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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.

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 GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

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 2021 AGM to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 12 August 2021 at 3:00 p.m. is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2021 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.barpacific.com.hk). If you are not able or do not intend to attend the 2021 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 2021 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 2021 AGM or its adjournment if you so wish. If you attend and vote at the 2021 AGM, the instrument appointing your proxy will be deemed to have been revoked.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) for at least 7 days from the date of publication and on the website of the Company (www.barpacific.com.hk).

PRECAUTIONARY MEASURES FOR THE 2021 AGM

Please refer to the notice of 2021 AGM for measures being taken to try to prevent and control the spread of the COVID-19 at the 2021 AGM, including:

- limiting the number of the attendees of the 2021 AGM to avoid over-crowding
- maintaining an appropriate social distancing between seats
- compulsory body temperature checks
- wearing of a face mask for each attendee
- no provision of drinks, refreshments and corporate gifts

SHAREHOLDERS ARE STRONGLY ENCOURAGED TO APPOINT THE CHAIRPERSON OF THE 2021 AGM AS THEIR PROXY AND TO RETURN THEIR PROXY FORMS BY THE TIME SPECIFIED ABOVE, INSTEAD OF ATTENDING THE 2021 AGM OR ANY ADJOURNED MEETING IN PERSON.

DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2021 AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY’S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2021 AGM ARRANGEMENTS.

CHARACTERISTICS OF GEM

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

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

“2020 AGM”	the AGM held on 31 July 2020
“2021 AGM”	the AGM to be held at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 12 August 2021 at 3:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 19 to 24 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
“Audited Financial Statements”	the audited consolidated financial statements of the Group for the Year
“Board”	the board of Directors
“Chairlady”	the chairlady of the Board
“Chairperson”	the chairperson of the AGM
“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)
“GEM”	GEM of the Stock Exchange

DEFINITIONS

“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 2021 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”	7 July 2021, 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

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2021 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
“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 2021
“%”	per cent

LETTER FROM THE BOARD

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 Ching Mandy

Ms. Chan Tsz Tung

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent Non-Executive Directors:

Mr. Chan Darren Chun-Yeung

Mr. Chin Chun Wing

Mr. Tang Wing Lam David

Mr. Yung Wai Kei

*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

13 July 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors will propose at the 2021 AGM the resolutions for, among other matters, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the proposed re-election of Directors.

The purpose of this circular is to give you notice of the 2021 AGM and provide you with the information regarding the above resolutions to be proposed at the 2021 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

ISSUE MANDATE

At the 2020 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 2021 AGM. Therefore, an ordinary resolution will be proposed at the 2021 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 2021 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 2021 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.

REPURCHASE MANDATE

At the 2020 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 2021 AGM. Therefore, an ordinary resolution will be proposed at the 2021 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 2021 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 2021 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 2021 AGM to extend the Issue Mandate to include the number of Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

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

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 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. Accordingly, Ms. Gloria Chan and Mr. Yung will retire by rotation at the 2021 AGM and being eligible, offer themselves for re-election at the 2021 AGM.

Article 83(3) of the Articles of Association provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. 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. Ms. Mandy Chan and Mr. Chan were appointed by the Board as additional Executive Director and INED on 12 October 2020 and 7 July 2021, respectively. Accordingly, they, being eligible, will offer themselves for re-election at the 2021 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;

LETTER FROM THE BOARD

- 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.
- 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;

LETTER FROM THE BOARD

- 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 Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung during the Year or during the period from their respective dates of appointment to the Latest Practicable Date (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. Chan and Mr. Yung) remain independent. The Nomination Committee considers that based on the perspective, skill and experience of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung, they can bring further contribution to the Board and its diversity as a whole.

Accordingly, the Nomination Committee recommended to the Board that Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung stand for re-election as Directors at the 2021 AGM. As a good corporate governance practice, each of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2021 AGM.

