

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20170206-I17005-0002

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Company name: M&L Holdings Group Limited 明樑控股集團有限公司

Stock code (ordinary shares): 8152

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 20 July 2017....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM ("Listing Date"): 21 July 2017

Name of Sponsor(s): Investec Capital Asia Limited

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive directors:

Ng Lai Ming, Ng Lai Tong, Cheung King, Ng Lai Po

Independent non-executive directors:

Tai Wai Kwok, Lo Kok Keung, Lau Chi Leung

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Name(s) of substantial shareholder(s): (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	<i>Capacity/ Nature of Interest</i>	<i>Aggregate number of Shares or Underlying Shares</i>	<i>Approximate percentage of interest in the Company</i>
<i>Name</i>			
<i>JAT United Company Limited (Note 1)</i>	<i>Beneficial owner</i>	<i>364,095,000</i>	<i>60.68%</i>
<i>Ms. Law So Lin (Note 2)</i>	<i>Interest of spouse</i>	<i>364,095,000</i>	<i>60.68%</i>

Notes:

- JAT United Company Limited is wholly owned by Mr. Ng Lai Ming. Under the Securities and Futures Ordinance, Mr. Ng Lai Ming is deemed to be interested in all the Shares in which JAT United Company Limited is interested.*
- Ms. Law So Lin is the spouse of Mr. Ng Lai Ming, therefore she is deemed to be interested in all the Shares in which Mr. Ng Lai Ling is interested in.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: **N/A**

Financial year end date: **31 December**

Registered address: **PO Box 1350, Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands**

Head office and principal place of business: **8th Floor, Eu Yan Sang Tower, 11-15 Chatham Road South, Tsim Sha Tsui, Kowloon, Hong Kong**

Web-site address (if applicable): **<http://www.mleng.com>**

Share registrar: **Principal Share Registrar and transfer office in the Cayman Islands:
Esteria Trust (Cayman) Limited
PO Box 1350,
Clifton House,
75 Fort Street,
Grand Cayman KY1-1108,
Cayman Islands**

**Branch Share Registrar and transfer office in Hong Kong:
Tricor Investor Services Limited
Level 22, Hopewell Centre,
183 Queen's Road East,
Hong Kong**

Auditors: **PricewaterhouseCoopers
Certified Public Accountants
22nd Floor,
Prince's Building,
Central, Hong Kong**

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries (collectively, “Group”) provide Integrated Engineering Solutions in connection with specialised cutting tools and parts for construction equipment with particular focus on TBM Disc Cutters and micro-tunnelling disc cutters, which are typically applied towards the excavation of tunnels. The Group also provides Integrated Engineering Solutions in the foundation sector. Under the Group’s Integrated Engineering Solutions business model, the Group provides the following products and services, namely: (i) supply of specialised cutting tools and parts for construction equipment; (ii) supply of fabricated construction steel works and equipment; (iii) supply of specialised construction equipment; and (iv) ancillary services which include leasing of specialised construction equipment, and repair and maintenance services.

C. Ordinary shares

Number of ordinary shares in issue (as of the Listing Date): 600,000,000 ordinary shares

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 10,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is

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accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed by:

NG Lai Ming
Director

NG Lai Tong
Director

CHEUNG King
Director

NG Lai Po
Director

TAI Wai Kwok
Director, by his lawful
Attorney, Ng Lai Ming

LO Kok Keung
Director, by his lawful
Attorney, Ng Lai Ming

LAU Chi Leung
Director, by his lawful
Attorney, Ng Lai Ming

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*