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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)

(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 28 JUNE 2023; (2) ADJUSTMENTS TO THE SHARE OPTIONS; AND (3) ADJUSTMENTS TO THE CONVERTIBLE BONDS

POLL RESULTS OF THE AGM

The Board is pleased to announce that the proposed resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 28 June 2023.

SHARE CONSOLIDATION BECOMING EFFECTIVE ON 30 JUNE 2023

As all the conditions of the Share Consolidation as stated in the Circular have been fulfilled following the passing of the ordinary resolution at the AGM, the Share Consolidation will become effective on Friday, 30 June 2023.

ADJUSTMENTS TO THE SHARE OPTIONS

As a result of the Share Consolidation, the exercise price of the Share Options granted on 10 June 2022 is adjusted from HK\$0.032 per existing Share to HK\$0.32 per Consolidated Share, and the aggregate number of Shares to be issued upon exercise of the outstanding Share Options granted on 10 June 2022 under the Share Option Scheme is adjusted from 103,072,000 existing Shares to 10,307,200 Consolidated Shares. The exercise price of the Share Options granted on 4 June 2019 is adjusted from HK\$0.2412 per existing Share to HK\$2.412 per Consolidated Share, and the aggregate number of Shares to be issued upon exercise of the outstanding Share Options granted on 4 June 2019 under the Share Option Scheme is adjusted from 25,192,000 existing Shares to 2,519,200 Consolidated Shares.

ADJUSTMENTS TO THE CONVERTIBLE BONDS

As a result of the Share Consolidation, the conversion price of the 2021 Convertible Bonds is adjusted from HK\$0.12 per existing Share to HK\$1.20 per Consolidated Share and the number of the Conversion Shares to be issued upon conversion of the 2021 Convertible Bonds is adjusted from 166,666,666 existing Shares to 16,666,666 Consolidated Shares.

As a result of the Share Consolidation, the conversion price of the 2023 Convertible Bonds is adjusted from HK\$0.032 per existing Share to HK\$0.32 per Consolidated Share and the number of the Conversion Shares to be issued upon conversion of the 2023 Convertible Bonds is adjusted from 203,125,000 existing Shares to 20,312,500 Consolidated Shares.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the annual general meeting of Millennium Pacific Group Holdings Limited (the “**Company**”) both dated 6 June 2023. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular and the Notice.

POLL RESULTS OF THE AGM

The Board is pleased to announce that the proposed resolutions set out in the Notice were duly passed by the Shareholders by way of poll at the annual general meeting of the Company held at 11:00 a.m. on Wednesday, 28 June 2023 (the “**AGM**”).

The poll results in respect of the respective resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
1.	To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the financial year ended 31 December 2022.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
2.	(a) To re-elect Mr. Wong Tik Tung as an independent non-executive Director.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
	(b) To re-elect Mr. Chen Yiliang as an executive Director.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
	(c) To re-elect Ms. Liang Zhijun as an independent non-executive Director.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
3.	To authorise the Board to fix the remuneration of the Directors.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
4.	To re-appoint the Company’s auditors and to authorize the Board to fix the remuneration of the auditors.	498,788,607 (100.00%)	0 (0.00%)	498,788,607

Ordinary Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
5.	To grant a general mandate to the Directors to allot, issue and deal with new shares of the Company not exceeding 20% of its issued share capital as at the date of passing this resolution.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
6.	To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of its issued share capital as at the date of passing this resolution.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	498,788,607 (100.00%)	0 (0.00%)	498,788,607
8.	To approve, among other things, the Share Consolidation (as described and defined in the Notice) and to authorise the Directors 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 any and all the arrangements in connection with the Share Consolidation.	498,788,607 (100.00%)	0 (0.00%)	498,788,607

Special Resolutions		Number of votes cast and percentage of total number of votes cast		Total number of votes cast
		For	Against	
9.	To approve the proposed amendments of the existing amended and restated memorandum of association and amended and restated articles of association of the Company and the adoption of the second amended and restated memorandum of association and second amended and restated articles of association of the Company.	498,788,607 (100.00%)	0 (0.00%)	498,788,607

Notes:

- (1) Please refer to the Notice for the full descriptions of the above resolutions.
- (2) As more than 50% of the votes were cast in favour of the resolutions numbered 1 to 8, these resolutions were duly passed as ordinary resolutions by the Shareholders by way of poll. As more than 75% of the votes were cast in favour of the resolutions numbered 9, these resolutions were duly passed as special resolutions by the Shareholders by way of poll.

