

M&L Holdings Group Limited
明樑控股集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

SHARE OFFER

Number of Offer Shares under the Share Offer : 150,000,000 Shares
Number of Public Offer Shares : 15,000,000 Shares (subject to reallocation)
Number of Placing Shares : 135,000,000 Shares (subject to reallocation)
Maximum Offer Price : HK\$0.5 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 8152

股份發售

股份發售的發售股份數目 : 150,000,000股股份
公開發售股份數目 : 15,000,000股股份(可予重新分配)
配售股份數目 : 135,000,000股股份(可予重新分配)
最高發售價 : 每股發售股份0.5港元，另加1%經紀佣金、0.0027%證監會交易費及0.005%香港聯交所交易費(須於申請時以港元繳足，多繳款項可予以退還)
面值 : 每股股份0.01港元
股份代號 : 8152

This Application Form uses the same terms as defined in the prospectus of M&L Holdings Group Limited (the “Company”) dated 30 June 2017 together with all supplement(s) thereto (if any) (the “Prospectus”).

Neither this Application Form nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy any Public Offer Shares in any jurisdiction other than Hong Kong. The Public Offer Shares may not be offered or sold in the United States without registration or an exemption from registration under the applicable securities laws and regulations in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction.

Copies of the Prospectus, all related Application Forms and the other documents specified in the paragraph headed “Documents Delivered to the Registrar of Companies and Available for Inspection – Documents delivered to the Registrar of Companies” in Appendix V to the Prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Securities Clearing Company Limited (“HKSCC”), the Securities and Futures Commission of Hong Kong (the “SFC”) and the Registrar of Companies in Hong Kong take no responsibility for the contents of these documents.

Your attention is drawn to the paragraph headed “Personal Information Collection Statement” which sets out the policies and practices of the Company and Tricor Investor Services Limited (“Hong Kong Branch Share Registrar”) in relation to personal data and compliance with the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong.

You should read this Application Form in conjunction with the Prospectus, which contains further information on the application procedures.

本申請表格使用明樑控股集團有限公司(「本公司」)於2017年6月30日刊發的招股章程連同所有補充文件(如有)(「招股章程」)中所界定的詞語。

本申請表格及招股章程概不構成在香港以外任何司法管轄區出售或購買任何公開發售股份的要約或要約邀請。若無根據適用的美國證券法例及規例登記或豁免登記，公開發售股份不得在美國提呈發售或出售。

在任何根據當地法例不得發送、派發或複製本申請表格及招股章程的司法管轄區內概不得發送或派發或複製(全部或部分)本申請表格及招股章程。

招股章程、所有相關申請表格及招股章程附錄五「送呈公司註冊處處長及備查文件—送呈公司註冊處處長文件」一段所指定其他文件已根據香港法例第32章《公司(清盤及雜項條文)條例》第342C條的規定送呈香港公司註冊處處長登記。香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)、香港中央結算有限公司(「香港結算」)、香港證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對此等文件的內容概不負責。

閣下請留意「個人資料收集聲明」一段，當中載有本公司及卓佳證券登記有限公司(「香港股份過戶登記分處」)有關個人資料及遵守香港法例第486章《個人資料(私隱)條例》的政策和慣例。

招股章程尚有其他關於申請程序的資料，本申請表格應與招股章程一併閱讀。

Application Form

To: M&L Holdings Group Limited (the “Company”)
The Sponsor
The Joint Bookrunners
The Joint Lead Managers
The Public Offer Underwriters

Applicants’ declaration

I/We agree to the terms and conditions and application procedures in this Application Form and the Prospectus. Please refer to the sub-section headed “4. Terms and Conditions of an Application” in the “How to Apply for Public Offer Shares” section of the Prospectus.

Warning: Only one application may be made for the benefit of any person.

