

**VALUATION OF PROPERTY INTERESTS
AS AT 30 SEPTEMBER 2024**

**41 TRIHOLM AVENUE
LAVERTON
VIC 3028
AUSTRALIA**

**FOR THE USE BY
M&L HOLDINGS GROUP LIMITED**

DATE OF REPORT: 24 DECEMBER 2024



ROYSON VALUATION ADVISORY LIMITED
UNIT 1503, 15/F, THE L. PLAZA
367-375 QUEEN'S ROAD CENTRAL
HONG KONG

24 December 2024

The Board of Directors
M&L Holdings Group Limited
21st Floor, Empress Plaza
17-19 Chatham Road South
Tsim Sha Tsui
Kowloon, Hong Kong

Dear Sirs and Madams,

Re: Valuation of an industrial complex located at 41 Triholm Avenue, Laverton, VIC 3028, the Commonwealth of Australia (the “**Target Property**”)

INSTRUCTIONS

We refer to your instruction for us to value the property interests to be acquired by M&L Holdings Group Limited (the “**Company**”) or its subsidiaries (together referred as the “**Group**”) located in the Commonwealth of Australia (“**Australia**”). We confirm that we have carried out inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the Target Property in existing state as at 30 September 2024 (the “**Valuation Date**”) for the purpose of incorporation into the circular (the “**Circular**”) issued by the Company on the date hereof.

This letter which forms part of our valuation report explains the basis and methodology of valuation, clarifying assumptions, valuation considerations, title investigations and limiting conditions of this valuation.

BASIS OF VALUATION

The valuation is our opinion of the market value (“**Market Value**”) which is defined by the Hong Kong Institute of Surveyors as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion”.

Royson Valuation Advisory Limited

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VALUATION METHODOLOGY(IES)

In valuing the Target Property, we have adopted a combination of the market approach and cost approach in assessing the land portion of the property interests and the buildings and structures standing on the land, respectively.

For the land portion, we have adopted the market approach with reference to the recent sale transactions for the same or closely similar type of land parcels in proximity and within an appropriate time horizon.

For the building portion, we have adopted the cost approach. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset or building and making deductions for physical deterioration and all other relevant forms of obsolescence.

VALUATION STANDARDS

In valuing the property interests, we have complied with all the requirements contained in Chapter 8 of the GEM Listing Rules to the Rules Governing the Listing of Securities issued by The Stock Exchange of Hong Kong Limited, the HKIS Valuation Standards 2020 Edition published by the Hong Kong Institute of Surveyors (HKIS), the RICS Valuation — Global Standards (Effective on 31 January 2022) published by the Royal Institution of Chartered Surveyors and the International Valuation Standards (Effective on 31 January 2022) published by the International Valuation Standards Council (IVSC).

VALUATION ASSUMPTION

Our valuation has been made on the assumption that the owner sells the Target Property in the market in its existing state without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the values of the Target Property.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property interests valued nor for any expenses or taxation which may be incurred in effecting a sale. Unless otherwise stated, it is assumed that the property interests are free from encumbrances, restrictions and outgoings of an onerous nature, which could affect their values.

TITLE INVESTIGATION

In valuing the property interests located in Australia, we have caused land searches to be made at LANDATA regarding the title of the property interests. We have been provided by the Group with copies of certain extracts on title documents in relation to the property interests. However, we have not examined the original documents to verify ownership or to ascertain the existence of any amendments which may not appear on the copies handed to us.

LIMITING CONDITIONS

We have inspected the exteriors and where possible, the interiors of the Target Property. In the course of our inspections, we did not note any serious structural defects. However, no structural survey has been made and we are therefore unable to report whether the Target Property is free from rot, infestation or any other defects. No tests were carried out on any of the services. Moreover, we have not carried out investigations on site to determine the suitability of the ground conditions and the services etc., for any future development. Our valuation is prepared on the assumption that these aspects are satisfactory and no extraordinary expenses or delay will be incurred during the development period.

We have not carried out detailed on-site measurement to verify the correctness of the areas in respect of the Target Property but have assumed that the areas shown on the documents handed to us are correct. All dimensions, measurements and areas are approximate.

We have relied to a considerable extent on information provided by the Group and accepted advices given to us on such matters, in particular, but not limited to tenure, planning approvals, statutory notices, easements, particulars of occupancy, size and floor areas and all other relevant matters in the identification of the Target Property.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Group. We have also been advised by the Group that no material fact has been omitted from the information supplied. We consider that we have been provided with sufficient information to reach an informed view, and we have no reason to suspect that any material information has been withheld.

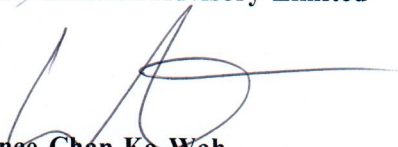
This valuation is to be used only for the purpose stated herein, any use or reliance for any other purpose, by you or third parties, is invalid. No reference to our name or our valuation report in whole or in part, in any document you prepare and/or distribute to third parties may be made without written consent.