As at the date of the AGM, the total number of issued shares of the Company was 1,030,738,970 Shares, which was the total number of shares of the Company entitling the Shareholders to attend and vote for or against all resolutions proposed at the AGM. There were no restrictions on any Shareholders casting votes on any of the resolutions. No Shareholders were required under the GEM Listing Rules to abstain from voting on any of the resolutions proposed at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 17.47A of the GEM Listing Rules. None of the Shareholders have indicated in the Circular that they intended to vote against or to abstain from voting on the resolutions proposed at the AGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The executive director of the Company (Mr. Chen Yiliang) and the independent non-executive directors of the Company (Mr. Wong Tik Tung and Mr. Man Wai Lun) attended the AGM in person.

SHARE CONSOLIDATION BECOMING EFFECTIVE ON 30 JUNE 2023

The Board is also pleased to announce that as all the conditions of the Share Consolidation as stated in the Circular have been fulfilled following the passing of the ordinary resolution at the AGM, the Share Consolidation will become effective on Friday, 30 June 2023. Dealing in the Consolidated Shares will commence at 9:00 a.m. on Friday, 30 June 2023.

The Share Consolidation and the dates in relation to the trading arrangement, arrangement of free exchange of share certificates and matching services for odd lots will be implemented in accordance with the timetable as set out in the section headed “Expected timetable” in the Circular. Please refer to the Circular for details.

Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from red to yellow and new share certificates will be issued to the Shareholders.

ADJUSTMENTS TO THE SHARE OPTIONS

Immediately before the completion of the Share Consolidation, there were 128,264,000 outstanding Share Options granted by the Company under the Share Option Scheme adopted by the Company on 20 June 2014. Upon the Share Consolidation becoming effective on 30 June 2023, the exercise price of the Share Options granted on 10 June 2022 will be adjusted from HK\$0.032 per existing Share to HK\$0.32 per Consolidated Share and the number of Shares to be issued upon exercise of the outstanding Share Options granted on 10 June 2022 under the Share Option Scheme will be adjusted from 103,072,000 existing Shares to 10,307,200 Consolidated Shares. The exercise price of the Share Options granted on 4 June 2019 will be adjusted from HK\$0.2412 per existing Share to HK\$2.412 per Consolidated Share and the number of Shares to be issued upon exercise of the outstanding Share Options granted on 4 June 2019 under the Share Option Scheme will be adjusted from 25,192,000 existing Shares to 2,519,200 Consolidated Shares.

Save for the above adjustments, all other terms and conditions of the outstanding share options granted under the Share Option Scheme remain unchanged.

ADJUSTMENTS TO THE CONVERTIBLE BONDS

Immediately before the completion of the Share Consolidation, there were 166,666,666 Conversion Shares upon conversion of the 2021 Convertible Bonds issued by the Company on 2 July 2021. Upon the Share Consolidation becoming effective on 30 June 2023, the conversion price of the 2021 Convertible Bonds is adjusted from HK\$0.12 per existing Share to HK\$1.2 per Consolidated Share and the number of the Conversion Shares to be issued upon conversion of the 2021 Convertible Bonds is adjusted from 166,666,666 existing Shares to 16,666,666 Consolidated Shares.

Immediately before the completion of the Share Consolidation, there were 203,125,000 Conversion Shares upon conversion of the 2023 Convertible Bonds issued by the Company on 14 June 2023. Upon the Share Consolidation becoming effective on 30 June 2023, the conversion price of the 2023 Convertible Bonds is adjusted from HK\$0.032 per existing Share to HK\$0.32 per Consolidated Share and the number of the Conversion Shares to be issued upon conversion of the 2023 Convertible Bonds is adjusted from 203,125,000 existing Shares to 20,312,500 Consolidated Shares.

Save for the above adjustments, all other terms and conditions of the 2021 Convertible Bonds and the 2023 Convertible Bonds remain unchanged.

The auditor appointed by the Company has reviewed and agreed with the respective adjustments to the outstanding Share Options granted under the Share Option Scheme, the 2021 Convertible Bonds and the 2023 Convertible Bonds, which have been disclosed above.

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

Hong Kong, 28 June 2023

As at the date of this announcement, the executive Director is Mr. Chen Yiliang; and the independent non-executive Directors are Mr. Wong Tik Tung, Mr. Man Wai Lun and Ms. Liang Zhijun.

This announcement, 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 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 of the Stock Exchange’s website (www.hkexnews.hk) for at least seven days after the date of publication and on the website of the Company (www.mpgroup.hk).