申請表格

致：明樑控股集團有限公司(「貴公司」)
保薦人
聯席賬簿管理人
聯席牽頭經辦人
公開發售包銷商

申請人聲明

本人/吾等同意本申請表格及招股章程的條款及條件以及申請程序。請參閱招股章程「如何申請公開發售股份」一節「4.申請的條款及條件」分節。

警告：任何人士僅限作出一次為其利益而進行的認購申請。

1

<p>We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for HK eIPO White Form Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our HK eIPO White Form services in connection with the Public Offer; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:</p> <p>apply for the number of Public Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Memorandum and the Articles of Association of the Company;</p> <p>enclose payment in full for the Public Offer Shares applied for, including brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%;</p> <p>confirm that the underlying applicants have undertaken and agreed to accept the Public Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;</p> <p>authorise the Company to place the name(s) of the underlying applicants(s) on the register of members of the Company as the holder(s) of any Public Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any share certificate(s) and/or any refund cheque(s) and/or e-Auto Refund payment instruction(s) (where applicable) in accordance with the procedures prescribed in this Application Form and in the Prospectus;</p> <p>request that any e-Auto Refund payment instructions be despatched to the application payment bank account where the applicants had paid the application monies from a single bank account;</p> <p>request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies and to send any such refund cheque(s) by ordinary post at that underlying applicant’s own risk to the address stated on the application in accordance with the procedures prescribed in this Application Form and in the Prospectus;</p> <p>confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and in the designated website at www.hkeipo.hk and agrees to be bound by them;</p> <p>represent, warrant and undertake that the allotment of or application for the Public Offer Shares to or by each underlying applicant for whose benefit this application is made would not require the Company, the Sponsor, Joint Lead Managers, the Joint Bookrunners and/or the Underwriters to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and</p> <p>agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.</p>	<p>吾等確認，吾等已(i)遵守電子公開發售指引及透過銀行/股票經紀遞交網上白表申請的運作程序以及與吾等就公開發售提供網上白表服務有關的所有通用法律法規(法定或其他)；及(ii)細閱招股章程及本申請表格所載的條款及條件及申請手續，並同意受其約束。為代表與本申請有關的每一相關申請人作出申請，吾等：</p> <p>按照招股章程及本申請表格的條款及條件，並在貴公司組織章程大綱及章程細則的規限下，申請以下數目的公開發售股份；</p> <p>隨附申請公開發售股份所需的全數付款(包括1%經紀佣金、0.0027%證監會交易費及0.005%聯交所交易費)；</p> <p>確認相關申請人已承諾及同意接納彼等根據本申請所申請的公開發售股份，或彼等根據本申請獲分配的任何較少數目公開發售股份；</p> <p>授權貴公司將相關申請人的姓名/名稱列入貴公司股東名冊內，作為任何將配發予彼等的公開發售股份的持有人，並(在符合本申請表格所載的條款及條件的情況下)根據本申請表格及招股章程所載程序寄發任何股票及/或任何退款支票及/或電子自動退款指示(如適用)；</p> <p>要求將任何電子自動退款指示發送到申請人以單一銀行賬戶繳交申請款項的申請付款銀行賬戶內；</p> <p>要求任何以多個銀行賬戶繳交申請款項的相關申請人的退款支票以相關申請人為抬頭人，並根據本申請表格或招股章程所述程序將任何有關退款支票以普通郵遞方式寄發到申請所列地址，郵誤風險概由相關申請人承擔；</p> <p>確認各相關申請人已細閱並同意遵守本申請表格、招股章程及指定網站www.hkeipo.hk所載的條款、條件及申請手續；</p> <p>聲明、保證及承諾向各相關申請人或由各相關申請人或為其利益而提出本申請的人士配發或申請公開發售股份，不會引致貴公司、保薦人、聯席牽頭經辦人、聯席賬簿管理人及/或包銷商須遵從香港以外任何地區的任何法律或法規的任何規定(不論是否具有法律效力)；及</p> <p>同意本申請、對本申請的任何接納及據此訂立的合約，將受香港法例規管及按其詮釋。</p>
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<p>Signature 簽名</p>	<p>Date 日期</p>
<p>Name of applicant 申請人姓名</p>	<p>Capacity 身份</p>

2

<p>We, on behalf of the underlying applicants, offer to subscribe for 吾等(代表相關申請人)提出認購</p>	<p>Total number of Shares 股份總數</p>	<p>Public Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form. 公開發售股份(代表相關申請人，其詳細資料載於連同本申請表格遞交的唯讀光碟內)。</p>
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3

