
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Millennium Pacific Group Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale and transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 27 June 2024 at 11: 00 a.m. is set out on pages 16 to 20 of this circular. A proxy form for use at the AGM is enclosed. The proxy form can also be downloaded from the HKEXnews Website at www.hkexnews.hk and the website of the Company at www.mpgroup.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

CHARACTERISTICS OF GEM

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.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 27 June 2024 at 11: 00 a.m., the notice of which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as currently in force
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“close associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Company”	Millennium Pacific Group Holdings Limited (匯思太平洋集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended from time to time
“General Mandates”	the Issue Mandate, the Repurchase Mandate and the Extension Mandate

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of the passing of the relevant resolution
“Latest Practicable Date”	31 May 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.016 each in the share capital of the Company before the implementation of the Share Consolidation
“Shareholder(s)”	the shareholder(s) of the Company
“Share Option(s)”	share option(s) granted under the Share Option Scheme entitling the holder(s) thereof to subscribe for Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Future Commission in Hong Kong
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended and supplemented from time to time
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Chen Yiliang

Independent Non-executive Directors:

Mr. Chen Yifan

Mr. Zhou Fenli

Ms. Zhi Jiangbo

Registered Office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman

KY1-1108 Cayman Islands

Headquarter in the PRC:

A709-A22, 7/F., Block A

Jiangsu Building

6013 Yitian Road

Fuxin Community

Lianhua Street

Futian District

Shenzhen, Guangdong Province PRC

Principal place of business

in Hong Kong:

Unit 5, 4/F, Energy Plaza

No. 92 Granville Road

Tsim Sha Tsui East, Kowloon

Hong Kong

5 June 2024

To all Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

2. PROPOSAL FOR GENERAL MANDATE TO ISSUE NEW SHARES AND REPURCHASE SHARES

Pursuant to the resolutions passed by the Shareholders on 28 June 2023, the Directors were granted (a) a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with additional Shares up to a maximum of 20% of the aggregate number of issued Shares as at the date of the passing of the relevant resolution; (b) a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares as at the date of the passing of the relevant resolution; and (c) the power to extend the general and unconditional mandate mentioned in (a) above by an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate to repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM. At the AGM, the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) up to a maximum of 20% of the aggregate number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued Shares (excluding any Treasury Shares) as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the aggregate number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 103,073,897 Shares. On the basis that no further Shares are repurchased or issued from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 10,307,389 Shares and under the Issue Mandate to issue a maximum of 20,614,779 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as

LETTER FROM THE BOARD

Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the AGM; (b) the date by which the next annual general meeting is required to be held under the Articles or any applicable laws of the Cayman Islands or the GEM Listing Rules; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company following the AGM.

In accordance with the requirements of the GEM Listing Rules, an explanatory statement is set out in Appendix I to this circular containing all the information reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF DIRECTORS

According to Article 108 of the Articles, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every director shall be subject to retirement by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election.

According to Article 112 of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.

As disclosed in the annual report 2023 of the Company, Mr. Chen Yiliang and Mr. Man Wai Lun shall retire from office by rotation, and being eligible, they offer themselves for re-election at the AGM. However, on 29 May 2024, Mr. Man Wai Lun has resigned from the positions of independent non-executive director.

Pursuant to Article 108 of the Articles, the Board has determined that Mr. Chen Yiliang shall retire from office by rotation, and being eligible, he offers himself for re-election at the AGM.

Since Mr. Chen Yifan who was appointed as an independent non-executive Director by the Board on 27 September 2023, Mr. Zhou Fenli who was appointed as an independent non-executive Director by the Board on 22 March 2024 and Ms. Zhi Jiangbo who was appointed as an independent non-executive Director by the Board on 29 May 2024 to fill a casual vacancy, pursuant to Article 112 of the Articles, they shall hold office until the AGM and shall then be eligible and offer themselves for re-election at the AGM.

Particulars of each of the Directors proposed to be re-elected at the AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. THE AGM

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors.

To the best information of the Directors after making reasonable enquires, no Shareholder is required to abstain from voting for any resolution proposed to be adopted at the AGM.

Pursuant to the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A proxy form for use at the AGM is enclosed. The proxy form can also be downloaded from the HKEXnews Website at www.hkexnews.hk and the website of the Company at www.mpgroup.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 circular 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 circular misleading.

