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**Millennium Pacific Group Holdings Limited**  
**匯思太平洋集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 8147)**

## **RESIGNATION OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Millennium Pacific Group Holdings Limited (the “**Company**”) hereby announces that with effect from 13 February 2023, Mr. Zheng Wan Zhang (“**Mr. Zheng**”) has tendered his resignation as an independent non-executive Director and ceased to be the chairman of the Nomination Committee, a member of the Audit Committee and a member of the Remuneration Committee as he would like to devote more time on his other work commitments and engagements.

Mr. Zheng confirmed that he has no disagreement with the Board and there is nothing relating to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Zheng for his valuable contributions to the Company during his tenure of service.

## **NON-COMPLIANCE WITH THE GEM LISTING RULES AND COMMITTEES’ TERMS OF REFERENCE**

The Board further announces that following the resignation of Mr. Zheng, the Company will only have 2 independent non-executive Directors. The number of members of Audit Committee, Nomination Committee and Remuneration Committee will also fall to 2. As such, the Company is unable to fulfill the requirements under (i) Rule 5.05(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) which requires the board of directors must include at least 3 independent non-executive directors; (ii) Rule 5.28 of the GEM Listing Rules which requires the Audit Committee to comprise a minimum of 3 members comprising non-executive directors only; and (iii) the terms of reference of the Audit Committee, Nomination Committee and Remuneration Committee which require the committee to comprise a minimum of 3 members.

The Company considers that its failure of meeting the requirements of Rules 5.05(1) and 5.28 of the GEM Listing Rules and the relevant terms of reference of the committees is temporary in nature and the Company will use its best endeavors to identify a suitable candidate to be an additional independent non-executive Director within three months from the date of Mr. Zheng’s resignation pursuant to Rules 5.06 and 5.33 of the GEM Listing Rules to meet the requirements under the GEM Listing Rules and the relevant terms of reference of the committees. The Company will make further announcement(s) as and when appropriate.

By order of the Board  
**Millennium Pacific Group Holdings Limited**  
**Zhou Chuang Qiang**  
*Executive Director*

Hong Kong, 13 February 2023

*As at the date of this announcement, the executive Directors are Mr. Wang Li and Mr. Zhou Chuang Qiang; and the independent non-executive Directors are Mr. Wong Tik Tung and Mr. Man Wai Lun.*

*This announcement, for which the Directors 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 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.*

*This announcement will remain on the “Latest Listed Company Information” page of the GEM of the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least seven days after the date of publication and on the website of the Company ([www.mpgroup.hk](http://www.mpgroup.hk)).*