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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Bar Pacific Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**BAR PACIFIC GROUP HOLDINGS LIMITED**

**太平洋酒吧集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8432)**

**PROPOSALS FOR  
PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the 2020 AGM to be held at Bar Pacific at Shop A & B on Ground Floor, Comfort Gardens, Nos 58/60 King’s Road, Hong Kong on Friday, 31 July 2020 at 2:00 p.m. is set out on pages 18 to 23 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.barpacific.com.hk](http://www.barpacific.com.hk)). If you are not able or do not intend to attend the 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s Hong Kong branch share registrar and transfer office, Boardroom Share Registrars Limited (“**Boardroom**”), as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Boardroom’s address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2020 AGM or its adjournment if you so wish. If you attend and vote at the 2020 AGM, the instrument appointing your proxy will be deemed to have been revoked.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of publication and on the website of the Company ([www.barpacific.com.hk](http://www.barpacific.com.hk)).

**PRECAUTIONARY MEASURES FOR THE 2020 AGM**

Please refer to the notice of 2020 AGM for measures being taken to try to prevent and control the spread of the COVID-19 at the 2020 AGM, including:

- compulsory body temperature checks
- wearing of a face mask for each attendee
- no provision of drinks, refreshments or souvenirs

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2020 AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY’S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2020 AGM ARRANGEMENTS.

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## CHARACTERISTICS OF GEM

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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 and no assurance is given that there will be a liquid market in the securities traded on GEM.



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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

|                            |                                                                                                                                                                                                                                                                                                                                     |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2019 AGM”                 | the AGM held on 31 July 2019                                                                                                                                                                                                                                                                                                        |
| “2020 AGM”                 | the AGM to be held at Bar Pacific at Shop A & B on Ground Floor, Comfort Gardens, Nos 58/60 King’s Road, Hong Kong on Friday, 31 July 2020 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 18 to 23 of this circular, or its adjournment |
| “AGM”                      | the annual general meeting of the Company                                                                                                                                                                                                                                                                                           |
| “Annual Report”            | the annual report of the Company for the Year                                                                                                                                                                                                                                                                                       |
| “Articles of Association”  | the articles of association of the Company as amended, supplemented or otherwise modified from time to time                                                                                                                                                                                                                         |
| “Board”                    | the board of Directors                                                                                                                                                                                                                                                                                                              |
| “Chairlady”                | the chairlady of the Board                                                                                                                                                                                                                                                                                                          |
| “Chief Executive Officer”  | the chief executive officer of the Company                                                                                                                                                                                                                                                                                          |
| “close associate(s)”       | has the meaning ascribed thereto under the GEM Listing Rules                                                                                                                                                                                                                                                                        |
| “Company”                  | Bar Pacific Group Holdings Limited (太平洋酒吧集團控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on GEM (Stock code: 8432)                                                                                                                              |
| “core connected person(s)” | has the meaning ascribed thereto under the Listing Rules                                                                                                                                                                                                                                                                            |
| “Director(s)”              | the director(s) of the Company                                                                                                                                                                                                                                                                                                      |
| “Executive Director(s)”    | the executive Director(s)                                                                                                                                                                                                                                                                                                           |
| “Final Dividend”           | the final dividend of HK0.55 cents per Share for the Year                                                                                                                                                                                                                                                                           |
| “GEM”                      | GEM of the Stock Exchange                                                                                                                                                                                                                                                                                                           |

