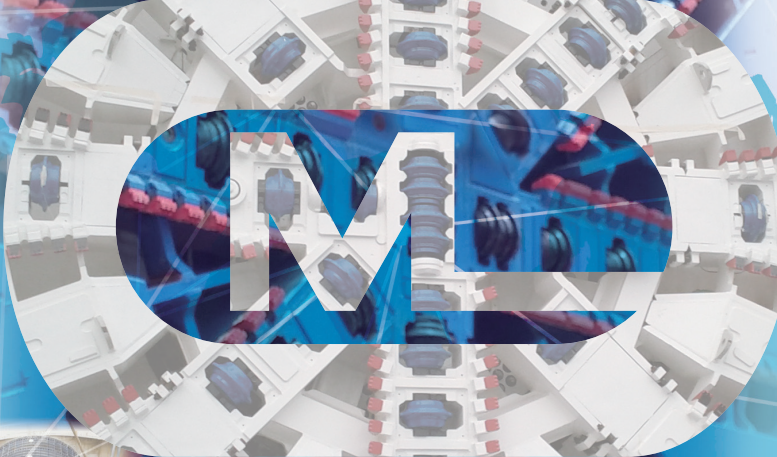




M&L HOLDINGS GROUP LIMITED 明樑控股集團有限公司

Incorporated in the Cayman Islands with limited liability
Stock Code: 8152



2021

THIRD QUARTERLY REPORT

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

This report, for which the directors (the “Directors”) of M&L Holdings Group Limited (the “Company”) 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.



Third Quarterly Results

The board of Directors (the "Board") of M&L Holdings Group Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (collectively the "Group") for the three months and nine months ended 30 September 2021, together with the comparative figures for the corresponding periods in 2020.

Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 30 September 2021

	Notes	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
		2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue	3	23,471	19,393	60,453	51,006
Cost of sales		(17,793)	(12,789)	(44,535)	(35,979)
Gross profit		5,678	6,604	15,918	15,027
Other income		962	547	1,472	942
Selling expenses		(529)	(1,385)	(3,500)	(3,268)
Administrative expenses		(6,308)	(7,067)	(19,948)	(21,417)
Other gains and losses					
Exchange (loss)/gain (Provision)/reversal of provision for impairment of trade receivables		(758)	2,066	(363)	346
Others		(127)	543	(730)	(29)
		22	22	65	85
Operating (loss)/profit		(1,060)	1,330	(7,086)	(8,314)
Finance income		5	30	17	172
Finance costs		(456)	(643)	(1,419)	(1,695)
(Loss)/profit before income tax		(1,511)	717	(8,488)	(9,837)
Income tax (expenses)/credit	4	(77)	663	(198)	1,696
(Loss)/profit for the period		(1,588)	1,380	(8,686)	(8,141)
Other comprehensive income <i>Item that may be reclassified to profit or loss:</i>					
Currency translation differences		126	416	199	(86)
Total comprehensive income		(1,462)	1,796	(8,487)	(8,227)

Condensed Consolidated Statement of Comprehensive Income

For the three months and nine months ended 30 September 2021

	Notes	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
		2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
(Loss)/profit for the period attributable to:					
Equity holders of the Company		(1,564)	1,354	(8,368)	(7,890)
Non-controlling interests		(24)	26	(318)	(251)
		(1,588)	1,380	(8,686)	(8,141)
Total comprehensive income attributable to:					
Equity holders of the Company		(1,438)	1,758	(8,173)	(7,983)
Non-controlling interests		(24)	38	(314)	(244)
		(1,462)	1,796	(8,487)	(8,227)
(Loss)/earnings per share					
		HK cents	HK cents	HK cents	HK cents
— Basic and diluted	5	(0.26)	0.23	(1.39)	(1.32)

Condensed Consolidated Statements of Changes in Equity

For the nine months ended 30 September 2021

	Attributable to equity holders of the Company					
	Share capital	Share premium	Other Reserves	Total	Non-controlling interests	Total equity
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 January 2021 (audited)	6,000	63,332	37,076	106,408	1,342	107,750
Loss for the period	—	—	(8,368)	(8,368)	(318)	(8,686)
Other comprehensive income:						
Currency translation differences	—	—	195	195	4	199
Total comprehensive income for the period	—	—	(8,173)	(8,173)	(314)	(8,487)
At 30 September 2021 (unaudited)	6,000	63,332	28,903	98,235	1,028	99,263
At 1 January 2020 (audited)	6,000	63,332	41,850	111,182	1,450	112,632
Loss for the period	—	—	(7,890)	(7,890)	(251)	(8,141)
Other comprehensive income:						
Currency translation differences	—	—	(93)	(93)	7	(86)
Total comprehensive income for the period	—	—	(7,983)	(7,983)	(244)	(8,227)
At 30 September 2020 (unaudited)	6,000	63,332	33,867	103,199	1,206	104,405

Notes to the Condensed Consolidated Financial Information

1 GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company was incorporated in the Cayman Islands on 24 September 2015 as an exempted company with limited liability. The shares of the Company were listed on GEM of the Stock Exchange on 21 July 2017.