The biographical details of each of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung to be re-elected at the 2021 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2021 AGM

The Company will convene the 2021 AGM at 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 12 August 2021 at 3:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung. The notice convening the 2021 AGM is set out on pages 19 to 24 of this circular.

A form of proxy for use in connection with the 2021 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange

LETTER FROM THE BOARD

(www.hkexnews.hk) and the Company (www.barpacific.com.hk). If you are not able or do not intend to attend the 2021 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 2021 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 2021 AGM or its adjournment he/she/it so wish. If the Shareholder attends and votes at the 2021 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 2021 AGM and contained in the notice of the 2021 AGM will be voted by way of a poll by the Shareholders.

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 grant of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung as set out in the notice of the 2021 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 2021 AGM as set out in the notice of the 2021 AGM on pages 19 to 24 of this circular.

GENERAL

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

LETTER FROM THE BOARD

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
Chan Ching Mandy
Executive Director

The following are the biographical details of the Directors who will offer themselves for re-election at the 2021 AGM.

MS. CHAN CHING MANDY (“Ms. Mandy Chan”)

Ms. Mandy Chan, aged 48, was appointed as Executive Director on 12 October 2020. Ms. Mandy Chan joined the Group as the general manager of Tank Success International Limited (“**Tank Success**”), a wholly-owned subsidiary of the Company in September 2020 and has primarily been responsible for the Group’s human resources matters. From 1987 to 1990, Ms. Mandy Chan worked in Le Saunda Holdings Limited (a company listed on the Stock Exchange, stock code: 738) and her last position held was shop manager. From 1990 to 2004, Ms. Mandy Chan worked in Mirabell International Holdings Limited (a company formerly listed on the Stock Exchange, stock code: 1179) and her last position held was senior shop manager, in-charge of the management of shops of a district. From 2004, Ms. Mandy Chan started her own business and later on worked as an assistant to her brother Mr. Chan Wai in relation to the management of his private business. Ms. Mandy Chan has around 20 years of experience in retail industry in Hong Kong.

Ms. Mandy Chan is one of the two protectors of the Bar Pacific Trust (the other protector is her brother, Mr. Chan Wai).

As at the Latest Practicable Date, Moment to Moment Company Limited (“**Moment to Moment**”) holds 431,543,700 Shares, representing approximately 50.18% of the total issued share capital in the Company. The sole shareholder of Moment to Moment is Harneys Trustees Limited (“**Harneys**”), the trustee of the Bar Pacific Trust. Pursuant to a deed of settlement dated 25 March 2014 in respect of the Bar Pacific Trust, Ms. Mandy 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. Mandy Chan) and the settlor (i.e. Ms. Tse Ying Sin Eva (“**Ms. Tse**”)) of the Bar Pacific Trust. Ms. Mandy Chan is deemed to be interested in the Shares held by Moment to Moment under the SFO.

Ms. Mandy Chan has entered into a service contract with the Company on 12 October 2020 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. Ms. Mandy Chan’s emoluments comprise salaries, bonus at the discretion of the Board and contributions to employee’s provident fund in relation to her employment with the Group. For the Year, the total emoluments received by Ms. Mandy Chan from the Group amounted to HK\$191,000.00. Details of Ms. Mandy Chan’s remuneration are set out in Note 11 to the Audited Financial Statements contained in the Annual Report.

MS. CHAN TSZ TUNG (former forename “Tin Lok”) (“Ms. Gloria Chan”)

Ms. Gloria Chan, aged 28, was appointed as Executive Director on 31 December 2018. She is also the compliance officer of the Company. Ms. Gloria Chan joined the Group as the marketing director of Tank Success in 2015 and has primarily been responsible for the Group’s marketing activities.

Ms. Gloria Chan obtained a bachelor’s degree of science in hotel management from The Hong Kong Polytechnic University in 2015.

Ms. Gloria Chan is a daughter of Ms. Tse, the Chairlady, the Chief Executive Officer and an Executive Director.

