

Millennium Pacific

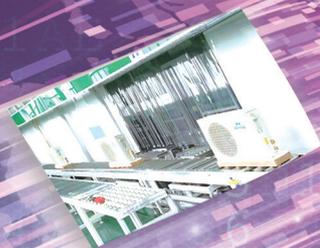
GROUP HOLDINGS LIMITED

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



2022

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 2022 (the “**Reporting Period**”), together with the comparative figures for the three months ended 31 March 2021 (the “**Corresponding Period**”), 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」)截至二零二二年三月三十一日止三個月(「報告期間」)的未經審核簡明綜合業績，連同截至二零二一年三月三十一日止三個月(「相應期間」)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 2022

截至二零二二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	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
		Notes 附註	
Revenue	收益	3	59,473
Cost of sales	銷售成本		(57,398)
Gross profit	毛利		2,075
Other income	其他收入	4	1
Administrative expenses	行政開支		(2,531)
Loss from operation	營運虧損		(455)
Finance costs	財務費用		(502)
Share of results of associates	分佔聯營公司業績		(2,818)
Loss before tax	除稅前虧損		(3,775)
Income tax expense	所得稅開支	5	-
Loss for the period	期內虧損		(3,775)
Other comprehensive income for the period, net of tax:	期內其他全面收益，扣除稅項：		
<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		(2)
Share of other comprehensive income of an associate	分佔一間聯營公司之其他全面收益		152
Other comprehensive income for the period, net of tax	期內其他全面收益，扣除稅項		167
Total comprehensive loss for the period	期內全面虧損總額		(3,625)
Loss for the period attributable to:	以下人士應佔期內虧損：		
— Owners of the Company	— 本公司擁有人		(3,666)
— Non-controlling interests	— 非控股權益		(109)
			(3,775)
Total comprehensive loss for the period attributable to:	以下人士應佔期內全面虧損總額：		
— Owners of the Company	— 本公司擁有人		(3,526)
— Non-controlling interests	— 非控股權益		(99)
			(3,625)
Loss per share (HK cents)	每股虧損 (港仙)		
— Basic	— 基本	7	(0.36)
— Diluted	— 攤薄	7	(0.36)

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 2022
截至二零二二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
Balance at 1 January 2021 (audited)	於二零二一年一月一日的結餘 (經審核)	1,649	110,537	2,660	884	2,650	(78,054)	38,677	1,989	42,315
Recognition of share-based payments (unaudited)	確認以股份為基礎的付款 (未經審核)	-	-	67	-	-	-	67	-	67
Total comprehensive loss for the period (unaudited)	期內全面虧損總額 (未經審核)	-	-	-	170	-	(4,431)	(4,261)	(22)	(4,283)
Reclassify of equity component of convertible bonds upon maturity	於到期後重新分類可換股債券的權益組成部分	-	-	-	-	(2,650)	2,650	-	-	-
Balance at 31 March 2021 (unaudited)	於二零二一年三月三十一日的結餘 (未經審核)	1,649	110,537	2,727	1,054	-	(79,835)	34,483	1,967	38,099
Balance at 1 January 2022 (audited)	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)
Balance at 31 March 2022 (unaudited)	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

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 4/F., Building C, 101 Kongwei Guangchang, No. 52, Gongye Nang Road, Xinhe Community, Fuhai Street, Baoan 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 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 2022 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 2022 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 2021 (the "2021 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 2021 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 2022.

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」)廣東省深圳市寶安區福海街道新和社區工業南路52號101康威廣場C棟4樓，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服務。

2. 財務報表的呈列及編製基準

本集團截至二零二二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。

本集團截至二零二二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，並應與本集團截至二零二一年十二月三十一日止年度的綜合財務報表(「二零二一年綜合財務報表」)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二零二一年綜合財務報表所用者貫徹一致，惟於截至二零二二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

	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
<i>Products transferred at a point in time:</i>		
Sales of manufactured products	13,428	151
Sales on trading of electronic products, accessories and raw materials	46,045	4,957
	59,473	5,108

4. OTHER INCOME

4. 其他收入

Three months ended 31 March

截至三月三十一日止三個月

	2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Interest income	1	1

5. 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 2022 and 2021.