The address of the Company's registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. Its principal place of business is located at 21st Floor, Empress Plaza, 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong. The Group is principally engaged in trading and lease of construction machinery and spare parts.

The ultimate holding company of the Group is JAT United Company Limited, which is a company incorporated in the British Virgin Islands and wholly owned by Mr. Ng Lai Ming, an executive director.

The condensed consolidated financial information is presented in Hong Kong dollars ("HK\$"), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

The condensed consolidated financial information of the Group for the nine months ended 30 September 2021 has not been audited but has been reviewed by the audit committee of the Company. The unaudited condensed consolidated financial information was approved for issue by the Board on 8 November 2021.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

This condensed consolidated financial information for the nine months ended 30 September 2021 has been prepared in accordance with all applicable Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretation (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the applicable disclosure requirements of the GEM Listing Rules. The condensed consolidated financial information should be read in conjunction with the annual financial statements for the year ended 31 December 2020. It has been prepared under the historical cost basis, except for other asset at fair value through profit or loss which is measured at fair value.

The accounting policies used in the preparation of this condensed consolidated financial information are consistent with those described in the annual financial statements for the year ended 31 December 2020, except for the adoption of new or amended HKFRSs which have become effective for accounting periods beginning on or after 1 January 2021.

Certain new or revised HKFRSs, potentially relevant to the Group's accounting policies, have been issued, but not yet effective and have not been early adopted by the Group.

Notes to the Condensed Consolidated Financial Information

3 REVENUE AND SEGMENT INFORMATION

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Revenue from contracts with customers within the scope of HKFRS 15				
Timing of revenue recognition				
— At a point in time				
— Sales of goods	20,914	19,101	55,521	49,683
— Repair and maintenance services income	1,912	292	4,012	1,333
	22,826	19,393	59,533	51,016
Revenue from other sources				
— Machinery rental income	645	—	920	(10)
	23,471	19,393	60,453	51,006

The operating segments are reported in a manner consistent with the way in which information is reported internally to the Group's chief operating decision-maker for the purposes of resources allocation and assessment of segment performance. The executive Directors considered the nature of the Group's business and determined that the Group has two reportable operating segments as follows:

- (i) Tunnelling — Supply of specialised cutting tools and parts for construction equipment
- (ii) Foundation — Supply of fabricated construction steel works and equipment

The executive Directors assess the performance of the operating segments based on revenue and gross profit margin of each segment. The Group's resources are integrated and there are no discrete operating segment assets and liabilities for the tunnelling and foundation business segments reported to the chief operating decision-maker, accordingly, no operating segment assets and liabilities are presented.

Segment revenue represents revenue generated from external customers. There were no inter-segment sales during the three months and nine months ended 30 September 2021 and 2020. The accounting policies of the reportable segments are the same as the Group's accounting policies.

Notes to the Condensed Consolidated Financial Information

3 REVENUE AND SEGMENT INFORMATION (CONTINUED)

- (a) The segment information provided to the executive Directors for the reportable segments for the nine months ended 30 September 2021 (unaudited) is as follows:

	Tunnelling HK\$'000	Foundation HK\$'000	Total HK\$'000
Segment revenue (all from external customers)	46,153	14,300	60,453
Cost of sales	(32,497)	(12,038)	(44,535)
Segment results	13,656	2,262	15,918
Gross profit %	29.59%	15.82%	26.33%
Other income			1,472
Selling expenses			(3,500)
Administrative expenses			(19,948)
Other gains and losses			
Exchange loss			(363)
Provision for impairment of trade receivable			(730)
Others			65
Operating loss			(7,086)
Finance income			17
Finance costs			(1,419)
Loss before income tax			(8,488)
Income tax expenses			(198)
Loss for the period			(8,686)

Notes to the Condensed Consolidated Financial Information

3 REVENUE AND SEGMENT INFORMATION (CONTINUED)

- (b) The segment information provided to the executive Directors for the reportable segments for the nine months ended 30 September 2020 (unaudited) is as follows:

	Tunnelling HK\$'000	Foundation HK\$'000	Total HK\$'000
Segment revenue (all from external customers)	48,118	2,888	51,006
Cost of sales	(34,521)	(1,458)	(35,979)
Segment results	13,597	1,430	15,027
Gross profit %	28.26%	49.52%	29.46%
Other income			942
Selling expenses			(3,268)
Administrative expenses			(21,417)
Other gains and losses			
Exchange gain			346
Provision for impairment of trade receivables			(29)
Others			85
Operating loss			(8,314)
Finance income			172
Finance costs			(1,695)
Loss before income tax			(9,837)
Income tax credit			1,696
Loss for the period			(8,141)

- (c) Revenue from external customers by customer location are as follows:

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Hong Kong	18,494	6,704	34,526	13,708
The PRC	4,018	10,757	11,840	23,604
Singapore and other Asia-Pacific countries	879	722	6,414	10,792
Others	80	1,210	7,673	2,902
	23,471	19,393	60,453	51,006

Notes to the Condensed Consolidated Financial Information

4 INCOME TAX EXPENSES/(CREDIT)

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2021 HK\$'000	2020 HK\$'000	2021 HK\$'000	2020 HK\$'000
Current taxation				
— Hong Kong profits tax	75	(89)	75	(89)
— Mainland China corporate income tax	6	—	51	23
— Singapore corporate income tax	—	—	—	—
— Australia corporate income tax	(2)	—	(2)	—
Deferred income tax	(2)	(574)	74	(1,630)
Income tax expenses/(credit)	77	(663)	198	(1,696)

The Group is not subject to taxation in the Cayman Islands and British Virgin Islands.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for profits derived in Hong Kong.

Mainland China corporate income tax has been provided for at the rate of 25% on the estimated assessable profits for the Group's operations in Mainland China. Singapore corporate income tax has been provided for at the rate of 17% on the estimated assessable profit for the Group's operations in Singapore. Australia corporate income tax has been provided for at the rate of 27.5% on the estimated assessable profits for the Group's operations in Australia.

Notes to the Condensed Consolidated Financial Information

5 (LOSS)/EARNINGS PER SHARE

(a) Basic

The basic (loss)/earnings per share is calculated on the (loss)/profit attributable to equity holders of the Company divided by the weighted average number of ordinary shares in issue during the respective period.

	Unaudited Three months ended 30 September		Unaudited Nine months ended 30 September	
	2021	2020	2021	2020
(Loss)/profit attributable to equity holders of the Company (HK\$'000)	(1,564)	1,354	(8,368)	(7,890)
Weighted average number of ordinary shares in issue (thousands)	600,000	600,000	600,000	600,000
Basic (loss)/earnings per share (expressed in HK cents)	(0.26)	0.23	(1.39)	(1.32)

(b) Diluted

Diluted (loss)/earnings per share presented is the same as the basic (loss)/earnings per share as there were no potentially dilutive ordinary shares outstanding as at period end.

6 DIVIDENDS

No interim dividend was declared for the nine months ended 30 September 2021 (2020: Nil).

Management Discussion and Analysis

BUSINESS REVIEW

Background, recent development and outlook

The Group is an integrated engineering solutions provider in connection with (i) the supply of specialised cutting tools and parts for construction equipment with particular focus on disc cutters which are widely used in conjunction with tunnel boring machines and microtunnelling equipment; (ii) the supply of fabricated construction steel works and equipment; (iii) the supply of specialised construction equipment, and repair and maintenance services. Our business can broadly be categorized into two segments, namely tunnelling and foundation.

Hong Kong market

During the nine months ended 30 September 2021 (the "Period"), the Coronavirus Disease 2019 (the "COVID-19") outbreak is gradually coming under control and the Legislation Council resumed approving infrastructure projects, business and economic condition in Hong Kong has shown sign of recovery. Despite there is no major projects which launched with tunnel boring machines and consumption of disc cutters in Hong Kong recently, the Group recorded favourable sales results in both its tunnelling business (mainly from drill and blast projects) and foundation business segments for the Period, contributing a majority portion of revenue growth.

We will closely monitor the development of new railway schemes which were recommended in the "Railway Development Strategy" published by the Transport and Housing Bureau of Hong Kong in 2014, as well as any potential business opportunity in Hong Kong.

PRC market

The Group's business in the PRC market was related to the supply of specialised cutting tools and parts mainly for the tunnelling construction sites as well as the tunnelling equipment manufacturers. Revenue from the PRC market remained at low level as certain projects of the Group's customers and potential customers have been delayed and their purchasing decisions become prudent and more price-conscious since the COVID-19 outbreak. Furthermore, having considered the historic revenue settlement pattern of its PRC operations, the Group will take a more conservative approach on negotiation of settlement terms in order to safeguard itself from liquidity and credit risk exposure during the present time of economic uncertainties.