6. RECOMMENDATIONS

The Directors consider that all the proposed resolutions at the AGM, including but not limited to the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board
Millennium Pacific Group Holdings Limited
Mr. Chen Yiliang
Executive Director

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 103,073,897 Shares.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares will be issued and/or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase up to a maximum of 10,307,389 Shares, representing 10% of the aggregate number of Shares (excluding any Treasury Shares) in issue as at the date of passing the resolution to approve the Repurchase Mandate.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company, the Group and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earning per Share. The Directors are seeking the grant of a general mandate to repurchase the Shares to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion, and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchase will only be made when the Directors believe that such repurchases will benefit the Company, the Group and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Any repurchase by our Company may only be funded out of funds legally available for such purpose in accordance with the Company's memorandum of association, the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time of the repurchase in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates currently intends to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the AGM.

No core connected person has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the AGM.

6. CONFIRMATION

The Directors confirm that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirm that either the explanatory statement set out in this Appendix nor the proposed share repurchase has unusual features.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholder was:

Name of Shareholder	Number of the Shares Held	Approximate % shareholding	
		As at the Latest Practicable Date	If Repurchase Mandate is Exercised in full
Viva Gain Investments Limited (<i>Note 1</i>)	20,312,500	19.71%	21.90%
Wei Haiquan	20,123,200	19.52%	21.69%

Note:

1. Viva Gain Investments Limited is wholly-owned by Ma Xingzhong.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full to repurchase the Shares, the attributable shareholding of Viva Gain Investments Limited and Mr. Wei Haiquan would be increased to approximately 21.90% and 21.69% of the issued share capital of the Company respectively. Such increase would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholder(s) or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

APPENDIX I **EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

8. REPURCHASE OF SHARES

No repurchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date, whether on the GEM or otherwise.

9. SHARE PRICES

The highest and lowest prices per Share at which the Shares have traded on GEM during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
May	0.030	0.026
June	0.280	0.210
July	0.170	0.090
August	0.138	0.133
September	0.190	0.125
October	0.141	0.121
November	0.172	0.126
December	0.186	0.161
2024		
January	0.205	0.180
February	0.205	0.190
March	0.228	0.190
April	0.295	0.220
May (up to the Latest Practicable Date)	0.390	0.275

The following are the particulars of the Directors (as required by the GEM Listing Rules) who are subject to re-election at the AGM.

Ms. Zhi Jiangbo (“**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, Ms. Zhi has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the last three years and does not have any other major appointment or professional qualifications.

As far as the Directors are aware, Ms. Zhi does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Zhi was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Zhi that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Chen Yiliang (“**Mr. Chen**”), aged 36, is mainly engaged in international trade, international settlement, marketing and operation and management of businesses, being familiar with policies on operations relating to customs, immigration, quarantine, taxation and logistics. He has accumulated rich work experience and industry resources in management and leadership positions. He was the vice-president of Shenzhen Smart Wearable Association from 2017 to 2020. Since 2015, he has served as the deputy general manager and general manager of several companies. From 2015 to 2020, he was the director and deputy general manager of Shenzhen Ampeq Technology Company Limited* (深圳市艾普科技有限公司) (an indirect wholly-owned subsidiary of an associate of the Company). He has served as the general manager of Guangzhou Idall Audio and Visual Co., Ltd.* (廣州市愛多影音有限公司) from 2015 to 2023, the general manager of TengXiang (ShenZhen) Technology Co., Ltd.* (騰翔科技(深圳)有限公司) from 2017 to 2023 and the general manager of Shenzhen Guangyi Xiangtong Trading Co., Ltd.* (深圳市廣翊翔通貿易有限公司) from 2020 to 2023.

Mr. Chen has entered into a service agreement with the Company for a term of three years commencing on 29 May 2023 and shall continue thereafter, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Chen will be entitled to a director’s fee of HK\$180,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, Mr. Chen Yiliang has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the last three years and does not have any other major appointment or professional qualifications.

As far as the Directors are aware, Mr. Chen Yiliang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chen Yiliang was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Chen Yiliang that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Chen Yifan, aged 66, graduated from Central China Normal University in the People's Republic of China in 2004 with a master's degree in regional economics. Mr. Chen Yifan served as a staff of the Shantou Branch of the People's Bank of China from 1981 to 2015. He has 30 years of experience in the economic and investment industries. Since 2015, he has been a major shareholder of Guangdong Offshore Oil Futian New Energy Investment Company Limited* (廣東海油富田新能源投資有限公司).

