

# 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)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147

## 2023 FIRST QUARTERLY REPORT

第一季度業績報告



## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**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.**

This report, for which the directors (the “**Directors**”) of Millennium Pacific Group Holdings Limited (the “**Company**”) 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 (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 report 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 report misleading.

### 香港聯合交易所有限公司(「聯交所」) GEM 的特色

**GEM** 的定位，乃為中小型公司提供一個上市的市場，此等公司相比起其他在聯交所上市的公司帶有較高投資風險。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。

由於**GEM**上市公司普遍為中小型公司，在**GEM**買賣的證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在**GEM**買賣的證券會有高流通量的市場。

本報告乃遵照聯交所**GEM**證券上市規則(「**GEM**上市規則」)的規定提供有關匯思太平洋集團控股有限公司(「本公司」)的資料。本公司各董事(「**董事**」)共同及個別對本報告承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確及完整，且並無誤導或欺詐成分，亦無遺漏任何其他事項，致使本報告內任何聲明或本報告有所誤導。

The board of Directors (the “Board”) of Millennium Pacific Group Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the three months ended 31 March 2023, together with the comparative figures for the corresponding period in 2022, as follows:

匯思太平洋集團控股有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱「本集團」)截至二零二三年三月三十一日止三個月的未經審核簡明綜合業績，連同二零二二年同期的比較數字如下：

## Unaudited Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

### 未經審核簡明綜合損益及其他全面收益表

For the three months ended 31 March 2023

截至二零二三年三月三十一日止三個月

		Three months ended 31 March 截至三月三十一日止三個月	
		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收益	3	173
Cost of sales	銷售成本		(166)
<b>Gross profit</b>	<b>毛利</b>		<b>7</b>
Other income	其他收入		2
Administrative expenses	行政開支		(1,798)
<b>Loss from operation</b>	<b>營運虧損</b>		<b>(1,789)</b>
Finance costs	財務費用		(525)
Share of results of associates	分佔聯營公司業績		(1,242)
<b>Loss before tax</b>	<b>除稅前虧損</b>		<b>(3,556)</b>
Income tax expense	所得稅開支	4	-
<b>Loss for the period</b>	<b>期內虧損</b>		<b>(3,556)</b>
<b>Other comprehensive income for the period, net of tax:</b>	<b>期內其他全面收益，扣除稅項：</b>		
<i>Items that may be reclassified to profit or loss:</i>			
Exchange differences on translating foreign operations	換算海外業務時的匯兌差額		(117)
Share of other comprehensive income of an associate	分佔一間聯營公司之其他全面收益		186
Other comprehensive income for the period, net of tax	期內其他全面收益，扣除稅項		69
<b>Total comprehensive loss for the period</b>	<b>期內全面虧損總額</b>		<b>(3,487)</b>
<b>Loss for the period attributable to:</b>	<b>以下人士應佔期內虧損：</b>		
— Owners of the Company	— 本公司擁有人		(3,523)
— Non-controlling interests	— 非控股權益		(33)
			<b>(3,556)</b>
<b>Total comprehensive loss for the period attributable to:</b>	<b>以下人士應佔期內全面虧損總額：</b>		
— Owners of the Company	— 本公司擁有人		(3,432)
— Non-controlling interests	— 非控股權益		(55)
			<b>(3,487)</b>
<b>Loss per share (HK cents)</b>	<b>每股虧損 (港仙)</b>		
— Basic	— 基本	6	(0.34)
— Diluted	— 攤薄	6	(0.34)