<p>A total of 合共</p>	<p>cheque(s) 張支票</p>	<p>Cheque Number(s) 支票編號</p>
<p>are enclosed for a total sum of 其總金額為</p>	<p>HK\$ 港元</p>	<p>Name of Bank 銀行名稱</p>

4 Please use **BLOCK** letters 請用正體填寫

Name of HK eIPO White Form Service Provider 網上白表服務供應商名稱		
Chinese Name 中文名稱	HK eIPO White Form Service Provider ID 網上白表服務供應商身份識別編碼	
Name of contact person 聯絡人姓名	Contact number 聯絡電話號碼	Fax number 傳真號碼
Address 地址	For Broker use 此欄供經紀填寫 Lodged by 申請由以下經紀遞交	
	Broker No. 經紀號碼	
	Broker’s chop 經紀印章	

For Internal use 此欄供內部使用

HOW TO MAKE YOUR APPLICATION

1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.

The name and the representative capacity of the signatory should also be stated.

To apply for Public Offer Shares using this Application Form, you must be named in the list of **HK eIPO White Form Service Providers** who may provide **HK eIPO White Form** services in relation to the Public Offer, which was released by the SFC.

2 Put in Box 2 (in figures) the total number of Public Offer Shares for which you wish to apply on behalf of the underlying applicants.

Applicant details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

3 Complete your payment details in Box 3.

You must state in this box the number of cheque(s) you are enclosing together with this Application Form; and you must state on the reverse of each of those cheque(s) (i) your **HK eIPO White Form Service Provider ID** and (ii) the file number of the data file containing application details of the underlying applicant(s).

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Public Offer Shares applied for in Box 1.

All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

For payments by cheque, the cheque must:

- be in Hong Kong dollars;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "Ting Hong Nominees Limited – M&L Holdings Public Offer";
- be crossed "Account Payee Only";
- not be post dated; and
- be signed by the authorised signatories of the **HK eIPO White Form Service Provider**.

Your application may be rejected if any of these requirements is not met or if the cheque is dishonoured on its first presentation.

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Sponsor have full discretion to reject any applications in the case of discrepancies.

No receipt will be issued for sums paid on application.

4 Insert your details in Box 4 (using BLOCK letters).

You should write your name, **HK eIPO White Form Service Provider ID** and address in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

PERSONAL DATA

Personal Information Collection Statement

This Personal Information Collection Statement informs the applicant for, and holder of, Public Offer Shares, of the policies and practices of the Company and the Hong Kong Branch Share Registrar in relation to personal data and the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Ordinance").

1. Reasons for the collection of your personal data

It is necessary for applicants and registered holders of securities to supply correct personal data to the Company or its agents and the Hong Kong Branch Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the Hong Kong Branch Share Registrar.

Failure to supply the requested data may result in your application for securities being rejected, or in delay or the inability of the Company or the Hong Kong Branch Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfers of the Public Offer Shares which you have successfully applied for and/or the dispatch of share certificate(s) and/or refund cheque(s) and/or e-Auto Refund payment instruction to which you are entitled.

It is important that securities holders inform the Company and the Hong Kong Branch Share Registrar immediately of any inaccuracies in the personal data supplied.

2. Purposes

The personal data of the securities holders may be held and processed for the following purposes:

processing your application and/or refund cheque and/or e-Auto Refund payment instruction where applicable, verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocation of the Public Offer Shares;

compliance with applicable laws and regulations in Hong Kong and elsewhere;

registering new issues or transfers into or out of the names of securities' holders including, where applicable, HKSCC Nominees;

maintaining or updating the register of securities' holders of the Company;

verifying securities holders' identities;

establishing benefit entitlements of securities' holders of the Company, such as dividends, rights issues and bonus issues;

distributing communications from the Company and its subsidiaries;

compiling statistical information and shareholder profiles;

disclosing identities of successful applicants by way of press announcement(s) or otherwise;

disclosing relevant information to facilitate claims on entitlements; and

any other incidental or associated purposes relating to the above and/or to enable the Company and the Hong Kong Branch Share Registrar to discharge their obligations to securities' holders and/or regulators and/or any other purposes to which the securities' holders may from time to time agree.