Mr. Chen Yifan has entered into a service agreement with the Company for a term of three years commencing on 27 September 2023 and shall continue thereafter, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Mr. Chen Yifan will be entitled to a director's fee of HK\$60,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, Mr. Chen Yifan has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the last three years and does not have any other major appointment or professional qualifications.

As far as the Directors are aware, Mr. Chen Yifan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chen Yifan was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Chen Yifan that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

* *For identification purposes only*

Mr. Zhou Fenli, aged 56, served as the senior management of various companies in China since 2006 and has accumulated over 18 years of experience in finance and corporate management. Mr. Zhou Fenli is currently the general manager and executive director of various companies which provides financial service in China.

A letter of appointment has been entered into between Mr. Zhou Fenli and the Company in relation to his appointment as an independent non-executive Director for a term of three years with effect from 20 March 2024. Mr. Zhou Fenli will hold office until the conclusion of the first annual general meeting of the Company after his 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. Mr. Zhou Fenli will be entitled to a director’s fee of HK\$60,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks.

Save as disclosed above, Mr. Zhou Fenli has not held any directorships in any other public companies, the securities of which are or have been listed on any securities market in Hong Kong or overseas, in the last three years and does not have any other major appointment or professional qualifications.

As far as the Directors are aware, Mr. Zhou Fenli does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the GEM Listing Rules) or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Zhou Fenli was not interested or deemed to be interested in any Shares or underlying Shares or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Zhou Fenli that is required to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF ANNUAL GENERAL MEETING

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of Millennium Pacific Group Holdings Limited (“**Company**”) will be held at Units 5906–5912, 59th Floor, The Center, 99 Queen’s Road Central, Hong Kong, on Thursday, 27 June 2024 at 11: 00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of directors and auditors of the Company for the financial year ended 31 December 2023.
2.
 - (a) To re-elect Ms. Zhi Jiangbo as an independent non-executive director of the Company;
 - (b) To re-elect Mr. Chen Yiliang as an executive director of the Company;
 - (c) To re-elect Mr. Chen Yifan as an independent non-executive director of the Company;
 - (d) To re-elect Mr. Zhou Fenli as an independent non-executive director of the Company.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To re-appoint McMillian Woods (Hong Kong) CPA Limited as the Company’s auditors and to authorise the board of directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to the paragraph (b) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed at any time and which is recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange as amended from time to time for this purpose, subject to and in accordance with all applicable law, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the directors and shall authorize the directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors;
 - (c) the aggregate number of shares of the Company to be purchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company (excluding any Treasury Shares) in issue as at the time of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
- (B) “**THAT:**
- (a) subject to the paragraph (c) of this resolution below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the GEM Listing Rules coming into effect 11 June 2024 and as amended from time to time, “**Treasury Shares**”) out of treasury) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the directors be and are hereby authorized during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any option granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate number of shares of the Company (excluding any Treasury Shares) in issue at the time of passing this resolution; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

- (e) any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for shares in the Company) to the extent permitted by, and subject to the provisions of, the GEM Listing Rules and applicable laws and regulations.

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional upon the passing of resolutions no. 4(A) and 4(B) set out in the notice convening this meeting, the aggregate number of shares of the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 4(A) shall be added to the aggregate number of shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to and in accordance with resolution no. 4(B) as set out in the notice convening this meeting.”

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

Hong Kong, 5 June 2024

Registered Office:

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

Headquarters in the PRC:

A709-A22, 7/F., Block A
Jiangsu Building
6013 Yitian Road
Fuxin Community
Lianhua Street
Futian District
Shenzhen
Guangdong Province
PRC

*Principal Place of Business
in Hong Kong:*

Unit 5, 4/F, Energy Plaza
No. 92 Granville Road
Tsim Sha Tsui East, Kowloon
Hong Kong

Notes:

1. In order to determine the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (both days inclusive), during which period no transfer of shares can be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 June 2024.
2. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he/she or they represent as such member could exercise.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority shall be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

NOTICE OF ANNUAL GENERAL MEETING

5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any shares of the Company, any one of such joint holders may vote either in person or by proxy in respect of such shares as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. As at the date of this notice, the executive Directors is Mr. Chen Yiliang; and the independent non-executive Directors are Mr. Chen Yifan Mr. Zhou Fenli and Ms. Zhi Jiangbo.