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 2022 and 2021.

5. 所得稅開支

截至二零二二年及二零二一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。

截至二零二二年及二零二一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。

6. DIVIDENDS

No dividends was declared or paid during the three months ended 31 March 2022 (2021: Nil).

6. 股息

概無就截至二零二二年三月三十一日止三個月期間宣派或派付任何股息(二零二一年：無)。

7. LOSS PER SHARE

The calculation of the basic and diluted loss per share is based on the following:

7. 每股虧損

每股基本及攤薄虧損的計算依據如下：

		Three months ended 31 March 截至三月三十一日止三個月	
		2022 二零二二年 HK\$'000 千港元 (unaudited) (未經審核)	2021 二零二一年 HK\$'000 千港元 (unaudited) (未經審核)
Loss	虧損		
Loss for the purpose of calculating basic and diluted loss per share	就計算每股基本及攤薄虧損的虧損	(3,666)	(4,431)

		Three months ended 31 March 截至三月三十一日止三個月	
		2022 二零二二年 (unaudited) (未經審核)	2021 二零二一年 (unaudited) (未經審核)
Number of shares	股份數目		
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	就計算每股基本虧損之普通股加權平均數	1,030,738,970	1,030,738,970

Diluted loss per share

No adjustment has been made to the basic loss per share amount presented for the three months ended 31 March 2022 and 2021 in respect of dilution as the outstanding share options and convertible bonds had no dilutive effect on the basic loss per share amount presented.

每股攤薄虧損

概無就攤薄調整截至二零二二年及二零二一年三月三十一日止三個月呈列的每股基本虧損金額，乃由於未獲行使購股權及可換股債券對所呈列的每股基本虧損金額並無攤薄影響。

Management Discussion and Analysis

管理層討論及分析

During the first quarter of 2022, the Group continued to engage in the research and development, manufacture and sale of consumer electronic products and provision of application software development services. We provide one-stop services to our customers by offering design, prototyping/sampling, manufacturing, assembling and packaging of their products.

BUSINESS ENVIRONMENT AND DEVELOPMENT

During the three months ended 31 March 2022, COVID-19 had still been a major threat to trade and business operations around the world. Various governments once again introduced social distancing and lockdown measures to contain the spread of Omicron. Such measures interrupted factory output, reduced material supplies and logistic activities globally, leading to rapid and significant cost increases. What's more, the war between Ukraine and Russia and the severe sanctions against the latter have added even greater pressure and disruptions to global trade and logistics. Rising prices for commodities, raw materials and electronic components posed significant business challenges to us and continued to add greater pressure to the margin of the businesses of the Group and our associated companies. To cope with the unfavourable macro-environment, we have shifted our focus to the PRC domestic electronic consumer market in the third and fourth tier cities and we established a PRC subsidiary in Guangxi with local partner to serve the domestic market there since the second half of 2021.

BUSINESS REVIEW

The initial results of the shift of focus have been encouraging. During the first quarter of 2022, sales on trading of electronic products, accessories and raw materials remained as the Group's primary stream of revenue while we noted a significant contribution to the Group's total sales revenue from manufacturing of electronic products, as a result of the aforementioned shift of focus. Accordingly, our overall revenue increased by almost 12 times from HK\$5.1 million in the first quarter of 2021 to HK\$59.5 million in the same period of 2022. Revenue from manufacturing of electronic products accounted for 3.0% of our overall revenue in the first quarter of 2021 while it accounted for 22.6% in the same period of 2022.

The gross profit margin of the Group decreased from 6.9% in the first quarter of 2021 to 3.5% in the same period of 2022 due to the above-mentioned rising cost levels.