3. Transfer of personal data

Personal data held by the Company and the Hong Kong Branch Share Registrar relating to the securities holders will be kept confidential but the Company and the Hong Kong Branch Share Registrar may, to the extent necessary for achieving any of the above purposes, disclose or transfer (whether within or outside Hong Kong) the personal data to any of the following:

the Company's appointed agents such as advisers, receiving bankers and overseas principal share registrar;

enable compliance with all applicable laws and regulations in Hong Kong and elsewhere;

where applicants for securities request a deposit into CCASS, HKSCC or HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;

any broker whose company chop or other identification number has been placed on this Application Form (where applicable);

any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company or the Hong Kong Branch Share Registrar in connection with their respective business operation;

the Hong Kong Stock Exchange, the SFC and any other statutory regulatory or governmental bodies or otherwise as required by laws, rules or regulations; and

any persons or institutions with which the securities' holders have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers etc.

4. Retention of personal data

The Company and its Hong Kong Branch Share Registrar will keep the personal data of the applicants and holders of securities for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which is no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

Securities holders have the right to ascertain whether the Company or the Hong Kong Branch Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. The Company and the Hong Kong Branch Share Registrar have the right to charge a reasonable fee for the processing of such requests.

All requests for access to data or correction of data should be addressed to us, at our registered address disclosed in the section headed "Corporate Information" of the Prospectus or as notified from time to time, for the attention of the company secretary, or the Hong Kong Branch Share Registrar for the attention of the privacy compliance officer.

By signing an Application Form or by giving electronic application instructions to HKSCC, you agree to all of the above.

申請手續

1 在申請表格欄1簽署及填上日期。只接受親筆簽名。

亦須註明簽署人的姓名／名稱及代表身份。

使用本申請表格申請公開發售股份，閣下必須為名列於證監會公佈的網上白表服務供應商名單內可以就公開發售提供網上白表服務的人士。

2 在欄2填上閣下欲代表相關申請人申請認購的公開發售股份總數(以數字填寫)。

閣下代表相關申請人作出申請的申請人資料必須載於連同本申請表格遞交的唯讀光碟格式的資料檔案。

3 在欄3填上閣下付款的詳細資料。

閣下必須在本欄註明閣下連同本申請表格隨附的支票數目；及閣下必須在每張支票的背面註明(i) 閣下的網上白表服務供應商身份識別編碼；及(ii)載有相關申請人的申請詳細資料的資料檔案的檔案編號。

本欄所註明的金額必須與欄1所申請認購的公開發售股份總數應付的金額相同。

所有支票及本申請表格，連同載有該唯讀光碟的密封信封(如有)必須放進印有閣下公司印章的信封內。

如以支票繳付股款，該支票必須：

- 以港元開出；
- 由在香港開設的港元銀行賬戶開出；
- 顯示閣下(或閣下的代名人)的賬戶名稱；
- 註明抬頭人為「鼎康代理人有限公司－明標控股公開發售」；
- 劃線註明「只准入抬頭人賬戶」；
- 不得為期票；及
- 由網上白表服務供應商的授權簽署人簽署。

倘未能符合任何此等規定或倘支票首次過戶不獲兌現，閣下的申請可能不獲接納。

閣下須負責確保所遞交的支票的詳細資料，與就本申請遞交的唯讀光碟或資料檔案所載的申請詳細資料相同。倘出現差異，本公司及保薦人有絕對酌情權拒絕接受任何申請。

4 在欄4填上閣下的詳細資料(請用正楷填寫)。

閣下必須在本欄填上閣下的姓名、網上白表服務供應商身份識別編碼及地址。閣下亦必須填寫閣下辦公地點的聯絡人士的姓名及電話號碼及(如適用)經紀號碼及蓋上經紀印章。

個人資料

個人資料收集聲明

此項個人資料收集聲明是向公開發售股份的申請人和持有人說明有關本公司及香港股份過戶登記分處有關個人資料和香港法例第486章《個人資料(私隱)條例》(「條例」)方面的政策和慣例。