# Unaudited Condensed Consolidated Statement of Changes in Equity

## 未經審核簡明綜合權益變動表

For the three months ended 31 March 2023

截至二零二三年三月三十一日止三個月

Attributable to the owners of the Company  
本公司擁有人應佔

		Share capital	Share premium	Option reserve	Foreign currency translation reserve	Equity component of convertible bonds	Accumulated losses	Total reserve	Non-controlling interests	Total equity
		股本	股份溢價	購股權儲備	外幣換算儲備	可換股債券權益組成部分	累計虧損	總儲備	非控股權益	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
<b>Balance at 1 January 2022 (audited)</b>	於二零二二年一月一日的結餘 (經審核)	1,649	110,537	1,390	1,633	2,212	(96,660)	19,112	2,575	23,336
Total comprehensive loss for the period (unaudited)	期內全面虧損總額 (未經審核)	-	-	-	140	-	(3,666)	(3,526)	(99)	(3,625)
<b>Balance at 31 March 2022 (unaudited)</b>	於二零二二年三月三十一日的結餘 (未經審核)	1,649	110,537	1,390	1,773	2,212	(100,326)	15,586	2,476	19,711
<b>Balance at 1 January 2023 (audited)</b>	於二零二三年一月一日的結餘 (經審核)	1,649	110,537	2,526	(160)	2,212	(115,149)	(34)	(536)	1,079
Recognition of share-based payments (unaudited)	確認以股份為基礎的付款 (未經審核)	-	-	413	-	-	-	413	-	413
Total comprehensive loss for the period (unaudited)	期內全面虧損總額 (未經審核)	-	-	-	91	-	(3,523)	(3,432)	(55)	(3,487)
<b>Balance at 31 March 2023 (unaudited)</b>	於二零二三年三月三十一日的結餘 (未經審核)	1,649	110,537	2,939	(69)	2,212	(118,672)	(3,053)	(591)	(1,995)

# Notes to the Unaudited Condensed Consolidated Financial Statements

## 未經審核簡明綜合財務報表附註

### 1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempt company with limited liability under the Company Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 10 September 2013. The address of its registered office is Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of its principal place of business is located at A709-A22, 7/F., Block A, Jiangsu Building, 6013 Yitian Road, Fuxin Community, Lianhua Street, Futian District, Shenzhen, Guangdong Province, the People's Republic of China (the "PRC"). The principal place of business in Hong Kong is located at Unit 5, 4/F., Energy Plaza, No. 92 Granville Road, Tsim Sha Tsui East, Kowloon, Hong Kong. The Company's shares are listed on GEM of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 18 July 2014.

The Company is an investment holding company. The principal activities of its subsidiaries are research and development, manufacture, sale of electronic devices and provision of application software development and online information and digital marketing services.

### 2. BASIS OF PRESENTATION AND PREPARATION OF FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements of the Group for the three months ended 31 March 2023 have been prepared in accordance with accounting principles generally accepted in Hong Kong and comply with Hong Kong Financial Reporting Standards ("HKFRSs") issued by Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure provisions of the Rules Governing the Listing of Securities on GEM of the Stock Exchange.

These unaudited condensed consolidated results are presented in Hong Kong dollars ("HK\$"), which is the functional currency of the Company.

These condensed consolidated results have not been audited but have been reviewed by the audit committee of the Company.

The unaudited condensed consolidated results of the Group for the three months ended 31 March 2023 do not include all the information and disclosures required in the annual financial statements of the Group and should be read in conjunction with the consolidated financial statements of the Group for the year ended 31 December 2022 (the "2022 Consolidated Financial Statements"). The accounting policies and methods of computation used in the preparation of the unaudited condensed consolidated results are consistent with those used in the 2022 Consolidated Financial Statements, except for those new and revised HKFRSs and interpretation issued by the HKICPA that are adopted for the first time in the unaudited condensed consolidated financial statements for the three months ended 31 March 2023.

The adoption of these new and revised HKFRSs had no significant effects on the results and financial position of the Group for the current and prior periods.

### 1. 一般資料

本公司於二零一三年九月十日根據開曼群島公司法第22章(一九六一年第三號法律,經綜合及修訂)在開曼群島註冊成立為一家獲豁免有限公司,註冊辦事處地址為Windward 3, Regatta Office Park, P.O. Box 1350, Grand Cayman KY1-1108, Cayman Islands。其主要營業地點的地址為中華人民共和國(「中國」)廣東省深圳市福田區蓮花街道福新社區益田路6013號江蘇大廈A座7層A709-A22,而於香港的主要營業地點地址為香港九龍尖沙咀東加連威老道92號幸福中心4樓5室。本公司之股份自二零一四年七月十八日起於香港聯合交易所有限公司(「聯交所」)GEM上市。

本公司為投資控股公司。其附屬公司的主要業務為電子設備的研發、製造及銷售以及提供應用軟件開發及線上資訊與數字化營銷服務。

### 2. 財務報表的呈列及編製基準

本集團截至二零二三年三月三十一日止三個月的未經審核簡明綜合財務報表已按照香港公認會計原則編製,並遵守香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)及聯交所GEM證券上市規則的適用披露條文。