於二零二二年第一季度，本集團繼續從事研發、製造及銷售消費電子產品以及提供應用軟件開發服務。我們通過提供設計、原型機製造/樣機製造、製造、裝配及包裝產品而向客戶提供一站式服務。

商業環境及發展

於截至二零二二年三月三十一日止三個月，2019冠狀病毒仍然對全球貿易及經營活動構成重大威脅。各地政府再次出台社交距離及封鎖措施，遏制奧密克戎傳播。該等措施令全球工廠生產受阻，材料供應及物流活動減少，導致成本急劇飆升。再者，烏克蘭及俄羅斯之間的戰爭以及對後者實施的嚴厲制裁對全球貿易及物流施加更大的壓力及干擾。大宗商品、原材料及電子元件的價格上漲給我們帶來重大的商業挑戰並持續加大本集團及我們聯營公司的業務利潤率承受的壓力。為應對不利的宏觀環境，我們已將重心轉到中國國內三、四線城市的電子消費市場且自二零二一年下半年起，我們與當地合作夥伴於廣西成立了一間中國附屬公司，服務國內市場。

業務回顧

重心轉移的初步成果令人鼓舞。於二零二二年第一季度，買賣電子產品、配件及原材料的銷售額仍為本集團的主要收益來源，而我們注意到，由於上述重心轉移，電子產品製造對本集團總銷售收益的貢獻大幅增長。因此，我們的總收益由二零二一年第一季度的5.1百萬港元增加至二零二二年同期的59.5百萬港元，增長近12倍。於二零二一年第一季度，電子產品製造的收益佔總收益3.0%，而於二零二二年同期佔比為22.6%。

由於上述成本水平的不斷上升，本集團毛利率由二零二一年第一季度的6.9%減少至二零二二年同期的3.5%。

FINANCIAL REVIEW

To mitigate the pressure on our bottom line, the Group strived to strengthen its controls on operating costs, resulting in general savings in administrative expenses. Accordingly, our total administrative expenses decreased by HK\$0.9 million from HK\$3.4 million in the first quarter of 2021 to HK\$2.5 million in the same period of 2022, despite the significant growth in top line.

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 and other benefits. Staff costs were approximately HK\$1.2 million in the first quarter of 2022 and remained at a similar level to that of 2021.

Depreciation of right-of-use assets decreased by HK\$0.2 million from HK\$0.6 million in the first quarter of 2021 to HK\$0.4 million in the same period of 2022, mainly due to the termination of lease of staff quarter to preserve the resources of the Group.

Finance costs represented imputed interest on lease liabilities and convertible bonds and remained fairly stable.

Loss Attributable to Owners of the Company

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. Both the top line and bottom line of the business were negatively impacted due to the pandemic and US-China trade tension. However, we managed to mitigate such impact and overcome the negative results brought by the associates with the aforesaid shift of focus of the Group itself. Accordingly, the Group recorded a loss attributable to owners of the Company of HK\$3.7 million in the first quarter of 2022, representing a drop of HK\$0.7 million from HK\$4.4 million in the same period of 2021.

財務回顧

為緩解盈利壓力，本集團努力加強經營成本控制，總體上節省了行政開支。因此，儘管銷售額顯著增長，但行政開支總額由二零二一年第一季度的3.4百萬港元減少0.9百萬港元至二零二二年同期的2.5百萬港元。

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、退休福利計劃供款及其他福利。員工成本於二零二二年第一季度為約1.2百萬港元，與二零二一年第一季度水平相若。

使用權資產折舊由二零二一年第一季度的0.6百萬港元減少0.2百萬港元至二零二二年同期的0.4百萬港元，乃主要由於終止租賃員工宿舍，以保存本集團的資源。

財務費用指租賃負債及可換股債券的推算利息並維持基本穩定。

本公司擁有人應佔虧損

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。由於疫情及中美貿易緊張局勢的影響，該業務的銷售額及盈利均受到負面影響。但憑藉前述本集團自身重心轉移，我們成功降低上述影響並克服聯營公司帶來的負面業績。因此，於二零二二年第一季度，本集團錄得本公司擁有人應佔虧損3.7百萬港元，較二零二一年同期的4.4百萬港元減少0.7百萬港元。

OUTLOOK

Looking ahead, there are still significant challenges and uncertainties posed by the development of the pandemic and the war between Ukraine and Russia. The Group will carefully take into account the external factors such as the prolonged impact of COVID-19 and the market trends under new norms and lifestyles. While the Group will continue to control its costs of operation and select the appropriate product mix and regions to which the Group should focus and devote its resources, it will also review the performance of its 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 its existing business portfolio and/or change the asset allocation of its business.