Singapore and other Asia-Pacific countries

The Group's operation setup in Singapore is a regional hub to serve and seek for business opportunities locally and also in Malaysia and other Southeast Asia countries. Moreover, the Group maintains a comprehensive sales, production and maintenance services centre in Melbourne, Australia targeting the southern pacific market. Construction activities in these regions are yet to be recovered since the COVID-19 outbreak and the demand from our customers remains at low level. The market prospect in this region is unclear and the management considers that more time would be needed for the markets to be recovered.

Other countries

We are also seeking actively for expansion opportunities in the global markets and have established a steady flow of revenue from our newly explored market e.g. countries in Europe and North America. Business expansion in overseas markets fell short of expectation since construction activities worldwide are being affected by the COVID-19 outbreak. The Group will closely monitor potential business opportunities available in these markets as the pandemic in Europe and North America is gradually coming under control, and economic and commercial activities in these regions are showing sign of recovery.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue

Our revenue increased by approximately HK\$9.4 million, or 18.5%, from approximately HK\$51.0 million for the nine months ended 30 September 2020 to approximately HK\$60.5 million for the Period. The increase in revenue is mainly a result of improved performance in foundation segment in Hong Kong and in tunnelling segment in the Europe and North America markets, as the COVID-19 situations eased up near the end of year 2020 and sales to customers in such regions gradually picked up and revenue from Hong Kong increased by approximately HK\$20.8 million and revenue from Europe and North America markets increased by approximately HK\$4.8 million. On the other hand, revenue from PRC and Asia Pacific decreased by approximately HK\$11.8 million and HK\$4.4 million respectively, as potential customers have become prudent with their purchasing decision in view of economic uncertainties.

Cost of sales

Cost of sales represents costs and expenses directly attributable to our revenue generating activities. Our cost of inventories sold accounted for the largest part of our cost of sales. Our cost of sales increased by approximately HK\$8.6 million, or 23.8%, from approximately HK\$36.0 million for the nine months ended 30 September 2020 to approximately HK\$44.5 million for the Period. Such movement was primarily attributable to the increase in cost of inventory sold associated with our increase in revenue.

Gross profit

Gross profit increased by approximately HK\$0.9 million, or 5.9%, from approximately HK\$15.0 million for the nine months ended 30 September 2020 to HK\$15.9 million for the Period. However, our gross profit margin decreased from approximately 29.5% for the nine months ended 30 September 2020 to approximately 26.3% for the nine months ended 30 September 2021. The decrease in gross profit margin was largely due to more competitive pricing offered by the Group in the foundation segment in view of potential competition amidst the global uncertain economic condition.

Other income

The other income primarily consisted of inspection charges and government subsidies.

Management Discussion and Analysis

Exchange (losses)/gains

The Group recorded a net exchange loss of approximately HK\$0.4 million for the Period, which mainly comprised of (i) an exchange loss of approximately HK\$1.1 million as a result of weakening of Australian dollars; which was partly offset by (ii) an exchange gain of approximately HK\$0.5 million as a result of strengthening of Renminbi; and (iii) an exchange gain of approximately HK\$0.3 million as a result of depreciation of Euros (the major currency used for the Group's purchases of goods).

Selling expenses

Selling expenses mainly include freight charges and sales commission for our staff accounted for under the employee benefit expenses. Selling expenses increased slightly from approximately HK\$3.3 million for the nine months ended 30 September 2020 to HK\$3.5 million for the Period, which is generally in line with the increase in revenue.

Administrative expenses

Administrative expenses mainly include staff costs, Directors' remuneration and benefits (both accounted for under the employee benefit expenses), legal and professional fees, depreciation and amortisation and other administrative expenses. Administrative expenses have remained relatively stable, except for a slight drop in Directors' remuneration as a result of reduction in the number of Directors since October 2020.

Finance income and finance costs

The net amount of finance cost for the nine months ended 30 September 2021 was approximately HK\$1.4 million, which was similar to the corresponding period in 2020. The finance costs are mainly related to the bank borrowings and the lease liabilities.

Income tax expense/credit

The income tax expense for the nine months ended 30 September 2021 was approximately HK\$0.2 million, while the income tax credit for the nine months ended 30 September 2020 was approximately HK\$1.7 million.

