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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)

COMPLETION OF MAJOR TRANSACTION FURTHER ACQUISITION OF 35% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

References are made to the announcements of Millennium Pacific Group Holdings Limited (the “**Company**”) dated 24 May 2019, 9 August 2019, 29 August 2019 and 14 October 2019 and the circular (the “**Circular**”) of the Company dated 25 September 2019 in relation to, among other things, the Acquisition. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meaning as those defined in the Circular.

The Board is pleased to announce that following the satisfaction of all the conditions precedent as set out in the Sale and Purchase Agreement, Completion took place on 14 November 2019 in accordance with the terms and conditions of the Sale and Purchase Agreement. An aggregate of 122,767,857 Consideration Shares were allotted and issued to the Vendor at the issue price of HK\$0.224 per Consideration Share pursuant to the Sale and Purchase Agreement under the Specific Mandate.

The table below sets out the shareholding structure of the Company immediately prior to and upon the Completion:

	Immediately prior to the Completion		Immediately upon the Completion	
	<i>Number of Shares</i>	<i>approx. % of shareholding</i>	<i>Number of Shares</i>	<i>approx. % of shareholding</i>
Martford Limited (<i>Note 1</i>)	340,981,250	44.3347%	340,981,250	38.2319%
CPIT Investments Limited (<i>Note 2</i>)	4,487,500	0.5835%	4,487,500	0.5032%
Vendor	1,113	0.0001%	122,768,970	13.7653%
Public Shareholders	<u>423,637,250</u>	<u>55.0817%</u>	<u>423,637,250</u>	<u>47.4996%</u>
Total	<u>769,107,113</u>	<u>100.0000%</u>	<u>891,874,970</u>	<u>100.0000%</u>

Notes:

1. As at the date of this announcement, Martford Limited is the controlling shareholder of the Company and is wholly-owned by Mr. Wang Liang Hai.
2. These 4,487,500 Shares are held by CPIT Investments Limited which is beneficially owned as to 99% by Mr. Tang Wai Ting, Samson, who resigned as an executive Director on 25 March 2019, and 1% by his spouse.

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

Hong Kong, 14 November 2019

As at the date of this announcement, 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 announcement, 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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website (www.hkgem.com) for at least seven days from the date of its posting and on the Company’s website (www.mpgroup.hk).