THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **Bar Pacific Group Holdings Limited** (the "**Company**"), you should at once hand this circular 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 the 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)

MAJOR TRANSACTION
IN RELATION TO
ACQUISITION OF PROPERTIES IN HONG KONG

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A letter from the Board is set out on pages 4 to 9 of this circular.

The Company has obtained written Shareholder's approval for the Acquisition pursuant to Rule 19.44 of the GEM Listing Rules from Moment to Moment, being the controlling Shareholder holding more than 50% of the voting rights at a general meeting to approve the Acquisition. Accordingly, no general meeting will be held to approve the Acquisition pursuant to Rule 19.44 of the GEM Listing Rules. This circular is being despatched to the Shareholders for information only.

28 September 2020

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 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.

CONTENTS

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

"Acquisition"	the acquisition of the Properties by the Purchasers from the Vendor pursuant to the terms and conditions of the Formal Sale and Purchase Agreements
"associate(s)"	has the meaning ascribed to it in the GEM Listing Rules
"Board"	the board of Directors
"Company"	Bar Pacific Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM (stock code: 8432)
"Completion"	completion of the Acquisition under the Formal Sale and Purchase Agreements
"connected person(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Consideration"	an aggregate sum of HK$33,000,000, being the consideration for the Acquisition
"Director(s)"	the director(s) of the Company
"Formal Sale and Purchase Agreement I"	the formal sale and purchase agreement dated 1 September 2020 entered into between the Purchasers I and the Vendor in relation to the acquisition of the Property I
"Formal Sale and Purchase Agreement II"	the formal sale and purchase agreement dated 1 September 2020 entered into between the Purchaser II and the Vendor in relation to the acquisition of the Property II
"Formal Sale and Purchase Agreements"	collectively, the Formal Sale and Purchase Agreement I and the Formal Sale and Purchase Agreement II, and where the context requires, can mean either one of them
"Former Purchaser II"	HTS Development Limited, a wholly-owned subsidiary of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM

"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	any person(s) or company(ies) and their respective ultimate beneficial owner(s) whom, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules
"Latest Practicable Date"	24 September 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"Moment to Moment"	Moment to Moment Company Limited, being a controlling Shareholder holding 431,543,700 Shares (representing approximately 50.18% of the issued share capital of the Company as at the date of the Offer Letters, the Formal Sale and Purchase Agreements and the Latest Practicable Date)
"Offer Letter I"	offer letter made by the Purchaser I and accepted by the Vendor on 17 August 2020 in relation to the acquisition of the Property I
"Offer Letter II"	offer letter made by the Former Purchaser II and accepted by the Vendor on 17 August 2020 in relation to the acquisition of the Property II
"Offer Letters"	collectively, the Offer Letter I and the Offer Letter II, and where the context requires, can mean either one of them
"PRC"	the People's Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Properties"	collectively, the Property I and the Property II, and where the context requires, can mean either one of them
"Property I"	Shop 1 on Ground Floor together with The Appurtenant A/C Room 1 on 1st Floor Jadewater, No. 238 Aberdeen Main Road, Hong Kong

"Property II"	Shop 2 on Ground Floor together with The Appurtenant A/C Room 2 on 1st Floor Jadewater, No. 238 Aberdeen Main Road, Hong Kong
"Purchaser I"	CW Property Limited, a wholly-owned subsidiary of the Company
"Purchaser II"	Bar Pacific XC International Limited, a wholly-owned subsidiary of the Company
"Purchasers"	collectively, the Purchaser I and the Purchaser II, and where the context requires, can mean either one of them
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Vendor"	Success Express International Limited, a company incorporated in Hong Kong with limited liability and is owned as to approximately 50% by Ms. Chan Lily and as to approximately 50% by Mr. Chun Siu Yeung, respectively
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

28 September 2020

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION IN RELATION TO ACQUISITION OF PROPERTIES IN HONG KONG

THE INTRODUCTION

Reference is made to the announcements of the Company dated 17 August 2020, 27 August 2020 and 2 September 2020 respectively, in relation to the Acquisition. On 17 August 2020, the Vendor accepted the Offer Letters made by the Purchaser I and the Former Purchaser II, pursuant to which the Purchaser I and the Former Purchaser II agreed to purchase and the Vendor agreed to sell the Properties at the Consideration of HK$33,000,000. On 1 September 2020, the Vendor and the Purchasers entered into the Formal Sale and Purchase Agreements, which supersede all previous agreements in relation to the Acquisition.