Loss attributable to equity holders of our Company

We recorded a loss attributable to equity holders of our Company for the nine months ended 30 September 2021 of approximately HK\$8.4 million, as compared to loss of approximately HK\$7.9 million for the nine months ended 30 September 2020.

DIVIDENDS

The Board has resolved not to declare any dividend for the nine months ended 30 September 2021.

Management Discussion and Analysis

CHARGES ON ASSETS

As at 30 September 2021, certain machinery and equipment under right-of-issue assets and inventories with carrying value of approximately HK\$5,297,000 (31 December 2020: HK\$5,825,000) were pledged to secure for the finance of certain lease liabilities of approximately HK\$144,000 (31 December 2020: HK\$1,416,000). In addition, a life insurance policy of Mr. Ng Lai Ming with an insured sum of US\$1,582,862 has been assigned as security for certain banking facilities.

CAPITAL COMMITMENT

As at 30 September 2021, the Group had no capital commitment.

CONTINGENT LIABILITIES

As at 30 September 2021, the Group did not have any significant contingent liabilities.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND/OR SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2021, the interests and short positions of the Directors in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong ("SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in shares of the Company

Director	Nature of interest	Number of shares	Percentage of the Company's issued share capital
Mr. Ng Lai Ming (note 2)	Interest in a controlled corporation (note 1)	364,095,000	60.68%
Mr. Ng Lai Tong	Beneficial owner	29,025,000	4.84%
Mr. Ng Lai Po	Beneficial owner	4,500,000	0.75%

Notes:

- The 364,095,000 shares are owned by JAT United Company Limited ("JAT United"), which is wholly owned by Mr. Ng Lai Ming, an executive Director, who is deemed to be interested in all the shares held by JAT United under the SFO.
- Mr. Ng Lai Ming is the brother of Mr. Ng Lai Tong and Mr. Ng Lai Po.

Management Discussion and Analysis

Directors' interests in an associated corporation of the Company

Director	Associated corporation	Nature of interest	Number of shares/Position	Percentage of the shareholding
Mr. Ng Lai Ming	JAT United	Beneficial owner	1/Long position	100%

Save as disclosed above, as at 30 September 2021, none of the Directors or any chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO) or which were required pursuant to section 352 of the SFO to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND/OR SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as the Directors are aware, as at 30 September 2021, the following person(s), not being a Director or chief executive of our Company, had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required pursuant to section 336 of the SFO to be entered in the register referred to therein or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of our Group:

Long position in the shares of the Company

Shareholder	Capacity/Nature of interest	Number of shares	Percentage of the Company's issued shares capital
JAT United (note 1)	Beneficial owner	364,095,000	60.68%
Ms. Law So Lin (note 2)	Interest of spouse	364,095,000	60.68%
Mr. Cheung King	Beneficial owner	31,005,000	5.17%
Ms. Ng Yuk Sheung (note 3)	Interest of spouse	31,005,000	5.17%

Management Discussion and Analysis

Notes:

1. JAT United is wholly owned by Mr. Ng Lai Ming, an executive Director, who is deemed to be interested in all the shares held by JAT United under the SFO.
2. Ms. Law So Lin is the spouse of Mr. Ng Lai Ming, therefore she is deemed to be interested in all the shares which Mr. Ng Lai Ming is interested in.
3. Ms. Ng Yuk Sheung is the spouse of Mr. Cheung King, therefore she is deemed to be interested in all the shares held by Mr. Cheung King under the SFO.

Saved as disclosed above, as at 30 September 2021, no other person had any interests or short positions in the shares or underlying shares of the Company which were required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were required pursuant to section 336 of the SFO to be entered in the register referred to therein.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") on 19 June 2017 and no options have been granted, exercised or cancelled since then and up to the date of this report.

The Share Option Scheme shall be valid and effective for a period of 10 years from the adoption date, after which no further options may be issued.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries, had purchased, sold or redeemed any of the Company's listed securities during the Period.

COMPETING INTERESTS

None of the Directors, substantial shareholders of the Company or their respective associates (as defined in the GEM Listing Rules) had any interest in a business which compete with the business of the Group during the Period and up to and including the date of this report.

Management Discussion and Analysis

AUDIT COMMITTEE

The members of the audit committee are Mr. Tai Wai Kwok, Ir Lo Kok Keung and Mr. Lau Chi Leung, all of whom are independent non-executive Directors. Mr. Tai Wai Kwok is the chairman of the audit committee. The audit committee has reviewed this report and has provided advice and comments thereon.

By order of the Board

M&L Holdings Group Limited

Ng Lai Ming

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 8 November 2021

As at the date of this report, 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 and Mr. Lau Chi Leung.