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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Millennium Pacific Group Holdings Limited (the “**Company**”) will be held at 7th Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 14 October 2019 at 11:30 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“THAT

- (a) the Sale and Purchase Agreement (as defined in the circular (the “**Circular**”) dated 25 September 2019 despatched to the shareholders of the Company) and the Supplemental Agreement (as defined in the Circular), a copy of which has been produced to the EGM marked “A” and initialed by the chairman of this meeting for the purpose of identification, and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon the fulfillment of the conditions precedent in the Sale and Purchase Agreement including but not limited to the Stock Exchange granting the listing of and permission to deal in the Consideration Shares (as defined in the Circular), the Directors be and are hereby granted the Specific Mandate (as defined in the Circular) to the allotment and issue of the Consideration Shares to the Vendor (as defined in the Circular) or its nominee pursuant to the Sale and Purchase Agreement, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (c) the directors of the Company be and are hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as they may consider necessary or expedient to complete, implement and give effect to the foregoing arrangements in connection with the Sale and Purchase Agreement, the Supplemental Agreement and the transaction contemplated thereunder.”

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

Hong Kong, 25 September 2019

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of 2 or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. Whether or not you intend to attend the EGM 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 EGM 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 EGM or any adjournment thereof.
4. In the case of joint holders of shares of the Company, any one of such joint holders may vote at the EGM, 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 EGM 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 register of members of the Company will be closed from Wednesday, 9 October 2019 to Monday, 14 October 2019 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the EGM, 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 Tuesday, 8 October 2019.
6. The resolution 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 Listed Company Information" page of the GEM website (www.hkgem.com) for at least seven days from the date of its posting and on the Company's website (www.mpgroup.hk).