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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, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed dealer 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 REPURCHASE SHARES AND
TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 26 June 2020 at 12:00 noon is set out on pages 16 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Such form of proxy is also published on the “Latest Company Announcements” page of the websites of GEM at www.hkgem.com for at least 7 days from the date of its posting and the Company at www.mpgroup.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The following precautionary measures will be taken by the Company for the AGM to prevent the spread of coronavirus disease:

- compulsory body temperature checks
- compulsory wearing of face masks (please bring your own)
- no provision of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. In the interest of all Shareholders’ health and safety and consistent with the guidelines on prevention and control of coronavirus disease, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, you may appoint the Chairman of the AGM as your proxy to vote on the relevant resolutions at the AGM.

26 May 2020

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 of the Stock Exchange 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”	the annual general meeting of the Company to be held at 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Friday, 26 June 2020, at 12:00 noon, the notice of which is set out on pages 16 to 21 of this circular, or any adjournment thereof
“Articles”	the articles of association of the Company as amended and restated from time to time
“associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Board”	the board of Directors
“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), a 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
“Existing Scheme Limit”	68,722,500 Shares (as adjusted following the Share Consolidation became effective), being the maximum number of shares that may be allotted and issued pursuant to the exercise of all options granted or to be granted under Share Option Scheme and any other share option schemes of the Company, which was approved by the shareholders at the annual general meeting of the Company held on 21 June 2018

DEFINITIONS

“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with new Shares in the Company not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution approving such mandate
“Latest Practicable Date”	20 May 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Options”	the options granted pursuant to the Share Option Scheme and any other share option scheme(s) of the Company to subscribe for Shares
“Participants”	eligible participants as defined under the Share Option Scheme
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Refreshed Scheme Limit”	the proposed refreshment of the Existing Scheme Mandate Limit and the grant of the Scheme Mandate Limit

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate to be granted to the Directors at the AGM to repurchase Shares of the Company on the Stock Exchange up to 10% of the total number of issued Shares as at the date of passing of the resolution approving such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all Options granted and to be granted by the Board which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of such share option scheme(s) and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0016 each in the share capital of the Company
“Share Consolidation”	the share consolidation of the Company of every eight ordinary shares of HK\$0.0002 each into one consolidated share of HK\$0.0016 each, being approved at the extraordinary general meeting of the Company on 28 May 2019 and effective on 29 May 2019
“Share Option Scheme”	the share option scheme of the Company adopted on 20 June 2014
“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 SFC
“%”	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. Wang Li
Mr. Wu Yong Fu
Mr. Zhou Chuang Qiang

Non-executive Director:

Mr. Chong Yu Keung

Independent Non-executive Directors:

Mr. Huang Jian
Mr. Zheng Wan Zhang
Mr. Wong Tik Tung

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Headquarters in the PRC:

4/F, Building C
101 Kongwei Guangchang
No. 52 Gongye Nang Road
Xinhe Community, Fuhai Street
Baoan 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

26 May 2020

To all Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
OF THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for the approval of (i) the grant of the Issue Mandate; (ii) the grant of the Repurchase Mandate; (iii) the grant of the Extension Mandate; (iv) the re-elections of Directors; and (v) the refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

A notice convening the AGM is set out on pages 16 to 21 of this circular.

2. GENERAL MANDATE TO ISSUE SHARES

Pursuant to the resolutions passed by the Shareholders on 20 June 2019, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the total number of issued Shares on 20 June 2019; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the total number of issued Shares on 20 June 2019; and (c) the power to extend the general unconditional mandate mentioned in (a) above by an amount representing the total 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 otherwise deal with Shares up to a maximum of 20% of the total number of issued 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 total number of issued Shares as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total 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.

The full text of the above resolutions are set out in resolutions paragraphs 5 to 7 as set out in the notice of the AGM contained in pages 16 to 21 of this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,030,738,970 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 103,073,897 Shares and under the Issue Mandate to issue a maximum of 206,147,794 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

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.

LETTER FROM THE BOARD

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. REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Company has a Share Option Scheme which was conditionally adopted on 20 June 2014 and became unconditional on 18 July 2014. Apart from the Share Option Scheme, as at the Latest Practicable Date, the Company did not have any other share option schemes.