此等未經審核簡明綜合業績乃以本公司功能貨幣港元(「港元」)呈列。

此等簡明綜合業績未經審核,惟已經本公司審核委員會審閱。

本集團截至二零二三年三月三十一日止三個月的未經審核簡明綜合業績並未包括本集團年度財務報表所需的所有資料及披露,並應與本集團截至二零二二年十二月三十一日止年度的綜合財務報表(「二零二二年綜合財務報表」)一併閱讀。編製未經審核簡明綜合業績所用會計政策及計算方法與二零二二年綜合財務報表所用者貫徹一致,惟於截至二零二三年三月三十一日止三個月之未經審核簡明綜合財務報表中首次採納香港會計師公會頒佈之該等新訂及經修訂香港財務報告準則及詮釋除外。

採納此等新訂及經修訂香港財務報告準則對本集團於本期間及過往期間的業績及財務狀況並無重大影響。

### 3. REVENUE

The Group derives revenue from the transfer of goods and services at a point in time in the following major product lines:

### 3. 收益

本集團於以下主要產品線的某個時間點自轉移貨品及服務中產生收益：

#### Three months ended 31 March

截至三月三十一日止三個月

		2023 二零二三年 HK\$'000 千港元 (unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
Sales of manufactured products	製成產品銷售	-	13,428
Sales on trading of electronic products, accessories and raw materials	電子產品、配件及原材料貿易銷售	173	46,045
		<b>173</b>	<b>59,473</b>

### 4. INCOME TAX EXPENSE

No provision for Hong Kong Profits Tax has been made as the Group's Hong Kong subsidiaries did not generate any assessable profit for the three months ended 31 March 2023 and 2022.

No provision for PRC Enterprise Income Tax is required as the Group's PRC subsidiaries did not generate any assessable profit for the three months ended 31 March 2023 and 2022.

### 4. 所得稅開支

截至二零二三年及二零二二年三月三十一日止三個月，概無就香港利得稅計提撥備，原因是本集團的香港附屬公司概無產生任何應課稅溢利。

截至二零二三年及二零二二年三月三十一日止三個月，概無就中國企業所得稅計提撥備，原因是本集團的中國附屬公司概無產生任何應課稅溢利。

### 5. DIVIDENDS

No dividends was declared or paid during the three months ended 31 March 2023 (2022: Nil).

### 5. 股息

概無就截至二零二三年三月三十一日止三個月期間宣派或派付任何股息(二零二二年：無)。

6. **LOSS PER SHARE**  
(a) Basic loss per Share

6. 每股虧損  
(a) 每股基本虧損

		<b>Three months ended 31 March</b> 截至三月三十一日止三個月	
		<b>2023</b> 二零二三年 <b>HK\$'000</b> 千港元 <b>(unaudited)</b> (未經審核)	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)
<b>Loss</b>	<b>虧損</b>		
Loss for the purpose of calculating basic and diluted loss per Share (HK\$'000)	就計算每股基本及攤薄虧損的虧損 (千港元)	<b>(3,523)</b>	(3,666)
<b>Number of Shares</b>	<b>股份數目</b>		
Weighted average number of ordinary Shares for the purpose of calculating basic loss per Share	就計算每股基本虧損的普通股加權平均數	<b>1,030,738,970</b>	1,030,738,970

(b) **Diluted loss per Share**  
The effects of the potential ordinary Shares in respect of the outstanding share options and convertible bonds of the Company are anti-dilutive for the period ended 31 March 2023 and 2022.

(b) **每股攤薄虧損**  
於截至二零二三年及二零二二年三月三十一日止期間，本公司尚未行使的購股權及可換股債券之潛在普通股之影響為反攤薄影響。

# Management Discussion and Analysis

## 管理層討論及分析

The Group engaged in the research and development, manufacture and sale of consumer electronic products. It also explored the business of online information and digital marketing services. We provide one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling, packaging and marketing of their products.

