
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
(1) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) RE-APPOINTMENT OF AUDITOR,
(4) CHANGE OF COMPANY NAME,
AND
(5) 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 Monday, 22 June 2026 at 11:00 a.m. is set out on pages 17 to 22 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.8147.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.

29 May 2026

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.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposal for General Mandate to Issue New Shares and Repurchase Shares	5
3. Proposed Re-election of Directors	6
4. Proposed Re-appointment of Auditor	7
5. Proposed Change of Company Name	7
6. The AGM	9
7. Responsibility Statement	10
8. Recommendations	10
Appendix I — Explanatory Statement on Repurchase Mandate	11
Appendix II — Details of the Directors Proposed to be Re-elected at the AGM ..	15
Notice of Annual General Meeting	17

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 Monday, 22 June 2026 at 11:00 a.m., the notice of which is set out on pages 17 to 22 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

DEFINITIONS

“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
“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”	26 May 2026, 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)

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.016 each in the share capital of the Company which include Treasury Share(s), if any (for the avoidance of doubt, the holders of Treasury Shares have no voting rights at the Annual General Meeting)
“Share Option”	an award which vests in the form of the right to subscribe for such number of Award Shares as the Scheme Administrator may determine during the Exercise Period at the Exercise Price in accordance with the terms of the Scheme Rules
“Shareholder(s)”	the shareholder(s) of the Company
“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 GEM Listing Rules
“%”	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
Mr. Pan Xiaodong
Mr. Li Qi

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

29 May 2026

To all Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITOR;
(4) CHANGE OF COMPANY NAME;
AND
(5) 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; (ii) the re-election of Directors; (iii) the re-appointment of auditor; and (iv) the change of the Company's name.

LETTER FROM THE BOARD

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

Pursuant to the resolutions passed by the Shareholders on 23 June 2025, 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 207,229,597 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 20,722,959 Shares and under the Issue Mandate to issue a maximum of 41,445,919 Shares, representing 10% and 20% of the issued Shares (excluding Treasury 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.

LETTER FROM THE BOARD

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.

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.

Accordingly, Mr. Chen Yiliang and Ms. Zhi Jiangbo who being eligible, will retire from office and offer themselves for re-election at the Annual General Meeting.

Mr. Chen Yiliang, the retiring executive director, has extensive experience in the Company's operation and management, business development and strategic planning. He has long been actively promoting the implementation and optimisation of the Company's various businesses, making significant contributions to the Company's development. The nomination committee of the Company has considered and nominated Mr. Chen Yiliang to the Board for proposing to the shareholders his re-election at the annual general meeting. The Board believes that his management capabilities, industry experience and in-depth understanding of the Company will continue to contribute effectively to the Board and the Company's development.

LETTER FROM THE BOARD

Ms. Zhi Jiangbo, the retiring independent non-executive director, has confirmed her independence with reference to the factors set out in the GEM Listing Rules. The nomination committee of the Company has considered and nominated the above retiring director to the Board for proposing to the shareholders her re-election at the annual general meeting. Ms. Zhi Jiangbo has extensive experience in auditing and accounting. The Board believes that her skills and experience will make effective contributions to the Board.

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.

4. PROPOSED RE-APPOINTMENT OF AUDITOR

McMillan Woods (Hong Kong) CPA Limited will retire as auditor of the Company at the AGM. An ordinary resolution will be proposed to approve the re-appointment of McMillan Woods (Hong Kong) CPA Limited at the AGM as the auditor of the Company for the year ended 31 December 2026, to hold office until the conclusion of the next annual general meeting of the Company, and to authorise the Board of Directors to determine its remuneration.

The estimated audit fee for the audit services for the year ended 31 December 2026 is approximately HK\$540,000.00, which was determined by the Company and McMillan Woods (Hong Kong) CPA Limited after taking into account, among other things, the business development of the Company, the expected scope of the audit, the audit timetable and the auditor's resources. This estimated audit fee also assumes that there will be no significant changes in the operations, accounting policies or regulatory environment of the Group during that financial year.

As McMillan Woods (Hong Kong) CPA Limited is relatively familiar with the financial position and affairs of the Group, the Board of Directors is of the view that, based on the facts and circumstances known as at the Latest Practicable Date, the estimated audit fee is fair and reasonable, and that having McMillan Woods (Hong Kong) CPA Limited perform the audit-related work for the Group for the year ended 31 December 2026 would be more efficient and in the best interests of the Company and its shareholders as a whole. Unless there is a material change to the above basis or assumptions, the final audit fee should not differ materially from the above amount. Should any material change occur, the Company will make further disclosure in due course.

5. PROPOSED CHANGE OF COMPANY NAME

The Board of Directors proposes to change the English name of the Company from “MILLENNIUM PACIFIC GROUP HOLDINGS LIMITED” to “YUNJING DIGITECH GROUP LIMITED” and to change the dual foreign name in Chinese of the Company from “匯思太平洋集團控股有限公司” to “雲晶數智科技集團有限公司” (the “**Proposed Change of Company Name**”).