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## DEFINITIONS

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|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “GEM Listing Rules”       | the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time                                                                                                                                                                                                                       |
| “Group”                   | the Company and its subsidiaries                                                                                                                                                                                                                                                                                                            |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong                                                                                                                                                                                                                                                                                         |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the PRC                                                                                                                                                                                                                                                                                      |
| “INED(s)”                 | the independent non-executive Director(s)                                                                                                                                                                                                                                                                                                   |
| “Issue Mandate”           | the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate |
| “Latest Practicable Date” | 24 June 2020, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular                                                                                                                                                                                                |
| “Listing”                 | the listing of the issued Shares on GEM by way of share offer                                                                                                                                                                                                                                                                               |
| “Listing Date”            | 11 January 2017, the date on which the issued Shares were initially listed on GEM                                                                                                                                                                                                                                                           |
| “Nomination Committee”    | the nomination committee of the Board                                                                                                                                                                                                                                                                                                       |
| “PRC”                     | the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan                                                                                                                                                              |
| “Register of Members”     | the register of members of the Company                                                                                                                                                                                                                                                                                                      |
| “Remuneration Committee”  | the remuneration committee of the Board                                                                                                                                                                                                                                                                                                     |

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## DEFINITIONS

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|-------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Repurchase Mandate”    | the general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to exercise the power of the Company to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate |
| “SFC”                   | the Securities and Futures Commission in Hong Kong                                                                                                                                                                                                                                                               |
| “SFO”                   | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time                                                                                                                                                                     |
| “Share(s)”              | the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company                                                                                                                                                                                                               |
| “Share Premium Account” | the share premium account of the Company, the amount standing to the credit of which was approximately HK\$57 million based on the audited consolidated financial statements of the Company as at 31 March 2020                                                                                                  |
| “Shareholder(s)”        | the holder(s) of the Share(s)                                                                                                                                                                                                                                                                                    |
| “Stock Exchange”        | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                          |
| “subsidiary(ies)”       | has the meaning ascribed thereto under the GEM Listing Rules                                                                                                                                                                                                                                                     |
| “Takeovers Code”        | The Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time                                                                                                                                                         |
| “Year”                  | the year ended 31 March 2020                                                                                                                                                                                                                                                                                     |
| “%”                     | per cent                                                                                                                                                                                                                                                                                                         |

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LETTER FROM THE BOARD

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**BAR PACIFIC GROUP HOLDINGS LIMITED**  
**太平洋酒吧集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8432)**

*Executive Directors:*

Ms. Tse Ying Sin Eva

*(Chairlady and Chief Executive Officer)*

Ms. Chan Tsz Tung

*Independent Non-Executive Directors:*

Mr. Tang Wing Lam David

Mr. Chin Chun Wing

Mr. Yung Wai Kei

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarters and Principal Place of  
Business in Hong Kong:*

Room D2, 11/F, Phase 2

Hang Fung Industrial Building

2G Hok Yuen Street

Hung Hom

Kowloon

Hong Kong

29 June 2020

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors will propose at the 2020 AGM the resolutions for, among other matters, (i) the payment of Final Dividend out of Share Premium Account; (ii) the grant of the Issue Mandate and the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iv) the proposed re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the 2020 AGM and provide you with the information regarding the above resolutions to be proposed at the 2020 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### **PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT**

As announced by the Company in its announcement dated 24 June 2020 regarding the audited annual results of the Group for the year ended 31 March 2020, the Board recommended the payment of a final dividend of HK0.55 cents per Share, subject to the approval of Shareholders at the 2020 AGM by way of ordinary resolution. The Final Dividend is intended to be paid out entirely from the Share Premium Account pursuant to Article 134 of the Articles of Association and in accordance with the Companies Law.

As at the Latest Practicable Date, the Company had 860,000,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate sum of approximately HK\$4.7 million. Subject to the fulfilment of the conditions set out in the paragraph headed “Conditions of the payment of the Final Dividend out of the Share Premium Account below, the Final Dividend is intended to be paid out of the Share Premium Account pursuant to the Articles of Association.

As at 31 March 2020, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately HK\$57 million. Following such payment, there will be a remaining balance of approximately HK\$52.3 million standing to the credit of the Share Premium Account.

