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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)**

#### **(1) RESIGNATION OF EXECUTIVE DIRECTOR AND COMPANY SECRETARY**

#### **(2) APPOINTMENT OF EXECUTIVE DIRECTOR**

#### **(3) APPOINTMENT OF JOINT COMPANY SECRETARIES**

#### **(4) CHANGE OF AUTHORIZED REPRESENTATIVE AND COMPLIANCE OFFICER**

With effect from 31 December 2018:

1. Mr. Chan Darren Chun-Yeung will resign as an Executive Director and the Company Secretary and cease to be the Compliance Officer and an Authorized Representative;
2. Ms. Chan Tsz Tung will be appointed as an Executive Director;
3. Mr. Leung Ping Hing and Mr. Kwok Siu Man will be appointed as the Joint Company Secretaries;
4. Ms. Chan Tsz Tung will be appointed as the Compliance Officer; and
5. Mr. Kwok Siu Man will be appointed as an Authorized Representative.

#### **Resignation of Executive Director and Company Secretary and Cessation of Compliance Officer and Authorized Representative**

The board of directors of Bar Pacific Group Holdings Limited (the “**Company**” and the “**Board**”, respectively) announces that:

- (i) Mr. Chan Darren Chun-Yeung (“**Mr. Chan**”) has tendered resignations as an executive director of the Company (the “**Executive Director**”) and the company secretary (the “**Company Secretary**”) of the Company (the “**Resignations**”), which will take effect on 31 December 2018; and

- (ii) upon Mr. Chan's Resignations becoming effective, Mr. Chan will cease to act as the compliance officer of the Company (the "**Compliance Officer**") under Rule 5.19 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "**GEM Listing Rules**") and an authorized representative of the Company (the "**Authorized Representative**") under Rule 5.24 of the GEM Listing Rules (the "**Cessations**") both with effect from the same date.

Mr. Chan has confirmed that there is no disagreement between him and the Board and there is no matter relating to his Resignations and Cessations that needs to be brought to the attention of the shareholders of the Company (the "**Shareholders**") and the Stock Exchange.

### **Appointment of Executive Director**

The Board also announces that with effect from 31 December 2018, Ms. Chan Tsz Tung ("**Ms. Chan**") will be appointed as an Executive Director. The brief biographical particulars of Ms. Chan are set out as follows:

Ms. Chan, age 26, joined the Group as the marketing director of Tank Success International Limited, a wholly-owned subsidiary of the Company in 2015 and has primarily been responsible for the Group's marketing activities. Ms. Chan obtained a bachelor's degree of science in hotel management from the Hong Kong Polytechnic University in 2015.

Ms. Chan is a daughter of Ms. Tse Ying Sin Eva, the chairlady, the chief executive officer and an Executive Director.

Ms. Chan shall hold office until the next following general meeting of the Company and if re-elected by the Shareholders thereat, will be subject to retirement by rotation and re-election at annual general meeting of the Company at least once every three years in accordance with the articles of association of the Company. A service contract has been entered into between the Company and Ms. Chan for a period of three years commencing on 31 December 2018. Pursuant to the said service contract, Ms. Chan is entitled to a monthly salary of HK\$50,000, which has been determined by the Board upon the recommendation of the remuneration committee of the Company by reference to her qualifications, experience and responsibilities in the Company and the prevailing market conditions and is subject to an annual review.

As at the date of this announcement, Ms. Chan is deemed to be interested in 431,543,700 shares of the Company (the "**Shares**"), representing approximately 50.18% of the total number of the issued Shares, held by Moment to Moment Company Limited ("**Moment to Moment**") within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong). The sole shareholder of Moment to Moment is Harneys Trustees Limited, the trustee of the Bar Pacific Trust, of which Ms. Chan is one of the beneficiaries.

As at the date of this announcement, Ms. Chan has not held any directorship in the last three years in any public companies whose securities are listed on any securities markets in Hong Kong or overseas.

Save for disclosed above, Ms. Chan (i) does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined in the GEM Listing Rules) of the Company; (ii) does not hold any other position with the Company or any of its subsidiaries; and (iii) does not have any interest in the shares, underlying shares or debentures of the Company or any of its associated corporations.

Ms. Chan has confirmed that there is no other information relating to her that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and there are no other matters which need to be brought to the attention of the Shareholders in connection with her appointment.

