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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)

**(1) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES
AND ADOPTION OF NEW MEMORANDUM AND ARTICLES;
AND
(2) CHANGE IN COMPOSITION OF THE BOARD COMMITTEES**

Proposed Amendments to the Memorandum and Articles and Adoption of New Memorandum and Articles

This announcement is made by Millennium Pacific Group Holdings Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which require, among others, listed issuers to adopt a set of “Core Standards” for shareholder protections. The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to take this opportunity to update the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “**Articles**”, together with the amended and restated memorandum of association of the Company, the “**Memorandum and Articles**”) with regards to the updates in the GEM Listing Rules and the applicable laws and make certain housekeeping amendments. At the upcoming annual general meeting of the Company (the “**AGM**”), a special resolution will be proposed for the shareholders of the Company to consider and, if thought fit, approve the proposed amendments to the Memorandum and Articles and the proposed adoption of the second amended and restated memorandum of association and second amended and restated articles of association (the “**New Memorandum and Articles**”) incorporating amendments made for the purposes of, among others, (i) bringing the Articles in line with the amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands; and (ii) making other miscellaneous and housekeeping amendments to update or clarify the provisions of the Memorandum and Articles, including consequential amendments in line with the above amendments to the Memorandum and Articles where it is considered desirable or to better align the wordings with the GEM Listing Rules and the applicable laws of the Cayman Islands (the “**Proposed Amendments**”).

A circular which includes, among other things, the information in relation to the Proposed Amendments, the proposed adoption of the New Memorandum and Articles and a notice of the AGM along with the relevant proxy form, will be dispatched to the shareholders of the Company in due course.

Change in Composition of the Board Committees

The Board is also pleased to announce that, Mr. Zhou Chuang Qiang (an executive Director) and Mr. Man Wai Lun (an independent non-executive Director) will be appointed as a member of the Nomination Committee and a member of the Remuneration Committee, respectively, with effect from 3 May 2023.

As such, the number of members of each of Nomination Committee and Remuneration Committee will increase to 3 and fulfill the requirements under the relevant terms of reference of the committees which require the committees to comprise a minimum of 3 members.

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

Hong Kong, 3 May 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) for at least seven days after the date of publication and on the website of the Company (www.mpgroup.hk).