#### **(i) Reasons for the payment of Final Dividend out of the Share Premium Account**

The Board considers it is appropriate to distribute the Final Dividend in recognition of Shareholders’ support. After taking into account a number of factors, including the operating cash flow and financial condition of the Group, the Board considers that the use of approximately HK\$4.7 million from the Share Premium Account for the payment of the Final Dividend is beneficial to the Company and the Shareholders as a whole.

#### **(ii) Effect of the payment of Final Dividend out of the Share Premium Account**

The implementation of the payment of Final Dividend out of Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

The payment of Final Dividend out of the Share Premium Account will not affect the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save for the aforesaid expenses, the Directors consider that the payment of Final Dividend out of the Share Premium Account will not cause any loss in the Shareholders’ funds

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## LETTER FROM THE BOARD

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of the Company and will not have a material adverse effect on the financial position of the Company.

### **(iii) Conditions of the payment of the Final Dividend out of the Share Premium Account**

The payment of the Final Dividend out of the Share Premium Account is conditional upon, *inter alia*, the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders approving the payment of the Final Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association at the 2020 AGM; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, or immediately after the Final Dividend is paid will be, unable to pay its debts as they fall due in the ordinary course of business.

### **(iv) Payment of Final Dividend out of the Share Premium Account**

Subject to the fulfilment of the above conditions, it is expected that the Final Dividend is payable on or around Friday, 28 August 2020 to the Shareholders whose names appear on the Register of Members at close of business on Monday, 10 August 2020, being the record date for determining the entitlement to the Final Dividend. In order to qualify for the Final Dividend, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Boardroom Share Registrars (HK) Limited, at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 August 2020.

## **ISSUE MANDATE**

At the 2019 AGM, a general and unconditional mandate was granted to the Directors to allot, issue and deal with additional Shares and such mandate will lapse at the conclusion of the 2020 AGM. Therefore, an ordinary resolution will be proposed at the 2020 AGM to grant the Issue Mandate to the Directors. Based on the 860,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 172,000,000 Shares, being 20% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the 2019 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE

At the 2019 AGM, a general and unconditional mandate was granted to the Directors to exercise the power of the Company to repurchase Shares and such mandate will lapse at the conclusion of the 2020 AGM. Therefore, an ordinary resolution will be proposed at the 2020 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on the 860,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 86,000,000 Shares, being 10% of the aggregate number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2020 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

### EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2020 AGM to extend the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of two Executive Directors, namely Ms. Tse Ying Sin Eva and Ms. Chan Tsz Tung; and three INEDs, namely Mr. Tang Wing Lam David (“**Mr. Tang**”), Mr. Chin Chun Wing (“**Mr. Chin**”) and Mr. Yung Wai Kei.

Article 84(1) of the Articles of Association provides that at each AGM, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. According to article 84(2) of the Articles of Association, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the AGM shall retire by rotation at such AGM. Any further Directors so to

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## LETTER FROM THE BOARD

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retire shall be those who have been the longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. Article 83(3) of the Articles of Association provides that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following AGM and shall then be eligible for re-election.

Accordingly, Mr. Tang and Mr. Chin (collectively, the “**Retiring Directors**”) shall retire by rotation at the 2020 AGM and being eligible, will offer themselves for re-election at the 2020 AGM.

### **Procedure and Process for Nomination of Directors**

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- i. The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
- ii. The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from the Shareholders with due consideration given to the criteria which include but are not limited to:
  - (a) diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
  - (b) commitment for responsibilities of the Board in respect of available time and relevant interest;
  - (c) qualifications, both accomplishment and experience in the relevant industries in which the Group’s business is involved;
  - (d) independence of INEDs;
  - (e) reputation for integrity;
  - (f) potential contributions that the individual can bring to the Board; and
  - (g) plan(s) in place for the orderly succession of the Board.

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## LETTER FROM THE BOARD

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- iii. The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
- iv. The Nomination Committee will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
- v. Upon considering a candidate's suitability for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
- vi. The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate;
- vii. The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration;
- viii. The Board may arrange for the selected candidate to be interviewed by the members of the Board, who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- ix. All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) with the relevant regulatory authorities, if required.

