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M&L HOLDINGS GROUP LIMITED
明標控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8152)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, AND
CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION
COMMITTEE, NOMINATION COMMITTEE, AND CORPORATE
GOVERNANCE COMMITTEE**

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of M&L Holdings Group Limited (the “**Company**”) hereby announces that Ms. LUK Pui Yin Grace (“**Ms. Luk**”) has been appointed an independent non-executive director of the Company with effect from 1 June 2024.

The biographical details of the Ms. Luk are set out below.

Ms. Luk Pui Yin Grace, aged 59, is the licensed representative and Principal – Fund Management of Bay Area Capital Partners Limited, a licensed corporation under the Hong Kong Securities and Futures Commission. Ms. Luk has over 30 years of corporate governance and financial management experience in the Greater China region. From 2019 to early 2022, she was the Director of Finance of Nano and Advanced Materials Institute Limited, a research and development company supervised by the Innovation and Technology Commission of the HKSAR Government. From 2005 to 2018, she served as the Executive Director and Chief Financial Officer of Hong Kong Main Board-listed Hong Kong Shanghai Alliance Holdings Limited and the Chief Operating Officer and Chief Financial Officer of HK GEM-listed North Asia Strategic Holdings Limited. She has also served as the Vice President of Dresdner Kleinwort Capital, the private equity arm of Dresdner Bank, Financial Controller of Ajia Partners (HK) Limited, Director and Financial Controller of Kleinwort Benson China Management Limited, which was the investment manager of the London-listed private equity China Investment and Development Fund. She was the department head of category financial management department of Colgate Palmolive (HK) Limited and an auditor at Arthur Andersen & Co. in Hong Kong.

Ms. Luk received her Bachelor degree in Business Administration from the Chinese University of Hong Kong. She is a fellow of the UK Association of Chartered Certified Accountants and an associate of both the UK Chartered Institute of Management Accountants and the Hong Kong Institute of Certified Public Accountants. She is also a Member of the Hong Kong Institute of Directors.

Ms. Luk will enter into a letter of appointment with the Company with an initial term of two years effective from 1 June 2024 and renewable for successive term of one year each, unless terminated by either party giving not less than one months' notice in writing. However, her appointment will be subject to retirement by rotation at annual general meetings of the Company and she shall be eligible for re-election in accordance with the articles of association of the Company. Ms. Luk is entitled to an annual remuneration of HK\$162,000 which is determined with reference to her duties, responsibilities, the prevailing market conditions and has been approved the by the Board and the remuneration committee of the Company.

Ms. Luk has met the independence criteria as set out in the Rule 5.09 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (“GEM Listing Rules”), and saved as disclosed in this announcement, Ms. Luk (i) has not held any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) has not held any position with the Company and its subsidiaries; (iii) does not have any relationships with any directors, senior management, substantial or controlling shareholders of the Company; (iv) does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (v) there is neither any other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders in relation to her appointment.

The Board extends a warm welcome to Ms. Luk for joining.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE, NOMINATION COMMITTEE, AND CORPORATE GOVERNANCE COMMITTEE

The Board further announces that upon the appointment of Ms. Luk as an independent non-executive director of the Company, she is simultaneously appointed as a member of the Board's audit committee, remuneration committee, nomination committee, and corporate governance committee with effect from 1 June 2024.

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

Hong Kong, 31 May 2024

*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 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 (chairman of the Board), Mr. Ng Lai Tong 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 Stock Exchange of Hong Kong Limited at www.hkexnews.hk 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.