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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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) CHANGE OF COMPOSITION OF BOARD COMMITTEES; AND
(4) COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING
RULES AND COMMITTEES’ TERMS OF REFERENCE**

The Board announces that with effect from 29 May 2024:

- (1) Mr. Man Wai Lun has resigned from the positions of independent non-executive Director, chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee with effect from 29 May 2024;
- (2) Ms. Zhi Jiangbo has been appointed as the independent non-executive Director, chairlady of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee with effect from 29 May 2024; and
- (3) Following the resignation of Mr. Man and the appointment of Ms. Zhi, the current number of independent non-executive Directors and composition of board committees complies with Rules 5.05(1) and 5.28 of the GEM Listing Rules and Committees’ Terms of Reference.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**” and each, a “**Director**”) of Millennium Pacific Group Holdings Limited (the “**Company**”) announces that Mr. Man Wai Lun (“**Mr. Man**”) has tendered his resignation as the independent non-executive Director, chairman of the audit committee (the “**Audit Committee**”) and a member of each of the nomination committee (the “**Nomination Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the compliance committee (the “**Compliance Committee**”) of the Company with effect from 29 May 2024 as he would like to spend more time on pursuing his other business engagements.

Mr. Man has confirmed to the Board that he has no disagreement with the Board or the Company and that there are no other matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company and The Stock Exchange of Hong Kong Limited.

The Board would like to extend its appreciation to Mr. Man for his valuable contribution during his tenure of office in the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is hereby pleased to announce that it has approved the appointment of Ms. Zhi Jiangbo (“**Ms. Zhi**”) as an independent non-executive Director with effect from 29 May 2024.

Ms. Zhi, aged 33, has profound experience in audit and accounting. She has acted as an accountant of Inner Mongolia Zhunxing Heavyload Expressway Company Limited * (內蒙古准興重載高速公路有限責任公司) since 2021.

Ms. Zhi obtained an associate degree in Accounting from the China University of Geosciences* (中國地質大學) in January 2020. She also obtained the Accounting Professional Qualification (intermediate)* (會計專業技術資格(中級)) in the People’s Republic of China in September 2023.

A letter of appointment has been entered into between Ms. Zhi and the Company in relation to her appointment as an independent non-executive Director for a term of three years with effect from 29 May 2024. Ms. Zhi will hold office until the conclusion of the first annual general meeting of the Company after her appointment and will then be eligible for re-election and is subject to the rotational retirement and re-election requirements at the general meetings of the Company pursuant to the articles of association of the Company (the “**Articles**”), or earlier determination in accordance with the Articles and/or any applicable laws and regulations. Ms. Zhi will be entitled to a director’s fee of HK\$60,000 per annum, which was determined with reference to her relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, as at the date of this announcement, Ms. Zhi, (i) does not hold other positions with the Company or any other members of the Company’s group; (ii) did not have experience including (a) any other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas and (b) any other major appointments and professional qualifications; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them under the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”)) of the Company; and (iv) does not have any interests in shares and/or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company confirms that Ms. Zhi has confirmed with the Company (i) her independence as regards each of the factors referred to in Rule 5.09 of the GEM Listing Rules, (ii) that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the GEM Listing Rules) of the Company; and (iii) that there are no other factors that may affect Ms. Zhi's independence at the time of her appointment.

Save as disclosed above, Ms. Zhi confirmed that there are no other matters relating to her appointment as an independent non-executive Director that need to be brought to the attention of the shareholders of the Company and there is no other information which is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

CHANGE OF COMPOSITION OF BOARD COMMITTEES

The Board further announces that with effect from 29 May 2024, Ms. Zhi has been appointed as a chairlady of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Compliance Committee.

COMPLIANCE WITH RULES 5.05(1) AND 5.28 OF THE GEM LISTING RULES AND COMMITTEES' TERMS OF REFERENCE

Following the resignation of Mr. Man and the appointment of Ms. Zhi, the Board comprises four members, including one executive Director and three independent non-executive Directors. The current number of independent non-executive Directors complies with Rule 5.05(1) of the GEM Listing Rules. The Company also fulfils the requirement of having a minimum of three members comprising non-executive directors only on the Audit Committee under Rule 5.28 of the GEM Listing Rules and the requirement of having not less than three members in the Company's Nomination Committee, Remuneration Committee and Audit Committee as per their terms of reference.

The Board would like to take this opportunity to welcome Ms. Zhi for joining the Board.

By order of the Board
Millennium Pacific Group Holdings Limited
Chen Yiliang
Executive Director

Hong Kong, 29 May 2024

As at the date of this announcement, the executive Director is Mr. Chen Yiliang; and the independent non-executive Directors are Mr. Zhou Fenli, Mr. Chen Yifan and Ms. Zhi Jiangbo.

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 of Hong Kong Limited 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 beliefs 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.

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