### BUSINESS ENVIRONMENT AND DEVELOPMENT

During the three months ended 31 March 2023, we finally saw the light at the end of the tunnel regarding the heavy impact caused by the pandemic. The strict COVID-contained measures in Greater China were substantially relaxed and life gradually returned to normal. Having significantly raised its benchmark interest rate by 425 basis points in 2022, the US Federal Reserve took a less aggressive approach in its contractionary policy and raised only 50 basis points in the first quarter of 2023. Nevertheless, there was no end in sight to escalating geopolitical rivalries and rising fragmentation. Intensified tensions between China and the US and the resulting China-US decoupling undoubtedly created headaches to electronic industry. Various new export limits, sanctions, investment and technology bans on area such as those related to semiconductor chips continued to be introduced by the US government against China. We also witnessed increasing price pressure and labour shortages.

As such, despite our effort to back to normal as soon as possible, the resumption of our operation was still largely constrained by the above-mentioned macro-environment.

### BUSINESS REVIEW

The businesses of the Group and its associated companies were inevitably negatively hit by such hurdles. Uncertainties in operation disruptions during the pandemic left us no choice but downsized our scale and it took time to recover. Given the negative impact on industries relating to semiconductors, electronic components and products under the aforesaid macro-environment, particularly in China, we recorded substantial drop in revenue. Accordingly, the total revenue of the Group decreased by HK\$59.3 million from HK\$59.5 million in the first quarter of 2022 to HK\$0.2 million in the same period of 2023.

While the Group's overall gross profit margin was around 4% and remained at similar level as compared to 2022, our gross profit decreased by HK\$2.1 million due to the aforesaid drop in revenue.

本集團從事研發、製造及銷售消費電子產品。本集團亦拓展線上資訊及數字化營銷服務業務。我們通過提供設計、原型機製造／樣機製造、製造、裝配、包裝及營銷產品而向客戶提供一站式服務。

### 商業環境及發展

截至二零二三年三月三十一日止三個月，我們終於見到擺脫疫情所造成沉重影響的曙光。大中華的嚴格防疫措施大幅放寬，生活逐步回復正常。於二零二二年將其基準利率大幅提高425個基準點後，美聯儲不再採取較為激進的收縮政策，並於二零二三年第一季度僅提高50個基準點。然而，地緣政治對抗升級及分裂加劇未見盡頭。中美局勢緊張加劇以及導致的中美脫鉤，無疑為電子行業帶來阻礙。美國政府繼續在半導體芯片等領域對中國實行各種新的出口限制、制裁、投資及技術禁令。價格壓力及勞工短缺問題亦日益嚴重。

因此，儘管我們努力盡快恢復正常，然而我們的業務恢復在很大程度上仍受到上述宏觀環境限制。

### 業務回顧

本集團及其聯營公司的業務無可避免受到該等阻礙的負面打擊。於疫情期間，運營中斷的不確定性使我們不得不縮小運營規模，因此需要時間恢復。由於上述宏觀環境對半導體、電子元件及產品相關行業的負面影響，尤其在中國，我們的收入大幅下跌。因此，本集團總收入由二零二二年第一季度的59.5百萬港元減少59.3百萬港元至二零二三年同期的0.2百萬港元。

儘管本集團的整體毛利率約為4%，維持二零二二年相約水平，惟由於上述收入下跌，毛利減少2.1百萬港元。



## FINANCIAL REVIEW

Staff costs represented one of the major components of the Group's administrative expenses, which mainly consisted of directors' emoluments, salaries, retirement benefit scheme contribution, share-based expense and other benefits. Staff costs increased by HK\$0.2 million from HK\$1.2 million in the first quarter of 2022 to HK\$1.4 million in the same period of 2023. The increase was mainly contributed by the grant of new share options in June 2022, resulting in additional recognition of notional share-based payment expenses of HK\$0.4 million in the first quarter of 2023. Excluding the effect of share options, the staff costs dropped by HK\$0.2 million under tightened control and downsize in operation scale.

Depreciation of right-of-use assets was HK\$0.4 million in the first quarter of 2022 whereas the Group did not recorded any amount in 2023, as full impairment was provided in 2022 for the factory under right-of-use assets due to the uncertainties in operation and disruptions.