### **Recommendations of the Nomination Committee**

The Nomination Committee had, among other matters, evaluated the performance of each of the Retiring Directors during the Year or during the period from their respective dates of appointment to 31 March 2020 (as the case may be) and found their performance satisfactory.

The Nomination Committee has also assessed and reviewed the annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules received from each of the INEDs and confirmed that all of them (including Mr. Tang and Mr. Chin) remain independent. The Nomination Committee considers that based on the Retiring Directors' perspective, skill and experience, they can bring further contribution to the Board and its diversity as a whole.

Accordingly, the Nomination Committee recommended to the Board that all the Retiring Directors stand for re-election as Directors at the 2020 AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2020 AGM.

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## LETTER FROM THE BOARD

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The biographical details of each of the Retiring Directors to be re-elected at the 2020 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

### 2020 AGM

The Company will convene the 2020 AGM at Bar Pacific at Shop A & B on Ground Floor, Comfort Gardens, Nos 58/60 King's Road, Hong Kong on Friday, 31 July 2020 at 2:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the payment of Final Dividend out of Share Premium Account; (ii) the grant of the Issue Mandate and the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iv) the re-election of the Retiring Directors. The notice convening the 2020 AGM is set out on pages 18 to 23 of this circular.

A form of proxy for use in connection with the 2020 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.barpacific.com.hk](http://www.barpacific.com.hk)). If you are not able or do not intend to attend the 2020 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars Limited ("**Boardroom**") as soon as possible and in any event, not later than 48 hours before the time appointed for holding the 2020 AGM or its adjournment (as the case may be). Boardroom's address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2020 AGM or its adjournment he/she/it so wish. If the Shareholder attends and votes at the 2020 AGM, the instrument appointing the proxy will be deemed to have been revoked.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2020 AGM and contained in the notice of the 2020 AGM will be voted by way of a poll by the Shareholders.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

### RECOMMENDATION

The Directors consider that (i) the payment of Final Dividend out of Share Premium Account; (ii) the grant of the Issue Mandate and the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iv) the re-election of the Retiring Directors as set out in the notice of the 2020 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2020 AGM as set out in the notice of the 2020 AGM on pages 18 to 23 of this circular.

### GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**Bar Pacific Group Holdings Limited**  
**Tse Ying Sin Eva**  
*Chairlady and Chief Executive Officer*

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## APPENDIX I      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the biographical details of the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2020 AGM.*

### **MR. TANG WING LAM DAVID (“MR. TANG”)**

Mr. Tang, aged 63, was appointed as an INED on 17 December 2016 and is a member of the Audit Committee. Mr. Tang obtained a diploma in Sociology from Hong Kong Baptist College in June 1983. Mr. Tang obtained a master’s degree of Arts in Management Systems from the University of Hull in the UK in December 1988. Mr. Tang subsequently obtained a bachelor’s degree of laws from the University of Wolverhampton in the UK in October 1994 and a Postgraduate Certificate in Laws from the City University of Hong Kong in August 1996. Mr. Tang obtained a doctor of Philosophy in Business Administration from Tarlac State University in the Philippines in January 2019. Mr. Tang is currently a practising solicitor in Hong Kong. Mr. Tang joined Fung, Wong & Ha as a trainee solicitor from 1996 to 1998. From April 1999 to March 2016, Mr. Tang worked in Fung, Wong, Ng & Lam, Solicitors & Notaries as consultant. Since April 2016, Mr. Tang became a limited liability partner of Fung, Wong, Ng & Lam LLP Solicitors (formerly known as “Fung, Wong, Ng & Lam, Solicitors & Notaries”). Mr. Tang has about 20 years of legal experience in Hong Kong.