Under the GEM Listing Rules and the Share Option Scheme:

- (i) the Existing Scheme Limit so refreshed must not exceed 10% of the issued share capital of the Company at the date of the approval of the Refreshed Scheme Limit by the Shareholders;
- (ii) all options granted under the Share Option Scheme and any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the Share Option Scheme and any other share option schemes of the Company) prior to the approval of such Refreshed Scheme Limit shall not be counted for the purpose of calculating whether the Refreshed Scheme Limit has been exceeded and the total number of Shares subject to the Refreshed Scheme Limit;
- (iii) notwithstanding the above, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option schemes of the Company shall not exceed 30% (or such higher percentage as may be allowed under the GEM Listing Rules) of the total number of Shares in issue from time to time.

Under the Existing Scheme Mandate Limit, the number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme and any other share option schemes of the Company is 68,722,500 Shares, representing 10% of the issued Shares as at 21 June 2018, being the date of approval of the Existing Scheme Limit by the Shareholders, and as adjusted following the Share Consolidation became effective on 29 May 2019.

Since the refreshment of scheme mandate limit of the Share Option Scheme on 21 June 2018, 68,720,000, new Options were granted following the cancellation of 62,500,000 Options. Details are set out in the announcement of the Company dated 4 June 2019. Out of the 68,720,000 newly grant Options, 18,436,000 Options had lapsed and none of the Options had been exercised and/or cancelled.

The maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company shall not exceed 30% of the total number of Shares in issue from time to time. As at the Latest Practicable Date, the maximum number of Shares which may be issued upon

LETTER FROM THE BOARD

exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company was 50,284,000 Shares, which represents approximately 4.87% of the total number of Shares in issue.

The Board considers that granting Options under the Share Option Scheme is an important incentive for motivating and/or rewarding the Group's employees to contribute to the success of the Group's business and financial performance. As the granting of Options to the employees of the Group will not affect the Group's cash flow but will help the Company to retain and/or recruit employees and to provide them with a direct economic interest in attaining the long-term business objectives of the Company, the Board will grant to those eligible persons such number of Options which will provide sufficient incentives to them to achieve the Group's business goals. In order to facilitate the Company to maximise the use of Options to retain and/or recruit employees, the Company wishes to take the opportunity to seek Shareholders' approval for the Refreshed Scheme Limit at the AGM.

As at the Latest Practicable Date, the Board has no intention to grant any Options before the AGM and within the next twelve months after the AGM.

As at the Latest Practicable Date, the total number of Shares in issue was 1,030,738,970 Shares. Subject to the approval of the Refreshed Scheme Limit and assuming no further Shares will be issued or repurchased prior to the AGM, the maximum number of Shares which may be issued upon the exercise of all Options to be granted under the Refreshed Scheme Limit will be 103,073,897 Shares, which represents 10% of the share capital of the Company in issue as at the date of the AGM.

The aggregate number of the Shares which may be issued upon exercise of all Options to be granted under the Refreshed Scheme Limit and all outstanding Options as at the Latest Practicable Date was 153,357,897 Shares, which represents approximately 14.87% of the share capital of the Company in issue as at the Latest Practicable Date

The Refreshed Scheme Limit is conditional upon the approval of such resolution at the AGM and upon granting by the Stock Exchange of the listing of and permission to deal in the Shares to be issued upon the exercise of the options to be granted under the Refreshed Scheme Limit.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the share capital of the Company in issue as at the date of the AGM which may fall to be issued upon the exercise of any options that may be granted under the Refreshed Scheme Limit.

4. RE-ELECTION OF DIRECTORS

Pursuant to Article 108(a) of the Articles, one-third of the Directors for the time being shall retire from office by rotation at the AGM.

By virtue of Article 108(a) of the Articles, Mr. Wang Li, Mr. Huang Jian and Mr. Wong Tik Tung, shall retire and, being eligible, offer himself for re-election at the AGM.

LETTER FROM 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.

5. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 21 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the General Mandates, the re-election of the Directors, and the refreshment of the Scheme Mandate Limit.

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.

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.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the “Latest Company Announcements” page of the websites of GEM at www.hkgem.com for at least 7 days from the date of its posting and the Company at www.mpgroup.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

The following precautionary measures will be taken by the Company for the AGM to prevent the spread of coronavirus disease:

- **compulsory body temperature checks**
- **compulsory wearing of face masks (please bring your own)**
- **no provision of refreshments**

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. In the interest of all Shareholders’ health and safety and consistent with the guidelines on prevention and control of coronavirus disease, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, you may appoint the Chairman of the AGM as your proxy to vote on the relevant resolutions at the AGM.

LETTER FROM THE BOARD

6. 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.