While the Group will continue to develop and expand its businesses as and when appropriate, and to explore ways to improve its financial performance and broaden the sources of revenue, it's the Group's strategy to do so within acceptable risk level and capital requirement. The Group considers the PRC domestic markets, especially the household electrical appliances in the third and fourth tier cities, are less vulnerable to the adverse macro-environment, relative to the fast moving electronic consumer products/gadgets in overseas markets. Taking into account the balance of investment risk, capital requirement and familiarity with local environment, we established a PRC subsidiary in Guangxi with local business partner to serve the markets there. Leveraging on such network, we will continue to work with the local partners and explore to serve the markets there through e-commerce platforms, in response to growing online sales stimulated by the pandemic. We also set up a wholly-owned subsidiary in Kashi, Xinjiang to explore the business of online information and online publication services. The Group may implement debt and/or equity fund raising plan(s) to satisfy the financing needs arising out of any business development of the Group as well as to improve its financial position in the event that 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，疫情的發展情況及烏俄戰事仍會帶來巨大的挑戰及不確定性。本集團將審慎考慮外部因素，如2019冠狀病毒的長期影響以及新常態及生活方式下的市場趨勢。本集團將繼續控制營運成本，並選擇適當的產品組合及區域，以集中及投入資源，同時亦會檢討現有業務組合的表現，並作出適當的投資決定。根據檢討結果，我們不排除出售全部或部分現有業務組合及／或改變業務資產配置的可能性。

本集團將在適當的時候繼續發展及擴大其業務，並探索改善財務表現及拓寬收入來源的方法，而本集團的策略為於可接受的風險水平及資本規定範圍內如此行事。本集團認為中國國內市場，尤其是三、四線城市的家用電器，相對於海外市場快速電子消費產品／小配件而言，受不利宏觀環境的影響較小。考慮到投資風險、資金需求及對當地環境的熟悉程度之間的均衡性，我們在廣西成立一家中國附屬公司，與當地的商業夥伴一起為當地市場服務。憑藉上述關係網，我們將繼續與當地合作夥伴合作，尋求通過電子商務平台為當地市場提供服務，以應對疫情刺激下不斷增長的線上銷售。我們還在新疆喀什市成立一家全資附屬公司，以尋求線上資訊及線上出版服務業務。本集團或會於合適集資機會出現時實行債務及／或股本集資計劃，以應付本集團任何業務發展所產生融資需要及改善其財務狀況。鑒此，本公司將根據適用上市規則要求適時刊發公告。

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 2022, 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 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 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.

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

As at 31 March 2022, 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

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

於二零二二年三月三十一日，據本公司所知，概無董事及本公司主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的任何股份、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部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。

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

於二零二二年三月三十一日，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:

1. The letter "L" denotes a long position in the shareholder's interest in the share capital of the Company.
2. The 316,981,250 shares were held by Martford Limited which is wholly and beneficially owned by Mr. Wang Lianghai.
3. 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.

Save as disclosed above and so far as is known to the Directors, as at 31 March 2022, 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.

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 2022.

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 2022.

附註：

1. 「L」指股東於本公司股本權益的好倉。
2. 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。
3. 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。

除上文所披露者外，於二零二二年三月三十一日，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。

競爭權益

董事確認，於截至二零二二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。

購買、出售或贖回本公司上市證券

於截至二零二二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. The audit committee comprises three independent non-executive Directors, namely Mr. Man Wai Lun (committee chairman), Mr. Zheng Wan Zhang and Mr. Wong Tik Tung.

The unaudited condensed consolidated financial statements of the Company for the three months ended 31 March 2022 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, 13 May 2022

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

This report will appear on the GEM website (www.hkgem.com) for at least seven days after the date of publication and on the website of the Company (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。審核委員會由三名獨立非執行董事組成，即文偉麟先生(委員會主席)、鄭玩樟先生及汪滌東先生。

審核委員會已審閱本公司截至二零二二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，二零二二年五月十三日

於本報告日期，本公司執行董事為王歷先生及周創強先生；及本公司獨立非執行董事為文偉麟先生、鄭玩樟先生及汪滌東先生。

本報告將由刊登當日起計最少七日刊登於GEM網站(www.hkgem.com)及本公司網站(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