As at the Latest Practicable Date, Mr. Tang did not have any interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Tang has confirmed that he meets the independence criteria as set out in rule 5.09 of the GEM Listing Rules.

Mr. Tang has entered into an appointment letter with the Company on 17 December 2016 for a term of three years commencing on the same date, which will continue thereafter unless terminated by either party giving the other at least three months’ notice in writing or payment in lieu thereof. Mr. Tang is entitled to a director’s fee of HK\$11,000 per month. He received a total remuneration of HK\$130,500 from the Company for the Year.

### **MR. CHIN CHUN WING (“MR. CHIN”)**

Mr. Chin, aged 41, was appointed as an INED on 17 December 2016 and is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Mr. Chin completed secondary education in Hong Kong in 1995. From September 1997 to July 2005, Mr. Chin worked in Tom Lee Music Co., Ltd. as a salesman. From August 2006 to August 2009, Mr. Chin worked in Grand Bar & Lounge as a director. Since March 2007, Mr. Chin has been the director of Hong Kong Cocktail School. Since November 2008, Mr. Chin is the vice chairman of Hong Kong Bar & Club Association. Mr. Chin has about 10 years of experience in the beverage industry in Hong Kong.

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**APPENDIX I      BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED FOR RE-ELECTION**

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As at the Latest Practicable Date, Mr. Chin did not have any interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Chin has confirmed that he meets the independence criteria as set out in rule 5.09 of the GEM Listing Rules.

Mr. Chin has entered into an appointment letter with the Company on 17 December 2016 for a term of three years commencing on the same date, which will continue thereafter unless terminated by either party giving the other at least three months' notice in writing or payment in lieu thereof. Mr. Chin is entitled to a director's fee of HK\$11,000 per month. He received a total remuneration of HK\$130,500 from the Company for the Year.

**GENERAL**

- (i) Save for the information set out in this section and as at the Latest Practicable Date, each of the Retiring Directors (a) had not held any directorship in the last three years in any public company, the issued securities of which are listed on any securities market in Hong Kong or overseas; (b) did not hold any other position with the Company or any of its subsidiaries; and (c) did not have any interests in the Shares within the meaning of Part XV of the SFO.
- (ii) Each of the retiring Directors is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.
- (iii) The emoluments of all retiring Directors are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group and the current market situation, and will be reviewed annually.
- (iv) Save for the information set out in this section and in the Annual Report, there is no other matter that needs to be brought to the attention of the Shareholders or any information that should be disclosed under of Rule 17.50(2)(h) of the GEM Listing Rules.

*This appendix serves as an explanatory statement as required by Rule 13.08 of the GEM Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2020 AGM granting the Repurchase Mandate.*

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarised below:

**1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

**2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 860,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2020 AGM, the Directors would be authorised to exercise the power of the Company to repurchase up to a maximum of 86,000,000 Shares, representing 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

**4. REASONS FOR REPURCHASES**

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

**5. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

**6. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company as compared with the position of the Company as disclosed in the audited consolidated financial statements for the Year contained the Annual Report. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

**7. SHARE PRICES**

The highest and lowest market prices at which the Shares had been traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

|                                                           | <b>Traded Price per Share</b> |               |
|-----------------------------------------------------------|-------------------------------|---------------|
|                                                           | <i>(HK\$)</i>                 |               |
|                                                           | <i>Highest</i>                | <i>Lowest</i> |
| <b>2019</b>                                               |                               |               |
| July                                                      | 0.115                         | 0.097         |
| August                                                    | 0.109                         | 0.089         |
| September                                                 | 0.119                         | 0.090         |
| October                                                   | 0.115                         | 0.090         |
| November                                                  | 0.115                         | 0.091         |
| December                                                  | 0.116                         | 0.097         |
| <b>2020</b>                                               |                               |               |
| January                                                   | 0.111                         | 0.082         |
| February                                                  | 0.096                         | 0.080         |
| March                                                     | 0.092                         | 0.075         |
| April                                                     | 0.090                         | 0.073         |
| May                                                       | 0.110                         | 0.074         |
| June (up to and including the<br>Latest Practicable Date) | 0.089                         | 0.076         |

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associate(s), has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2020 AGM.

