------------------------|-----------------------------------------------------------------|---|-----|----|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| | | | Class of shares | | | | | |
| 5. | Scrip dividend | At price : State currency ——— | issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) | (| | ′) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| | ') | N/A | N/A |
| | | | | | | | <u>.</u> | |
| | | | Class of shares repurchased (Note 1) | | | | | |
| 6. | Repurchase of shares | | Cancellation date : (dd/mm/yyyy) | (| / / | ') | | |
| | | | | (| / / | ') | N/A | N/A |
| | | | | | | | | |
| | | | Class of shares redeemed (Note 1) | | | | | |
| 7. | Redemption of shares | | Redemption date : (dd/mm/yyyy) | (| / / | ') | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| | ') | N/A | N/A |
| | | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | | |
| 8. | Consideration issue | At price : State currency ——— | Issue and allotment date : (dd/mm/yyyy) | (| / / | ') | | |
| | | | EGM approval date: (dd/mm/yyyy) | (| / / | ') | N/A | N/A |
| | | | | | | | | |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| 9. Capital reorganisation | Class of shares issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy) | | |
| | EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| | Class of shares issuable (Note 1) | | |
| 10. Other (Please specify) At price : State currency | Issue and allotment (/ /) date:(dd/mm/yyyy) | | |
| | EGM approval date: (/ /) (dd/mm/yyyy) | N/A | N/A |
| | Total E. (Ordinary share (Preference share (Other clas | s) N/A | - |
| | | | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) | NIL |
|------------------------------------------------------------------------------------------------------|-----|
| (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to | |
| E): | N/A |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share | |
| Capital").) | |

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;

(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and

(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ng Lai Po Larry

 Title:
 Joint Company Secretary

 (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "Identical" means in this context:
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.