

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

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

Company name: **Millennium Pacific Group Holdings Limited**
(匯思太平洋集團控股有限公司)

Stock code (ordinary shares): **8147**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on 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 GEM 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 15 August 2022.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 18 April 2014

Name of Sponsor(s): Ample Capital Limited

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

Executive Directors:
Mr. Zhou Chuang Qiang
Mr. Wang Li

Independent Non-Executive Directors:
Mr. Zheng Wan Zhang
Mr. Wong Tik Tung
Mr. Man Wai Lun

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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

Name	Capacity nature of interest	Number of shares	Approximate percentage of interest in the Company
Mr. Wang Lianghai (Note 1)	Interest of controlled corporation	316,981,250	30.75%
Martford Limited (Note 1)	Beneficial owner	316,981,250	30.75%
Mr. Wu Xiongbin (Note 2)	Beneficial owner	174,469,166	16.93%

Note 1: The 316,981,250 shares held by Martford Limited which is wholly and beneficially owned by Mr. Wang Lianghai.

Note 2: On 17 June 2021, Mr. Wu Xiongbin subscribed convertible bonds in aggregate principal amount of HK\$20 million which can be convertible into 166,666,666 conversion shares at initial conversion price of HK\$0.12 per conversion share.

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:

Windward 3, Regatta Office Park, P.O. Box 1350 Grand Cayman KY1-1108 Cayman Islands

Head office and principal place of business:

4/F., Building C, 101 Kongwei Guangchang No. 52, Gongye Nang Road, Xinhe Community, Fuhai Street, Baoan District, Shenzhen, Guangdong Province PRC

Web-site address (if applicable):

www.mpgroup.hk

Share registrar:

Principal share registrar and transfer office in the Cayman Islands:
Ocorian Trust (Cayman) Limited
Windward 3, Regatta Office Park, P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Branch share registrar and transfer office in Hong Kong:
Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

Auditors:

McMillan Woods (Hong Kong) CPA Limited
24/F., Siu On Centre,
188 Lockhart Road, Wanchai
Hong Kong

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 are principally engaged in the research and development, manufacture and sale of consumer electronic products and provision of application software development services.

C. Ordinary shares

Number of ordinary shares in issue: 1,030,738,970

Par value of ordinary shares in issue: HK\$0.0016

Board lot size (in number of shares): 8,000

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

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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).

Share Options

Date of grant	Number of share options outstanding	Exercise price	Validity period
4 June 2019	25,192,000	HK\$0.2412	10 years from the date of grant
10 June 2022	103,072,000	HK\$0.032	10 years from the date of grant

Convertible Bonds

Date of issue	Principal amount outstanding	Maximum number of conversion shares	Conversion price (subject to adjustment)
2 July 2021	HK\$20,000,000	166,666,666	HK\$0.12 per conversion share

(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 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.

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

Submitted by: Zhou Chuang Qiang
(Name)

Title: Executive Director
(Director, secretary or other duly authorised officer)

NOTE

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 as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.