## 9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

## 10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Moment to Moment Company Limited ("**Moment to Moment**") held 431,543,700 Shares, representing approximately 50.18% of the issue share capital of the Company. The sole shareholder of Moment to Moment is Harneys Trustees Limited ("**Harneys**"), the trustee of the Bar Pacific Trust, of which (i) Ms. Tse Ying Sin Eva ("**Ms. Tse**"), the Chairlady, an Executive Director and the Chief Executive Officer, (ii) Ms. Tse's daughters, namely Ms. Chan Tsz Kiu Teresa ("**Ms. T Chan**") and Ms. Chan Tsz Tung ("**Ms. Chan**"), an Executive Director, and (iii) Mr. Chan Wai ("**Mr. Chan**"), are the beneficiaries. Pursuant to a deed of settlement dated 25 March 2014 in respect of the Bar Pacific Trust, Ms. Chan Ching Mandy ("**Ms. M Chan**") is the protector of the Bar Pacific Trust, and Harneys is required to exercise the voting rights in any company the fund of the Bar Pacific Trust is invested in accordance with the joint written instruction from the protector (i.e. Ms. M Chan) and the settlor (i.e. Ms. Tse) of Bar Pacific Trust. Accordingly, each of Harneys, Ms. Tse, Ms. T Chan, Ms. Chan, Mr. Chan and Ms. M Chan is deemed to be interested in the Shares held by Moment to Moment under the SFO. In addition, as at the Latest Practicable Date, Mr. Chan directly held 24,925,038 Shares and, therefore, Mr. Chan's beneficial interest and deemed interest in aggregate represented approximately 53.08% of the issued share capital of the Company. In the event that the Directors exercise in full the Repurchase Mandate, the interests in the Company held by Moment to Moment and Mr. Chan would be increased to approximately 55.76% and 58.98%, respectively of the total number of the issued Shares and such increases will not give rise to any obligation to make a mandatory offer under

Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Further, an exercise by the Directors of the Repurchase Mandate whether in whole or in part will not result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

#### **11. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# BAR PACIFIC GROUP HOLDINGS LIMITED 太平洋酒吧集團控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8432)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Bar Pacific Group Holdings Limited (the “**Company**” and the “**AGM**”, respectively) will be held at Bar Pacific at Shop A & B on Ground Floor, Comfort Gardens, Nos 58/60 King’s Road, Hong Kong on Friday, 31 July 2020 at 2:00 p.m. (or the adjournment thereof) for the following purposes:

### AS ORDINARY BUSINESSES

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 March 2020;
2. Subject to and conditional upon the Company being able to pay its debts as they fall due in the ordinary course of business immediately following the payment of the final dividend, to approve the payment of a final dividend of HK0.55 cent per ordinary share of the Company for the year ended 31 March 2020 entirely out of the share premium account of the Company;
3. (a) To re-elect Mr. Tang Wing Lam David as an independent non-executive director of the Company; and  
  
(b) To re-elect Mr. Chin Chun Wing as an independent non-executive director of the Company;
4. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 March 2021;
5. To re-appoint BDO Limited as the independent auditors of the Company and authorise the board of directors of the Company to fix its remuneration;
6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “**Directors**”)

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## NOTICE OF ANNUAL GENERAL MEETING

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during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, or options or warrants, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) in force from time to time, shall not exceed 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; or
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any

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## NOTICE OF ANNUAL GENERAL MEETING

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restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on GEM of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.”