As at the Latest Practicable Date, Moment to Moment holds 431,543,700 Shares, representing approximately 50.18% of the total issued share capital in the Company. The sole shareholder of Moment to Moment is Harneys, the trustee of the Bar Pacific Trust, of which Ms. Tse, Ms. Gloria Chan and others are beneficiaries. Ms. Gloria Chan is deemed to be interested in the Shares held by Moment to Moment under the SFO.

Ms. Gloria Chan has entered into a service contract with the Company on 31 December 2018 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. Ms. Gloria Chan’s emoluments comprise salaries, bonus at the discretion of the Board and contributions to employee’s provident fund in relation to her employment with the Group. For the Year, the total emoluments received by Ms. Gloria Chan from the Group amounted to HK\$518,000.00. Details of Ms. Gloria Chan’s remuneration are set out in Note 11 to the Audited Financial Statements contained in the Annual Report.

MR. CHAN DARREN CHUN-YEUNG (“Mr. Chan”)

Mr. Chan, aged 39, was appointed as an INED on 7 July 2021. He is a member of the Audit Committee. Mr. Chan graduated in May 2006 from University of British Columbia with a degree in Bachelor of Commerce. Mr. Chan is qualified as a Fellow Practising Member of the Hong Kong Institute of Certified Public Accountant and has 15 years of working experience in the accounting profession. Mr. Chan joined our Group in October 2014 and he was appointed as Executive Director and company secretary in 2016. Mr. Chan left our Company in December 2018. From January 2019 to now, Mr. Chan has held the positions of financial controller and company secretary in different Hong Kong listed companies.

Mr. Chan has confirmed his independence in accordance with Rule 5.09 of the GEM Listing Rules.

Mr. Chan has accepted our letter of appointment for a term of 3 years commencing 7 July 2021, which will continue thereafter unless terminated by either party giving the other at least three months' notice in writing. Mr. Chan is entitled to a director's fee of HK\$11,000 per month.

MR. YUNG WAI KEI (“Mr. Yung”)

Mr. Yung, aged 39, was appointed as an INED on 17 December 2016. He is the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee. Mr. Yung obtained a bachelor's degree of business administration from Hong Kong Baptist University in November 2004, majoring in Applied Economics. Mr. Yung is currently a full member of the Association of Chartered Certified Accountants in the UK. From June 2004 to September 2005, Mr. Yung worked in AIP Partners C.P.A. Limited as audit junior. From October 2005 to January 2008, Mr. Yung was employed by Jimmy C.H. Cheung & Co., CPA as audit intermediate. From July 2008 to November 2008, Mr. Yung worked in Ronald Ng & Company Limited, CPA as audit senior. Mr. Yung worked in W.Y. Lam & Co., CPA (formerly known as W.Y. Lam & Dominic Chan & Co.) as assistant manager from December 2008 to January 2012. Since December 2012, Mr. Yung has been working for Alpha Partners, CPA as audit manager. Mr. Yung has over 10 years of external audit experience in Hong Kong.

Mr. Yung has confirmed his independence in accordance with Rule 5.09 of the GEM Listing Rules.

Mr. Yung has entered into a letter of appointment with the Company on the Listing Date 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. Mr. Yung is entitled to a director's fee of HK\$11,000.00 per month. He received a total remuneration of HK\$132,000.00 from the Company for the Year. Details of Mr. Yung's remuneration are set out in Note 11 to the Audited Financial Statements contained in the Annual Report.

GENERAL

- (i) Save for the information set out in this section and as at the Latest Practicable Date, each of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung (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 Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung is subject to retirement by rotation and re-election at least once every three years at the AGM in accordance with the Articles of Association.