### **Appointment of Joint Company Secretaries**

The Board further announces that with effect from 31 December 2018, Mr. Leung Ping Hing (“**Mr. Leung**”) and Mr. Kwok Siu Man (“**Mr. Kwok**”) will be appointed as the joint company secretaries of the Company (the “**Joint Company Secretaries**”).

The respective brief particulars of Mr. Leung and Mr. Kwok are as follows:

**Mr. Leung** is the financial controller of the Group. He joined the Group as Finance Manager in April 2018 and is primarily responsible for the management of financial and accounting matters.

Mr. Leung has more than 10 years of accounting and auditing experience through his auditor or accountant positions with a number of certified public accountant firms in Hong Kong. From April 2014 to March 2018, Mr. Leung worked as the management accountant of Chinalink Bus Company Limited, a wholly-owned subsidiary of Kwoon Chung Bus Holdings Limited whose issued shares are listed on the Stock Exchange.

Mr. Leung obtained a bachelor’s degree of Business Administration from the City University of Hong Kong in November 2004, majoring in Financial Engineering and is a member of the Hong Kong Institute of Certified Public Accountants.

**Mr. Kwok** is an executive director and head, corporate secretarial of Boardroom Corporate Services (HK) Limited (“**Boardroom**”) and a director of Boardroom Share Registrars (HK) Limited. Prior to joining Boardroom, between February 2011 and March 2013, he was the company secretary of our companies of the same group listed on GEM and the Main Board of the Stock Exchange, respectively, and a company of a related group listed on the Main Board of the Stock Exchange concurrently. He has over 30 years’ extensive legal, corporate secretarial and management experience gained from working, amongst others, at company secretary and other senior positions for companies overseas and in Hong Kong (including the Hang Seng Index Constituent and Hang Seng Mid-Cap 50 stock companies). He was the managing director of a top-notch financial printer in Hong Kong with international

affiliation and an independent non-executive director (the “**INED**”) of a company listed on the Main Board of the Stock Exchange. In addition, he is an INED of a company listed on GEM of the Stock Exchange and an executive committee member of Federation of Share Registrars Limited.

A Chartered Governance Professional of The Institute of Chartered Secretaries and Administrators in England (“**ICSA**”) and The Hong Kong Institute of Chartered Secretaries (the “**HKICS**”), Mr. Kwok is a fellow member of each of ICSA, HKICS, The Institute of Financial Accountants in England, the Institute of Public Accountants in Australia, The Association of Hong Kong Accountants and The Hong Kong Institute of Directors and a member of the Hong Kong Securities and Investment Institute. He also possesses professional qualifications in arbitration, taxation, financial planning and human resources management. In addition, he matriculated from Queen’s College in Hong Kong, holds a bachelor’s degree of arts (with honours) and a post-graduate diploma in laws (with credit) and has passed the Common Professional Examinations in England and Wales. In 1999, he received induction into the International WHO’S WHO of Professionals, an international organisation which establishes a network of international elite professionals. He was one of the adjudicators for the “Best Annual Reports Awards” organised by the Hong Kong Management Association in the early 1990’s and the late 2000’s and the longest serving elected council member and the chief examiner of the “Hong Kong Company Secretarial Practice” module of the international qualifying scheme of the HKICS.

### **Change of Authorized Representative and Compliance Officer**

The Board further announces that with effect from 31 December 2018:

- (i) Ms. Chan will be appointed as the Compliance Officer in place of Mr. Chan; and
- (ii) Mr. Kwok will be appointed as an Authorized Representative in place of Mr. Chan.

### **Gratitude and Welcome**

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chan for his valuable contribution to the Company during his tenure of office and extends its warm welcome to Ms. Chan, Mr. Leung and Mr. Kwok on their new positions.

By Order of the Board  
**Bar Pacific Group Holdings Limited**  
**TSE Ying Sin Eva**  
*Chairlady, Chief Executive Officer and Executive Director*

Hong Kong, 28 December 2018

*As at the date of this announcement, the Board comprises two executive directors, namely Ms. Tse Ying Sin Eva (chairlady and chief executive officer) and Mr. Chan Darren Chun-Yeung; and three independent non-executive directors, namely Mr. Tang Wing Lam David, Mr. Chin Chun Wing and Mr. Yung Wai Kei.*

*This announcement, for which the directors of the Company (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 announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication. This announcement will also be published on the Company’s website at [www.barpacific.com.hk](http://www.barpacific.com.hk).*

*Note: This announcement has been translated into Chinese. In case of discrepancies between the English version and Chinese versions, the English version shall prevail.*