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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)

CHANGE OF AUDITOR

This announcement is made by M&L Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.50(4) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of the Company hereby announces that PricewaterhouseCoopers (“**PwC**”) has resigned as auditor of the Company and its subsidiaries incorporated in Hong Kong with effect from 24 October 2018 as the Company cannot reach a mutual agreement with PwC on the audit fee for the financial year ending 31 December 2018. The Board, with the recommendation from the Company’s audit committee, has appointed BDO Limited (“**BDO**”) as the auditor of the Company with effect from 24 October 2018 to fill the casual vacancy following the resignation of PwC and to hold the office as auditor until the conclusion of the next annual general meeting of the Company.

The Company is incorporated under the laws of the Cayman Islands and to the knowledge of the Board, there is no requirement under the laws of the Cayman Islands for the resigning auditor to confirm whether or not there is any circumstance connected with their resignation which they consider should be brought to the attention of the shareholders of the Company (the “**Shareholders**”). Therefore, PwC has not issued such confirmation.

The Board and the audit committee of the Company also confirm that there are no other matters or circumstances in connection with the change of auditor of the Company that need to be brought to the attention of the Shareholders.

The Board would like to express its sincere gratitude to PwC for their professional and quality services rendered to the Company in the past years. The Board would also like to extend its warm welcome to BDO on their appointment as the auditor 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, 24 October 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 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.