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions numbered 6 and 7 set out in the notice convening this meeting (the “**Notice**”) being passed, the general and unconditional mandate granted to the directors of the Company pursuant to Resolution numbered 6 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution numbered 7 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By order of the Board  
**Bar Pacific Group Holdings Limited**  
**Tse Ying Sin Eva**  
*Chairlady and Chief Executive Officer*

Hong Kong, 29 June 2020

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Headquarters and Principal Place of Business in Hong Kong:*

Room D2, 11/F, Phase 2  
Hang Fung Industrial Building  
2G Hok Yuen Street  
Hung Hom  
Kowloon  
Hong Kong

*Notes:*

1. Any member of the Company (the “**Member**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.

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## NOTICE OF ANNUAL GENERAL MEETING

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3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed certified copy of such power or authority, at the office of the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars Limited ("**Boardroom**") as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Boardroom's address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company ("**Register of Members**") will be closed from Tuesday, 28 July 2020 to Friday, 31 July 2020 (both days inclusive), during which period no transfer of Shares will be registered. To qualify for attending and voting at the AGM, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, Boardroom for registration no later than 4:30 p.m. on Monday, 27 July 2020. Boardroom's address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
5. Conditional on the passing of the proposed Resolution no. 2 above and for determining the entitlement of the Members to receive the final dividend, the Register of Members will be closed from Friday, 7 August 2020 to Monday, 10 August 2020 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for the said dividend, non-registered Members must lodge all transfer documents, accompanied by the relevant share certificates with the Company's Hong Kong branch share registrar and transfer office, Boardroom for registration no later than 4:30 p.m. on Thursday, 6 August 2020. Boardroom's address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
6. In relation to the proposed Resolution numbered 3 above Mr. Tang Wing Lam David and Mr. Chin Chun Wing will retire as Directors at the AGM and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 29 June 2020 (the "**Circular**").
7. In relation to the proposed Resolution numbered 5 above, the Board concurs with the views of its audit committee and has recommended that BDO Limited be re-appointed as the independent auditors of the Company.
8. In relation to the proposed Resolution numbered 6 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**"). The Directors have no immediate plans to issue any new Shares.
9. In relation to the proposed Resolution numbered 7 above, the Directors wish to state that they will exercise the powers of the Company conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Circular.
10. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
11. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of such joint holders so present whose name stands first in the Register of Members in respect of the joint holding shall alone be entitled to vote in respect thereof.
12. (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. (or the time fixed for holding the AGM, if earlier) on the date of the AGM, the AGM will be postponed and the Members will be informed of the date, time and venue of the postponed AGM by an announcement posted on the respective websites of the Company and the Stock Exchange.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) If a tropical cyclone warning signal No. 8 or above or a rainstorm warning signal is lowered or cancelled at or before three hours before the time fixed for holding the 2020 AGM and where conditions permit, the AGM will be held as scheduled.
  - (c) The AGM will be held as scheduled when an amber or thunderstorm warning signal or typhoon signal No. 3 or below is in force.
  - (d) After considering their own situations, the Members should decide on their own as to whether they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.
13. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

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## PRECAUTIONARY MEASURES FOR THE AGM

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The holding of the AGM in order to comply with the Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus disease (the “COVID-19”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the AGM, the Company wishes to remind the Shareholders and their proxies as follows:

### **No attendance**

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the AGM in person.

### **Not later than 48 hours before the time of the AGM**

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the AGM by appointing the chairlady of the AGM (the “**Chairlady**”) as their proxy instead of attending the AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairlady to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company’s branch share registrars in Hong Kong, whose address is stated below:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F.,  
148 Electric Road,  
North Point, Hong Kong

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Sir Kwok Siu Man KR, Joint Company Secretary of the Company at Boardroom Corporate Services (HK) Limited, 31/F, 148 Electric Road, North Point, Hong Kong and by email to [info@barpacific.com.hk](mailto:info@barpacific.com.hk). If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairlady or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

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## PRECAUTIONARY MEASURES FOR THE AGM

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### **At the venue of the Meeting**

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.1 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the AGM venue. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law.