To mitigate the pressure on our bottom line, the Group continued to strive to strengthen its controls on operating costs, resulting in further general savings in administrative expenses. Accordingly, despite the increase in staff costs, our total administrative expenses decreased by HK\$0.7 million from HK\$2.5 million in the first quarter of 2022 to HK\$1.8 million in the same period of 2023.

Finance costs represented imputed interest on lease liabilities and convertible bonds and remained fairly stable at around HK\$0.5 million.

### Operation of Associates

Our associate, Celestial Rainbow Group, which has been equity accounted for, mainly engaged in manufacturing and trading of electronic products, such as fitness bracelets, targeting overseas market. Its operation was vulnerable to the prevailing environment. Accordingly, the associate continued to contribute negatively to our bottom line. We shared its loss of HK\$1.2 million in the first quarter of 2023 whereas we shared its loss of HK\$2.8 million in the same period of 2022.

### Loss Attributable to Owners of the Company

The Group recorded a loss attributable to owners of the Company of HK\$3.5 million in the first quarter of 2023, representing a decrease of HK\$0.2 million from HK\$3.7 million in the same period of 2022. The drop was mainly due to the combined effect of (i) the decrease in administrative expenses of HK\$0.7 million; (ii) the decrease in share of the associate's loss of HK\$1.6 million; partially offset by (iii) the drop of gross profit margin of HK\$2.1 million.

## 財務回顧

員工成本為本集團行政開支其中一個主要組成部分，主要包括董事酬金、薪金、退休福利計劃供款、以股份為基礎的開支及其他福利。員工成本由二零二二年第一季度的1.2百萬港元增加0.2百萬港元至二零二三年同期的1.4百萬港元。增加乃主要由於在二零二二年六月授出新購股權，導致於二零二三年第一季度額外確認以股份為基礎的付款名義開支0.4百萬港元。撇除購股權的影響外，通過加強管控及縮小營運規模，員工成本下降0.2百萬港元。

使用權資產折舊於二零二二年第一季度為0.4百萬港元，而本集團於二零二三年並無錄得任何金額，乃由於運營的不確定性及中斷，二零二二年就使用權資產下的工廠全數計提減值撥備。

為緩解盈利壓力，本集團繼續努力加強經營成本控制，總體上進一步節省了行政開支。因此，儘管員工成本上升，但行政開支總額由二零二二年第一季度的2.5百萬港元減少0.7百萬港元至二零二三年同期的1.8百萬港元。

財務費用指租賃負債及可換股債券的推算利息，維持基本穩定，約為0.5百萬港元。

### 聯營公司之營運

我們已按權益法入賬的聯營公司Celestial Rainbow Group主要面向海外市場從事製造及買賣健身手環等電子產品。其運營易受到現行環境的影響。因此，聯營公司繼續對我們盈利產生不利影響。我們於二零二三年第一季度分佔聯營公司虧損1.2百萬港元，而於二零二二年同期則分佔聯營公司虧損2.8百萬港元。

### 本公司擁有人應佔虧損

於二零二三年第一季度，本集團錄得本公司擁有人應佔虧損3.5百萬港元，較二零二二年同期的3.7百萬港元減少0.2百萬港元。下跌主要由於以下各項的合併影響：(i) 行政開支減少0.7百萬港元；(ii) 分佔聯營公司虧損減少1.6百萬港元；部分被(iii) 毛利率下跌2.1百萬港元所抵銷。

## OUTLOOK

Looking ahead, there are challenges and opportunities. Geopolitical conflicts and China-US economic decoupling increased business risks and uncertainties. On the other hand, we believe that businesses will eventually be resumed as we entered post-pandemic era. The Group will maintain a cautious stance and make tactical adjustments where appropriate. We will be ready to capture new opportunities and adjust our priorities and resources, taking into account the prevailing external factors.

While the Group will develop and explore ways to improve its financial performance and broaden the sources of revenue, it is the Group's strategy to do so within acceptable risk level and capital requirement. It will continue to control its costs of operation and select the appropriate product mix and regions that the Group should focus on and devote its resources to. We will also review the performance of our existing business portfolio and make suitable investment decisions. Subject to the review results, we do not preclude the possibility that we may dispose the whole or part of our existing business portfolio and/or change the asset allocation of our businesses.