REMARKS

Unless otherwise stated, all money amounts stated are in Australian Dollars (AUD).

We enclose herewith the valuation report.

Yours faithfully,
For and on behalf of
Royson Valuation Advisory Limited



Lawrence Chan Ka Wah
MRICS, MHKIS, RPS(GP), MCIREA, MHIREA
MHKIM, RICS Registered Valuer
Director

Mr. Lawrence Chan Ka Wah is a member of the Royal Institution of Chartered Surveyors, a member of the Hong Kong Institute of Surveyors, Registered Professional Surveyors in the General Practice Section, a RICS Registered Valuer and a member of the China Institute of Real Estate Appraisers and Agents, who has over 20 years' experience in the valuation of properties in Hong Kong, Macau, the People's Republic of China and the Asia-Pacific Rim.

VALUATION REPORT

Property interests to be acquired by the Group in Australia

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 30 September 2024 AUD
An industrial complex located at 41 Triholm Avenue, Laverton, VIC 3028, Australia	<p>The Target Property comprises a parcel of land together with a single storey buildings and structures completed in about 2001.</p> <p>The Target Property has a site area and total gross floor area of approximately 1,177 sq.m. and 891 sq.m. respectively.</p> <p>The Target Property is held in freehold basis.</p>	The Target Property is occupied by the registered owner for industrial and ancillary office uses as at the Valuation Date.	2,800,000

Notes:

1. According to LANDATA, the current registered owner of the Target Property is West Crane Properties No 2 Pty Ltd., registered vide No. AJ507052F date 22 February 2012.
2. According to the Wyndham Planning Scheme, the land parcel of the Target Property situated is zoned for "Industrial 3 Zone (IN3Z)".
3. The Target Property is situated at 41 Triholm Avenue in Melbourne City, buildings in the locality are industrial complex. Metro Aircraft station is about 5-minute walking distance from the Target Property. Metro, taxis and buses are accessible to the Target Property.
4. The Target Property is subject to a mortgage in favour of Australia and New Zealand Banking Group Limited dated 7 August 2019. According to the sale and purchase agreement of the Target Property dated 29 November 2024 entered into between West Crane Properties No 2 Pty Ltd. and M&L Oceania Management Pty Ltd., the subject mortgage shall be discharged upon completion of the acquisition. M&L Oceania Management Pty Ltd. is an indirect wholly-owned subsidiary of the Company.
5. The unit rate of the land of similar usage in the locality as at the Valuation Date is in the range of AUD1,520 per sq.m. to AUD1,670 per sq.m. and the unit rate of the building cost of similar type of building in the locality as at the Valuation Date is in the range of AUD1,510 per sq.m. to AUD1,590 per sq.m..
6. We have identified and analysed various comparable sales evidence obtained from LANDATA, an online search service providing access to land title and property information in Victoria, Australia. The comparables selected were based on the following criteria, representing the exhaustive and representative samples for valuation purpose:
 - a. Transacted in 2024;

- b. located in Truganina or Laverton suburb; and
- c. similar usage with the Target Property.

Details of the comparable properties are as follows.

	Comparable 1	Comparable 2	Comparable 3
Address	19 Bonview Circuit, Truganina 3029	56 Bonview Circuit, Truganina 3029	21 Network Drive, Truganina 3029
Site Area (sq.m.)	1,250	1,350	2,370
Usage	Development Site (Industrial)	Development Site (Industrial)	Development Site (Industrial)
Date of transaction	May 2024	Mar 2024	Feb 2024
Unit rate (AUD/sq.m.)	1,300	1,385	1,210
Adjustment Factors			
Time	Nil adjustment	Nil adjustment	Nil adjustment
Location	Upward adjustment	Upward adjustment	Upward adjustment
Size	Upward adjustment	Upward adjustment	Upward adjustment
Total Adjustment	20.4%	20.9%	26.0%
Adjusted Unit Rate (AUD/sq.m.)	1,570	1,670	1,520

Adjustment Factors:

Time: Time adjustment reflects differences in market conditions between the Valuation Date and the dates of comparables. According to our site inspection with local real estate brokers, the industrial development site market condition is stable in the year. Therefore, no adjustment is made in this factor.

Location: Location is adjusted based on the surroundings and accessibility of the property and comparables. The Target Property enjoys more favorable accessibility as the comparables and therefore an upward adjustment is assigned. The same adjustment is applied to all comparables as the comparables are situated in the same area.

Size: In general, the unit rate of a property with a small area is higher than of a property with a larger area and vice versa. The Target Property occupies a smaller site area than all the comparables and therefore an upward adjustment is assigned. For each comparable, a 0.5% adjustment is made for each 100 sq.m. variance in site areas between the comparable and the Target Property and therefore the adjustment varies among the comparables.

7. Our Mr. J Wilson, Senior Valuer, inspected the Target Property on 14 November 2024. The external condition of the Target Property is reasonable.