1. 收集閣下個人資料的原因

證券申請人及登記持有人以本身名義申請證券或轉讓或受讓證券時或尋求香港股份過戶登記分處的服務時，必須向本公司或其代理及香港股份過戶登記分處提供準確的個人資料。

未能提供所要求的資料可能導致閣下申請證券被拒或延遲，或本公司或香港股份過戶登記分處無法落實轉讓或以其他方式提供服務。此舉也可能妨礙或延遲登記或轉讓閣下成功申請的公開發售股份及／或寄發閣下有權收取的股票及／或退款支票及／或電子自動退款指示。

證券持有人所提供的個人資料如有任何錯誤，須立即通知本公司及香港股份過戶登記分處。

2. 目的

證券持有人的個人資料可作以下目的持有及處理：

處理閣下的申請及／或退款支票及／或電子自動退款指示(如適用)、核實是否符合本申請表格及招股章程載列的條款和申請程序以及公佈公開發售股份的分配結果；

遵守香港及其他地區的適用法律法規；

以證券持有人(包括香港結算代理人(如適用))的名義登記新發行證券或轉讓或受讓證券；

存置或更新本公司證券持有人的名冊；

核實證券持有人的身份；

確定本公司證券持有人的受益權利，例如股息、供股和紅股等；

分發本公司及其附屬公司的通訊資料；

編製統計數據和股東資料；

透過報章公佈或以其他方式披露成功申請人的身份；

披露有關資料以便就權益索償；及

與上述有關的任何其他附帶或相關目的及／或使本公司及香港股份過戶登記分處能履行對證券持有人及／或監管機構承擔的責任及／或證券持有人不時同意的任何其他目的。

3. 轉交個人資料

本公司及香港股份過戶登記分處所持有關證券持有人的個人資料將會保密，但本公司及香港股份過戶登記分處可以在為達到上述任何目的之必要情況下，向下列任何人士披露或轉交(無論在香港境內或境外)有關個人資料：

本公司委任的代理，例如顧問、收款銀行和主要海外股份過戶登記處；

確保遵守香港及其他地區所有適用法律法規；

如證券申請人要求將證券存於中央結算系統，香港結算或香港結算代理人將會就中央結算系統的運作使用有關個人資料；

任何已將公司印章或其他識別號碼列於本申請表格上的經紀(如適用)；

向本公司或香港股份過戶登記分處提供與其各自業務營運有關的行政、電訊、電腦、付款或其他服務的任何代理、承包商或第三方服務供應商；

香港聯交所、證監會及任何其他法定監管機關或政府部門或遵照其他法例、規則或法規；及

證券持有人與其進行或擬進行交易的任何人士或機構，例如彼等的銀行、律師、會計師或股票經紀等。

4. 個人資料的保留

本公司及其香港股份過戶登記分處將按收集個人資料所需的用途保留證券申請人及持有人的個人資料。無需保留的個人資料將會根據《條例》銷毀或處理。

5. 查閱和更正個人資料

證券持有人有權確定本公司或香港股份過戶登記分處是否持有其個人資料，並有權索取該資料的副本並更正任何不準確資料。本公司和香港股份過戶登記分處有權就處理任何查閱資料的要求收取合理費用。

所有查閱資料或更正資料的要求應按招股章程「公司資料」一節所披露或不時通知的本公司註冊地址送交公司秘書，或向本公司的香港股份過戶登記分處的私隱事務主任提出。

閣下簽署申請表格或向香港結算發出電子認購指示，即表示同意上述各項。

DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) together with a sealed envelope containing the CD-ROM, if any, must be submitted to the following receiving bank by 4:00 p.m. on Thursday, 6 July 2017:

DBS Bank (Hong Kong) Limited

12th Floor, One Island East, 18 Westlands Road, Quarry Bay, Hong Kong

遞交本申請表格

此申請表格填妥後，連同適當支票及裝有相關唯讀光碟的密封信封(如有)，必須於2017年7月6日(星期四)下午四時正之前，送達下列收款銀行：

星展銀行(香港)有限公司

香港銅魚涌華蘭路18號港島東中心12樓