

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**AMENDMENT NO. 2 TO
FORM F-1
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

Millennium Group International Holdings Limited
(Exact name of registrant as specified in its charter)

Not Applicable
(Translation of Registrant's Name into English)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

2750
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

**Rm 2722, 27/F, No.1 Hung To Road, Kwun Tong,
Kowloon, Hong Kong 999077
Tel: +852 36195768**

(Address, including zip code, and telephone number,
including area code, of principal executive offices)

**Cogency Global Inc.
122 East 42nd Street, 18th Floor
New York, NY 10168
+1(800) 221-0102**

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to public: As soon as practicable after the effective date of this Registration Statement.

If any securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. ☒

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933.

Emerging growth company ☒

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards[†] provided pursuant to Section 7(a)(2)(B) of the Securities Act. ☐

[†] The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.



EXPLANATORY NOTE

This Amendment No. 2 to Form F-1 (Amendment No. 2) is being filed solely for the purpose of filing Exhibit 23.1 to this registration statement on Form F-1, or the Registration Statement, and to amend and restate the exhibit index set forth in Part II of the Registration Statement. No changes have been made to the Registration Statement other than this explanatory note as well as revised versions of the cover page and exhibit index of the Registration Statement. This Amendment No. 2 does not contain copies of the public offering prospectus or resale prospectus included in the Registration Statement which remains unchanged from the Registration Statement, filed on November 18, 2022. This Amendment No. 2 consists only of the facing page, this explanatory note, the signature pages to the Registration Statement, the exhibit index and the filed exhibits.

EXHIBIT INDEX

Exhibit No.	Description
1.1*	Form of Underwriting Agreement
3.1*	Second Amended and Restated Articles of Association
3.2*	Second Amended and Restated Memorandum of Association
4.1*	Specimen Certificate for ordinary share
4.2*	Form of Underwriter's Warrants
5.1*	Opinion of Ogier regarding the validity of the securities being registered
8.1*	Opinion of Ogier regarding certain Cayman Islands tax matters (included in Exhibit 5.1)
8.2*	Opinion of Zhong Lun Law Firm regarding certain PRC tax matters (included in Exhibit 99.1)
10.1*	Director Offer Letter to Ming Hung Lai
10.2*	Employment Agreement with Ming Yan Lai
10.3*	Director Offer Letter to Wing Wai "John" Au
10.4*	Form of Independent Director Offer Letter
10.5*	Sample Purchase Order
10.6*	Form of Lock-Up Agreement (included in Exhibit 1.1)
14.1*	Code of Business Conduct and Ethics of the Registrant
21.1*	List of Subsidiaries
23.1**	Consent of WWC, P.C.
23.2*	Consent of Ogier (included in Exhibit 5.1 and Exhibit 8.1)
23.3*	Consent of Zhong Lun Law Firm (included in Exhibit 8.2 and 99.1)
99.1*	Opinion of Zhong Lun Law Firm regarding certain PRC law matters
99.2*	Audit Committee Charter
99.3*	Compensation Committee Charter
99.4*	Nomination Committee Charter
99.5*	Consent of Frost & Sullivan
99.6*	Consent of Hok Han Ko
99.7*	Consent of Sun Wai But
99.8*	Consent of Hung Leung Tsang
99.9*	Consent of Hon Wai Ku
107*	Filing fee table

* Previously filed.

** Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hong Kong on December 6, 2022.

Millennium Group International Holdings Limited

By: /s/ Ming Hung Lai

Ming Hung Lai
Chairman

By: /s/ Ming Yan Lai

Ming Yan Lai
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<u>/s/ Ming Hung Lai</u> Ming Hung Lai	Chairman	December 6, 2022
<u>/s/ Ming Yan Lai</u> Ming Yan Lai	Chief Executive Officer (Principal Executive Officer)	December 6, 2022
<u>/s/ Wing Wai Au</u> Wing Wai Au	Chief Financial Officer (Principal Financial and Accounting Executive)	December 6, 2022
<u>/s/ Yau Fai Lai</u> Yau Fai Lai	Director	December 6, 2022

SIGNATURE OF AUTHORIZED REPRESENTATIVE IN THE UNITED STATES

Pursuant to the Securities Act of 1933 as amended, the undersigned, the duly authorized representative in the United States of America, has signed this registration statement thereto in New York, NY on December 6, 2022.

Cogency Global Inc.

By: /s/ Colleen A. De Vries

Name: Colleen A. De Vries

Title: Senior Vice President



WWC, P.C. CERTIFIED PUBLIC ACCOUNTANTS

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation of our report dated October 28, 2022 in Amendment No. 2 to the Registration Statement on Form F-1, under the Securities Act of 1933 (File No. 333-268063) with respect to the consolidated balance sheets of Millennium Group International Holdings Limited and its subsidiaries (collectively the "Company") as of June 30, 2022 and 2021, and the related consolidated statements of income and comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the two-year period ended June 30, 2022, and the related notes included herein.

We also consent to the reference to our firm under the heading "Experts" in the Registration Statement.

San Mateo, California
December 6, 2022

WWC, P.C.

WWC, P.C.
Certified Public Accountants
PCAOB ID No. 1171

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