

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**UPDATE ANNOUNCEMENT
VERY SUBSTANTIAL DISPOSAL IN RELATION TO
THE DISPOSAL OF THE DISPOSAL PROPERTY
AND
MAJOR TRANSACTION IN RELATION TO
THE ACQUISITION OF THE TARGET PROPERTY**

References are made to (i) the voluntary announcement of the Company dated 8 October 2024; and (ii) the announcement of the Company dated 29 November 2024 in relation to the Disposal of the Disposal Property and the Acquisition of the Target Property (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise specified.

This announcement is made to provide update information on the condition precedent in relation to the Disposal Agreement and Acquisition Agreement.

As disclosed in the Announcement, (i) completion of the Disposal Agreement is conditional upon, among others, the Company obtaining the requisite approval from the Shareholders for the Disposal on terms of the Disposal Agreement on or before 1 December 2024; and (ii) the completion of the Acquisition Agreement is conditional upon, among others, the Company obtaining the requisite approval from the Shareholders for the Acquisition on terms of the Acquisition Agreement on or before 1 December 2024.

As it is expected that additional time is required to obtain the approval from the Shareholders for (i) the Disposal on terms of the Disposal Agreement; and (ii) the Acquisition on terms of the Acquisition Agreement, the Company has exercised its rights under the respective agreements to extend the aforesaid date under each of the Disposal Conditions Precedent and Acquisition Conditions Precedent for 90 days to, on or before 1 March 2025.

As at the date of this announcement, none of the Disposal Conditions Precedent and Acquisition Conditions Precedent have been satisfied or waived.

As completion of the Disposal and the Acquisition are subject to the satisfaction of the Disposal Conditions Precedent and the Acquisition Conditions Precedent, respectively, therefore the Disposal and the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

All other information as set out in the Announcement remains unchanged, and this announcement should be read in conjunction with the Announcement.

By order of the Board
M&L Holdings Group Limited
Ng Lai Ming

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 29 November 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 GEM Listing Rules 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 and Mr. Ng Lai Po and the independent non-executive Directors are Mr. Tai Wai Kwok, Ir Lo Kok Keung, Mr. Lau Chi Leung and Ms. Luk Pui Yin Grace.