- (iii) The emoluments of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung 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 concerning the re-election of each of Ms. Mandy Chan, Ms. Gloria Chan, Mr. Chan and Mr. Yung that needs to be brought to the attention of the Shareholders or any information that should be disclosed under Rule 17.50(2)(h) to (v) 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 2021 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 2021 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:

	Traded Price per Share (HK\$)	
	Highest	Lowest
2020		
July	0.085	0.076
August	0.086	0.075
September	0.087	0.078
October	0.087	0.080
November	0.085	0.073
December	0.078	0.067
2021		
January	0.070	0.066
February	0.091	0.067
March	0.094	0.079
April	0.092	0.081
May	0.088	0.078
June	0.080	0.067
July (up to and including the Latest Practicable Date)	0.078	0.070

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 2021 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. Teresa Chan**") and Ms. Chan Tsz Tung ("**Ms. Gloria Chan**"), an Executive Director, and (iii) Mr. Chan Wai 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. Mandy 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. Mandy Chan) and the settlor (i.e. Ms. Tse) of Bar Pacific Trust. Accordingly, each of Harneys, Ms. Tse, Ms. Teresa Chan, Ms. Gloria Chan, Mr. Chan Wai and Ms. Mandy 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 Wai directly held 24,925,038 Shares and, therefore, Mr. Chan Wai'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 Wai 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.

NOTICE OF ANNUAL GENERAL MEETING

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 22/F., Euro Trade Centre, 13–14 Connaught Road Central, Central, Hong Kong on Thursday, 12 August 2021 at 3:00 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 2021;
2. (a) To re-elect Ms. Chan Ching Mandy as an executive director of the Company;
- (b) To re-elect Ms. Chan Tsz Tung as an executive director of the Company;
- (c) To re-elect Mr. Chan Darren Chun-Yeung as an independent non-executive director of the Company; and
- (d) To re-elect Mr. Yung Wai Kei as an independent non-executive director of the Company;
3. 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 2022;
4. 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;
5. 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**”) 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

NOTICE OF ANNUAL GENERAL MEETING

“**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 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

NOTICE OF ANNUAL GENERAL MEETING

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).”

6. 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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon Resolutions numbered 5 and 6 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 5 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 6 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
Chan Ching Mandy
Executive Director

Hong Kong, 13 July 2021

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.
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

NOTICE OF ANNUAL GENERAL MEETING

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 Monday, 9 August 2021 to Thursday, 12 August 2021 (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 Friday, 6 August 2021. Boardroom’s address is 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.
5. In relation to the proposed Resolution numbered 2 above Ms. Chan Ching Mandy, Ms. Chan Tsz Tung, Mr. Chan Darren Chun-Yeung and Mr. Yung Wai Kei, being eligible, will offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company’s circular dated 13 July 2021 (the “**Circular**”).
6. In relation to the proposed Resolution numbered 4 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.
7. In relation to the proposed Resolution numbered 5 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.
8. In relation to the proposed Resolution numbered 6 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.
9. 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.
10. 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.
11.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is hoisted or an announcement of “extreme conditions” by the government of Hong Kong or a Black 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.
 - (b) If a tropical cyclone warning signal No. 8 or above or an announcement of “extreme conditions” by the government of Hong Kong or a Black Rainstorm Warning Signal is lowered or cancelled at or before three hours before the time fixed for holding the 2021 AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red thunderstorm warning signal or tropical cyclone warning signal No. 3 or below is in force.

NOTICE OF ANNUAL GENERAL MEETING

- (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.
12. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

PRECAUTIONARY MEASURES FOR THE AGM

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 (COVID-19) 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:

Limiting attendance in person at the venue of the AGM

Under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong), the number of participants allowed at the AGM is limited to 50% of the normal seating capacity of the venue (“**Requirement**”).

Seating at the AGM venue will be arranged in order to allow appropriate social distancing. In view of the capacity of the venue, the Company will limit attendance in person at the venue of the AGM in compliance with the Requirement prevailing at the time of the AGM. Admission to the venue will not be granted in excess of the capacity of the venue of the AGM.

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 Chairperson 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 Chairperson 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

PRECAUTIONARY MEASURES FOR THE AGM

- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Ms. Chan Hau Lai, 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. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairperson or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

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 37.4 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.