7. RECOMMENDATIONS

The Directors consider that all the proposed resolutions at the AGM, including but not limited to the granting of the General Mandates, the re-election of the Directors and the refreshment of Scheme Mandate Limit 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
Zhou Chuang Qiang
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 1,030,738,970 Shares.

The Repurchase Mandate will enable the Directors to repurchase the Shares up to a maximum of 10% of the total number of issued Shares as at the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 103,073,897 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company 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 earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company 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.

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 2019) 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. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange 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.

7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Wang Lianghai held 316,981,250 Shares, representing approximately 30.8% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the interests of Mr. Wang Lianghai in the Company would increase to approximate 34.2% of the issued share capital of the Company. Such increase will not give rise to an obligation on the part of Mr. Wang Lianghai to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in any takeover obligation. Besides, the Directors have no present intention to repurchase Shares to an extent which will result in the number of Shares held by the public being reduced to less than 25%.

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:

	Shares	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
May	0.650	0.240
June	0.600	0.100
July	0.500	0.103
August	0.325	0.120
September	0.300	0.224
October	0.390	0.170
November	0.193	0.061
December	0.103	0.063
2020		
January	0.177	0.066
February	0.105	0.075
March	0.109	0.085
April	0.109	0.096
May (up to the Latest Practicable Date)	0.101	0.083

* The highest and lowest Share prices have been adjusted to reflect the impact of Share Consolidation.

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

Mr. Wang Li (“Mr. Wang”), aged 32, has been an executive Director of the Company since 17 July 2017. Mr. Wang holds a master’s degree issued by Rutgers, the State University of New Jersey, majoring in quantitative finance. Mr. Wang is currently the director of Leveraged and Acquisition Finance Department of Haitong International Securities Company Limited, a wholly-owned subsidiary of Haitong International Securities Group Limited (the shares of which are listed on the Stock Exchange (stock code: 665)). Mr. Wang has extensive experience in the area of merger and acquisition, listed company corporate action and derivatives trading, and has participated in a number of deals relating to such areas.

Mr. Wang has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company. Mr. Wang is entitled to a director’s fee of HK\$240,000 per annum, which was determined with reference to his relevant qualifications, experience, responsibilities and duties in the Company and the prevailing market benchmarks. The service agreement can be terminated by either party by giving three month’s written notice. Should Mr. Wang is re-elected, a service agreement for a term of three years commencing on the date of AGM, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company will be entered with Mr. Wang.

Save as disclosed above, Mr. Wang 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. Wang 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. Wang 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. Wang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) 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. Huang Jian (“Mr. Huang”), aged 46, has been an independent non-executive Director of the Company since 17 July 2017. He is the chairman of the audit committee, a member of the nomination committee and compliance committee of the Company. Mr. Huang obtained a Bachelor’s degree in Audit from Sun Yat-sen University (中山大學) in 1996. He received a Master’s degree in International Accounting from the City University of Hong Kong in 2005. He is also a Certified Public Accountant in China. He is a Certified Public Accountant

under 北京永拓會計師事務所. He has business consulting and accounting audit experience. Currently, he is an independent director of 廣東金曼集團股份有限公司 (stock code: 400012CH) and an investment director of J.Q. Pictures Holdings Limited. From 2003 to 2006 he has worked in 至卓飛高線路板(深圳)有限公司 which was a subsidiary of China HKBridge Holdings Ltd (formerly “Topsearch International (Holdings) Limited” (stock code: 2323HK) as financial manager. From 2007 to 2015 he worked at a number of subsidiaries of Auto Italia Holdings Limited (formerly “Wo Kee Hong (Holdings) Limited”) (stock code: 0720HK), as assistant financial controller and director. Mr. Huang has also been appointed as the chairman of the Audit Committee and a member of each of the Nomination Committee and the Compliance Committee with effect from 17 July 2017. Mr. Huang has also been appointed as an executive director of Momentum Financial Holdings Limited (the shares of which are listed on the main board of the Stock Exchange (stock code: 1152) on 30 May 2019.

Mr. Huang has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company. Mr. Huang is 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. The service agreement can be terminated by either party by giving one month’s written notice. Should Mr. Huang is re-elected, a service agreement for a term of three years commencing on the date of AGM, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company will be entered with Mr. Huang.