The Group may restructure its existing debts and implement debt and/or equity fund raising plan(s) to satisfy the financing needs and improve its financial position in the event suitable fund raising opportunities arise. In these regards, the Company will publish announcement as and when appropriate according to the requirements under the applicable listing rules.

## 展望

展望未來，挑戰與機遇並存。地緣政治衝突及中美經濟脫鉤增加業務風險及不確定性。另一方面，我們相信，隨著我們進入後疫情時代，業務終將恢復。本集團將保持審慎態度，並在適當時候進行策略調整。我們將隨時做好準備緊抓新機遇及根據現行外部因素，調整我們的優先事項及資源。

雖然本集團將發展及探索改善其財務表現及擴大收入來源的方法，但其為本集團在可接受風險水平及資本要求內所採取的戰略。本集團將繼續控制其運營成本並挑選本集團應重點關注及投入資源的合適產品組合及地區。我們亦將檢討現有業務組合的表現，並做出適當的投資決定。根據檢討結果，我們並不排除出售所有或部分現有業務組合及／或變更我們業務的資產配置的可能性。

倘出現合適集資機會，本集團可能重組其現有債務並實施債務及／或股權集資計劃，以滿足融資需求並改善其財務狀況。就此方面，本公司將根據適用上市規則的規定，在適當時候發佈公告。

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED COMPANY

As at 31 March 2023, the interests and short position of the Directors and the Company's chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register maintained by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long positions

#### Ordinary Shares

## 董事及主要行政人員於本公司或任何關聯公司的股份、相關股份及債權證中的權益及淡倉

於二零二三年三月三十一日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益及淡倉（包括根據證券及期貨條例的該等條文被當作或視為擁有的任何權益或淡倉），或根據證券及期貨條例第352條的規定記入本公司存置的登記冊內的權益及淡倉，或根據GEM上市規則第5.46條至第5.67條所載上市發行人董事進行交易的規定準則另行知會本公司及聯交所的權益及淡倉如下：

### 好倉

#### 普通股

Name	Capacity and nature of interest	Class of Shares	Number of Shares (note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名	身份及權益性質	股份類別	股份數目 (附註1)	
Zhou Chuang Qiang 周創強	Beneficial owner 實益擁有人	Share options (note 2) 購股權(附註2)	10,000,000 (L)	0.97%

#### Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- These represented the interests in underlying shares in respect of share options granted by the Company.

#### 附註：

- 字母「L」指股東於本公司股本權益的好倉。
- 該等項目指本公司所授出購股權涉及的相關股份權益。

Save as disclosed above and so far as is known to the Directors, none of the Directors and the Company's chief executive had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including any interests or short positions which they are taken or deemed to have under such provisions of the SFO), or as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rule 5.46 to 5.67 of the GEM Listing Rules.

除上述披露外，以及就董事所知，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的任何股份、相關股份或債權證中擁有須根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例的有關條文彼等被當作或視為擁有的任何權益或淡倉），或記入本公司根據證券及期貨條例第352條須存置的登記冊內的所有任何權益或淡倉，或根據GEM上市規則第5.46至5.67條所述上市發行人董事進行交易的規定準則須另行知會本公司及聯交所的任何權益或淡倉。

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 March 2023, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

### Long positions

Ordinary shares of the Company

## 主要股東及其他人士於本公司股份及相關股份的權益及淡倉

於二零二三年三月三十一日，下列人士（董事或本公司主要行政人員除外）於本公司股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條須存置的登記冊的權益或淡倉：

### 好倉

本公司普通股

Name	Capacity and nature of interest	Class of Shares	Number of shares (note 1)	Percentage of the Company's issued share capital 佔本公司已發行股本之百分比
姓名	身份及權益性質	股份類別	股份數目 (附註1)	
Martford Limited (note 2) Martford Limited (附註2)	Beneficial owner 實益擁有人	Ordinary shares 普通股	316,981,250 (L)	30.75%
Wu Xiongbin (note 3) 吳雄濱 (附註3)	Beneficial owner 實益擁有人	Ordinary Shares 普通股	174,469,166 (L)	16.93%
Pu Wei 浦巍	Beneficial owner 實益擁有人	Ordinary Shares 普通股	88,008,000 (L)	8.54%

Notes:

- The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
- The 316,981,250 shares were held by Martford Limited which is wholly and beneficially owned by Mr. Wang Lianghai.
- On 17 June 2021, Mr. Wu Xiongbin subscribed convertible bonds in an aggregate principal amount of HK\$20 million which can be convertible into 166,666,666 conversion shares at initial conversion price of HK\$0.12 per conversion share.

