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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)

SUPPLEMENTAL AND CLARIFICATION ANNOUNCEMENT TO THE PROPOSED ISSUE OF CONVERTIBLE BONDS UNDER GENERAL MANDATE

Reference is made to the announcement (the "**Announcement**") of Millennium Pacific Group Holdings Limited (the "**Company**") dated 1 August 2025 in relation to, among other things, the Subscription. This announcement is made to provide supplemental information in relation to the Subscription. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Announcement.

1. USE OF PROCEEDS

As disclosed in the paragraph headed "Reasons for and benefits of the Subscription and use of proceeds" in the Announcement, the Group intends to use the net proceeds from the Subscription for general working capital, including ordinary business cash flows, staff costs, legal and professional fees, auditor's remuneration, rental and other operating expenses.

The Company wishes to clarify that the net proceeds of HK$8.6 million will be allocated in the following manner: (i) HK$6.8 million as ordinary business cash flows for the settlement of the Group's trade payables; (ii) HK$1.0 million for payment of legal and professional fees, including remuneration for legal advisors, consultants and auditors; (iii) HK$700,000 for payment of staff costs including salaries and contributions to the Mandatory Provident Fund; and (iv) HK$100,000 for other operating expenses to cover general administrative expenses. The Company intends to fully utilize the net proceeds from the Subscription by the end of 2025 and, pending such utilization, will deposit said proceeds as short-term deposits with licensed commercial banks and/or other authorized financial institutions.

2. INFORMATION OF THE SUBSCRIBER

As disclosed in the Announcement, the Subscriber is a company incorporated in the Republic of Seychelles with limited liability and is principally engaged in investment holding. The Subscriber is wholly owned by Mr. Ma Xingzhong, who is also the sole director of the Subscriber. Save as disclosed above, and to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber is a third party independent of the Company and its connected persons.

The Company wishes to clarify that the sole shareholder and director of the Subscriber, Mr. Ma Xingzhong, has over ten years of experience in real estate, finance, and distressed asset investment.

The Subscriber previously subscribed for convertible bonds in an aggregate principal amount of HK$6,500,000 issued by the Group in June 2023. On 16 July 2024, the Company received a conversion notice from the Subscriber in relation to the exercise of the conversion rights attaching to the convertible bonds to convert the convertible bonds in the principal amount of HK$6,500,000 into 20,312,500 conversion Shares at the conversion price of HK$0.32 per conversion Share. On 19 July 2024, 20,312,500 conversion Shares were allotted to the Subscriber under the relevant general mandate in accordance with the terms and conditions of the convertible bonds. For details, please refer to the announcements of the Company dated 22 May 2023, 14 June 2023 and 19 July 2024. On 19 February 2025, the Subscriber disposed of 20,312,500 Shares. As at the date of this announcement, the Subscriber does not hold any Shares.

As disclosed in the Announcement, the Company is authorised to issue up to 34,538,719 Shares pursuant to the General Mandate, which was granted to the Directors by an ordinary resolution of the Shareholders at the Company's annual general meeting held on 23 June 2025. Following the annual general meeting, for the purpose of raising additional funds for its general working capital, the Company engaged with multiple investors to determine their interest in providing financing through the issuance of new shares or convertible bonds, during which the Subscriber expressed its intention to invest by subscribing to the convertible bonds.

3. CLARIFICATIONS

The board of directors (the "**Board**") of the Company noticed some inadvertent clerical errors in the Announcement and would make the following clarifications (with changes made being underlined below):

Conversion Price

The Conversion Price of HK$0.25 per Conversion Share represents:

(i) a premium of approximately 2.04% to the closing price of HK$0.245 per Share as quoted on the Stock Exchange on 1 August 2025, being the date of the Subscription Agreement; and

(ii) a premium of approximately <u>1.46</u>% to the average of the closing price of the Shares as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to the date of the Subscription Agreement of <u>approximately</u> HK$<u>0.246</u> per Share.

Effect on the shareholding structure of the Company

The shareholding structure of the Company (i) as at the date of this announcement; (ii) upon full conversion of ~~the Existing Convertible Bonds; and (iii) upon full conversion of the Existing Convertible Bonds and~~ the Convertible Bonds are set out as follows:

	As at the date of this announcement		**Upon full conversion of ~~the Existing Convertible Bonds and~~ the Convertible Bonds**	
	Number of Shares	*approx. % of shareholding*	*Number of Shares*	*approx. % of shareholding*
Zhang Aiguo	20,312,500	11.76%	20,312,500	9.80%
Bao Hongsheng	20,000,250	11.58%	20,000,250	9.65%
Li Qi	20,000,000	11.58%	20,000,000	9.65%
Huang Baolin	20,000,000	11.58%	20,000,000	9.65%
Lucky Most Investments Limited *(note 1)*	8,724,000	5.05%	8,724,000	4.21%
The Subscriber	—	0.00%	34,536,000	16.67%
Public Shareholders	83,656,847	48.44%	83,656,847	40.37%
Total	172,693,597	100.00%	207,229,597	100.00%

Note:

1. The 8,724,000 Shares are held by Lucky Most Investments Limited, which is wholly and beneficially owned by Mr. Zhou Yihong.

Save as disclosed above, all other information and contents of the Announcement remain unchanged.

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

Hong Kong, 20 August 2025

As at the date of this announcement, the executive Directors are Mr. Chen Yiliang, Mr. Pan Xiaodong (co-chairman) and Mr. Li Qi (co-chairman); and the independent non-executive Directors are Mr. Chen Yifan, Mr. Zhou Fenli 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 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.8147.hk).