Save as disclosed above, Mr. Huang 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. Huang 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. Huang 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. Huang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) 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. Wong Tik Tung (“Mr. Wong”), aged 63, has been an independent non-executive Director of the Company since 17 July 2017. He is the chairman of the remuneration committee and compliance committee of the Company. He is also a member of the nomination committee and audit committee of the Company. Mr. Wong, FCCA, CPA, ATIIHK, has over thirty years’ experience in the fields of accounting, auditing and financial management. Being

an accountant in Hong Kong, he is also a fellow member of the Association of Chartered Certified Accountants (ACCA) and an associate member of the Hong Kong Institute of Certified Public Accountants. Over the past years, Mr. Wong had taken directorships in the capacity of (i) an executive director of Auto Italia Holdings Limited (the shares of which are listed on the Stock Exchange (stock code: 720)), (ii) an independent non-executive director of Chi Cheung Investment Company Limited (the shares of which are listed on the Stock Exchange (stock code: 112)) and (iii) a non-executive director of Glory Flame Holdings Limited (the shares of which are listed on the Stock Exchange (stock code: 8059)). Mr. Wong has also been appointed as the chairman of each of the Remuneration Committee and the Compliance Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 17 July 2017.

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing on 17 July 2017, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company. Mr. Wong is 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. The service agreement can be terminated by either party by giving one month's written notice. Should Mr. Wong is re-elected, a service agreement for a term of three years commencing on the date of AGM, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of the Company will be entered with Mr. Wong.

Save as disclosed above, Mr. Wong 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. Wong 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. Wong 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. Wong that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) 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 the 22/F, Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong, on Friday, 26 June 2020 at 12:00 noon 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 2019.
2.
 - (a) To re-elect Mr. Wang Li as an executive director;
 - (b) To re-elect Mr. Huang Jian as an independent non-executive director;
 - (c) To re-elect Mr. Wong Tik Tung as an independent non-executive director.
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
4. To consider the appointment of McMillan Woods (Hong Kong) CPA Limited as the auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 paragraph (c) below and in substitution for all previous authorities, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and otherwise deal with additional shares or securities convertible into shares, options, warrants or similar rights to subscribe for any shares, and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to directors, officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, warrants or other securities, such adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or (v) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, or (vi) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the total number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from passing of this resolution until whichever is the earlier 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 articles of association of the Company or any applicable laws of Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on the Growth Enterprise Market (“**GEM**”) of 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 and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law (as revised) of the Cayman Islands and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of Shares is authorised to repurchase pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued Shares on the date of the passing of this resolution, and the authority granted pursuant to paragraph (a) above shall be limited accordingly;
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from passing of this resolution until whichever is the earlier 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 articles of association of the Company or any applicable laws of Cayman Islands to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
7. “**THAT** conditional upon the ordinary resolutions set out in resolutions nos. 5 and 6 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution no. 5 above be and is hereby extended by the addition to the total number of Shares which may be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the resolution no. 6 above, provided that such extended amount shall not exceed 10% of the total number of issued Shares the date of the passing of this resolution.”
8. “**THAT** the refreshment of the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the share option scheme adopted by the Company on 20 June 2014 (the “**Share Option Scheme**”) and any other share option schemes of the Company be refreshed and renewed provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “**Share Options**”) shall not exceed 10 per cent. of the aggregate number of Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and subject

NOTICE OF ANNUAL GENERAL MEETING

to the GEM listing committee of the Stock Exchange granting the listing of and permission to deal in the Shares to be issued pursuant to the exercise of the Share Options to be granted under the Refreshed Limit and in compliance with the GEM Listing Rules, the Directors be and are hereby authorised, at their absolute discretion, to grant Share Options and to allot and issue Shares pursuant to the exercise of any Share Options up to the Refreshed Limit.”

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

Hong Kong, 26 May 2020

Registered Office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Headquarters in the PRC:

4/F, Building C
101 Kongwei Guangchang
No. 52 Gongye Nang Road
Xinhe Community
Fuhai Street
Baoan 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. A member entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of his. A shareholder who is the holder of 2 or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. Whether or not you intend to attend the AGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The registers of members of the Company will be closed from Monday, 22 June 2020 to Friday, 26 June 2020 (both days inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged for registration with Tricor Investor Services Limited at the above address not later than 4:30 p.m. on Friday, 19 June 2020.

NOTICE OF ANNUAL GENERAL MEETING

6. All the resolutions set out in this notice shall be decided by way of poll.

As at the date of this notice, the executive Directors are Mr. Wang Li, Mr. Wu Yong Fu and Mr. Zhou Chuang Qiang; the non-executive Director is Mr. Chong Yu Keung; and the independent non-executive Directors are Mr. Huang Jian, Mr. Zheng Wan Zhang and Mr. Wong Tik Tung.

This notice will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the Company’s website at <http://www.mpgroup.hk>.