LETTER FROM THE BOARD

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution approving the Proposed Change of Company Name by the Shareholders at the AGM; and
- (ii) the approval being granted by the Registrar of Companies in the Cayman Islands for the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect on the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out the necessary registrations and/or filing procedures with the Companies Registry in Hong Kong.

Reasons For the Proposed Change Of Company Name

The Board considers that the proposed change of Company Name will create a new corporate image for the Company, enable the Group to better position itself, and capture potential business opportunities for its future development. The Board believes that the proposed change of company name is in the overall interests of the Company and its shareholders.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the shareholders, the trading of the Company's shares on the Stock Exchange, the daily business operations or its financial position of the Company. Upon the Proposed Change of Company Name becoming effective, all existing share certificates in issue bearing the existing English and Chinese names of the Company, will continue to be evidence of title of the Company's shares and valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangements for free exchange of the existing share certificates of the Company for new share certificates under the new English and Chinese names of the Company. The new share certificates of the Company will be issued under the new English and Chinese names of the Company after the Proposed Change of Company Name has become effective.

LETTER FROM THE BOARD

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective.

The Company will publish further announcement(s) in due course to inform the Shareholders of the results of the annual general meeting, the effective date of the Proposed Change of Company Name, the new English and Chinese stock short names for the trading of the Company's shares on the Stock Exchange, and other relevant information.

6. THE AGM

The notice of the AGM is set out on pages 17 to 22 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.8147.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.

LETTER FROM THE BOARD

7. 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.

8. 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

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 207,229,597 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 20,722,959 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 2025) 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.

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	As at the Latest Practicable Date	Approximate % shareholding
			If Repurchase Mandate is Exercised in full
Viva Gain Investments Limited (Note 1)	34,536,000	16.67%	18.52%
Mr. Ma Xingzhong ("Mr. Ma") (Note 1)	34,536,000	16.67%	18.52%

Notes:

1. Viva Gain Investments Limited is beneficially owned as to 100% by Mr. Ma. Mr. Ma is deemed to be interested in all the Shares held by Viva Gain Investments Limited under the SFO.

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. Ma would be increased to approximately 18.52% and 18.52% 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.

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 HK\$	Lowest HK\$
2025		
May	0.270	0.255
June	0.290	0.250
July	0.290	0.244
August	0.475	0.241
September	0.830	0.320
October	1.000	0.700
November	1.040	0.880
December	0.990	0.750
2026		
January	0.890	0.470
February	0.760	0.630
March	0.800	0.710
April	0.800	0.700
May (up to the Latest Practicable Date)	0.780	0.700

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

** For identification purposes only*

Mr. Chen Yiliang (“**Mr. Chen**”), aged 40, 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.

Ms. Zhi Jiangbo (“**Ms. Zhi**”), aged 36, 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.

Ms. Zhi has entered into a service agreement with the Company for a term of three years commencing on 29 May 2024 and shall continue thereafter, subject to retirement by rotation and re-election in accordance with the articles of association of the Company. Ms. Zhi will be entitled to a director’s fee of HK\$120,000 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.

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 Monday, 22 June 2026 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 2025.
2. (a) To re-elect Mr. Chen Yiliang as an executive director of the Company;
(b) To re-elect Ms. Zhi Jiangbo 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 McMillan Woods (Hong Kong) CPA Limited as the Company’s auditor and to authorise the board of directors to fix its 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. 5(A) and 5(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. 5(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. 5(B) as set out in the notice convening this meeting.”

SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass with or without modifications, the following resolutions as special resolutions of the Company:

“**THAT** subject to and upon the Registrar of Companies in the Cayman Islands issuing the certificate of change of name, the existing English name of the Company shall be changed from “MILLENNIUM PACIFIC GROUP HOLDINGS LIMITED” to “YUNJING DIGITECH GROUP LIMITED” and the dual foreign language name in Chinese of the Company shall be changed from “匯思太平洋集團控股有限公司” to “雲晶數智科技集團有限公司” (the “**Change of Company Name**”), with effect from the date on which the Registrar of Companies in the Cayman Islands issues the certificate of change of name. Any director, secretary or registered office service provider or share registrar of the Company is authorised to do all such acts and things, and sign all such documents (including affixing the common seal where appropriate), and make any necessary registrations and/or filings on behalf of the Company, as such person may consider necessary, desirable or expedient for the purpose of giving effect to or implementing the Proposed Change of Company Name or in connection therewith.”

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

Hong Kong, 29 May 2026

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

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 16 June 2026 to Monday, 22 June 2026 (both days inclusive), during which period no transfer of shares can be registered. The record date for ascertaining right to attend the Annual General Meeting is Monday, 22 June 2026. 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 Monday, 15 June 2026.
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.
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 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 notice, 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 notice 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 notice misleading.

This notice will remain on the "Latest Listed Company Information" page of The Stock Exchange of Hong Kong Limited's website at <http://www.hkexnews.hk> for at least seven days from the date of its publication. This notice will also be published on the Company's website at www.8147.hk.