附註：

- 「L」指股東於本公司股本權益的好倉。
- 316,981,250股股份由Martford Limited持有，而Martford Limited由王良海先生全資實益擁有。
- 於二零二一年六月十七日，吳雄濱先生認購本金總額20百萬港元的可換股債券，可按初步換股價每股換股股份0.12港元轉換為166,666,666股換股股份。

Save as disclosed above and so far as is known to the Directors, as at 31 March 2023, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露者外，據董事所知，於二零二三年三月三十一日，概無於本公司股份或相關股份的其他權益或淡倉記錄在本公司根據證券及期貨條例第336條須存置的登記冊內。

## COMPETING INTERESTS

The Directors confirm that none of the controlling shareholders or Directors and their respective close associates (as defined in the GEM Listing Rules) is interested in any business apart from the business operated by the Group which competes or is likely to compete, directly or indirectly, with the business of the Group during the three months ended 31 March 2023.

## 競爭權益

董事確認，於截至二零二三年三月三十一日止三個月期間，概無控股股東或董事以及彼等各自的緊密聯繫人士（定義見GEM上市規則）於與本集團業務直接或間接構成或可能構成競爭的任何業務（除由本集團營運的業務以外）中擁有權益。

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the three months ended 31 March 2023.

## 購買、出售或贖回本公司上市證券

於截至二零二三年三月三十一日止三個月期間，本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

## AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control systems of the Group. Following the resignation of Mr. Zheng Wan Zhang on 13 February 2023, the audit committee comprises two independent non-executive Directors only, namely Mr. Man Wai Lun (chairman) and Mr. Wong Tik Tung. This results in non-compliance with the requirements under Rule 5.28 of the GEM Listing Rules and the terms of reference of the committee. The Company is in the process of identifying suitable candidates to fill the vacancy within three months from 13 February 2023 in order to ensure compliance by the Company with the requirements under the GEM Listing Rules.

The unaudited condensed consolidated financial statements of the Company for the three months ended 31 March 2023 has been reviewed by the audit committee. The audit committee is of the opinion that such financial information complies with the applicable accounting standards, the GEM Listing Rules and legal requirements, and that adequate disclosure have been made.

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

Hong Kong, 3 May 2023

*As at the date of this report, the executive Directors are Mr. Wang Li and Mr. Zhou Chuang Qiang; and the independent non-executive Directors are Mr. Man Wai Lun and Mr. Wong Tik Tung.*

*This report will remain on the "Latest Listed Company Information" page of the GEM of the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) for at least seven days after the date of publication and on the website of the Company ([www.mpgroup.hk](http://www.mpgroup.hk)).*

## 審核委員會

本公司已遵循GEM上市規則成立審核委員會，並以書面列明其職權範疇。審核委員會的主要職責為檢討及監察本集團的財務申報程序及內部監控系統。隨著鄭玩樟先生在二零二三年二月十三日辭任後，審核委員會僅由兩名獨立非執行董事組成，即文偉麟先生(主席)及汪滌東先生。此導致違反GEM上市規則第5.28條及委員會職權範圍的規定。本公司正在物色合適候選人以便於二零二三年二月十三日起三個月內填補空缺，以確保本公司遵守GEM上市規則的規定。

審核委員會已審閱本公司截至二零二三年三月三十一日止三個月的未經審核簡明綜合財務報表。審核委員會認為，有關財務資料符合適用會計準則、GEM上市規則及法定要求，並已作出足夠披露。

承董事會命  
匯思太平洋集團控股有限公司  
執行董事  
周創強

香港，二零二三年五月三日

於本報告日期，執行董事為王歷先生及周創強先生；及獨立非執行董事為文偉麟先生及汪滌東先生。

本報告將保留於聯交所網站([www.hkexnews.hk](http://www.hkexnews.hk)) GEM網頁之「最新上市公司公告」頁內，由刊登當日起計最少七日，以及本公司網站([www.mpgroup.hk](http://www.mpgroup.hk))。

# 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)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 8147