The purpose of this circular is to provide you with the information relating to, among other things, (i) details of the Acquisition; and (ii) further information as required by the GEM Listing Rules.

FORMAL SALE AND PURCHASE AGREEMENTS

1. Formal Sale and Purchase Agreement I

The principal terms of the Formal Sale and Purchase Agreement I are set out below:

Date	:	1 September 2020
Parties	:	(i) CW Property Limited, as the Purchaser I
		(ii) Success Express International Limited, as the Vendor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owner(s) is an Independent Third Party.

Assets to be acquired

Pursuant to the terms and conditions of the Formal Sale and Purchase Agreement I, the Purchaser I agreed to purchase and the Vendor agreed to sell the Property I subject to and upon the terms and conditions therein.

As at the Latest Practicable Date, the Property I is subject to a mortgage granted in favour of a bank. Pursuant to the Formal Sale and Purchase Agreement I, the Vendor shall on or before Completion, redeem the Property I and obtain a release of such mortgage.

Consideration

The consideration for the acquisition of the Property I is in the sum of HK$16,500,000, which shall be payable by the Purchaser I to the Vendor in the following manner:

(i) an initial deposit in the sum of HK$825,000 and a further deposit in the sum of HK$825,000 has been paid by the Purchaser I upon the entering into of the Formal Sale and Purchase Agreement I; and

(ii) the balance of the consideration in the sum of HK$14,850,000 shall be paid to the Vendor upon completion.

The consideration will be financed partly by the internal resources of the Group and partly by bank financing.

2. Formal Sale and Purchase Agreement II

The principal terms of the Formal Sale and Purchase Agreement II are set out below:

Date : 1 September 2020

Parties : (i) Bar Pacific XC International Limited, as the Purchaser II

(ii) Success Express International Limited, as the Vendor

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owner(s) is an Independent Third Party.

Assets to be acquired

Pursuant to the terms and conditions of the Formal Sale and Purchase Agreement II, the Purchaser II agreed to purchase and the Vendor agreed to sell the Property II subject to and upon the terms and conditions therein.

As at the Latest Practicable Date, the Property II is subject to a mortgage granted in favour of a bank. Pursuant to the Formal Sale and Purchase Agreement II, the Vendor shall on or before Completion, redeem the Property II and obtain a release of such mortgage.

Consideration

The consideration for the acquisition of the Property II is in the sum of HK$16,500,000, which shall be payable by the Purchaser II to the Vendor in the following manner:

(i) an initial deposit in the sum of HK$825,000 and a further deposit in the sum of HK$825,000 has been paid by the Purchaser II upon the entering into of the Formal Sale and Purchase Agreement II; and

(ii) the balance of the consideration in the sum of HK$14,850,000 shall be paid to the Vendor upon completion.

The consideration will be financed partly by the internal resources of the Group and partly by bank financing.

Basis of determination of the Consideration

The Consideration was determined after arm's length negotiations between the Purchasers and the Vendor on normal commercial terms with reference to (i) the market value of similar properties in similar locations; and (ii) the valuation of the Properties of HK$34,600,000 as at 31 July 2020 under the comparison approach as performed by Moore Transaction Services

Limited, an independent professional valuer. The Directors (including the independent non-executive Directors) believe that the Consideration is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Full text of the valuation report of the Properties performed by Moore Transaction Services Limited is set out in Appendix IV to this circular.

Completion

Completion of the acquisition of the Property I shall take place simultaneously with completion of the acquisition of the Property II and shall take place on or before 30 November 2020.

INFORMATION ON THE VENDOR

The Vendor is a company incorporated in Hong Kong with limited liability. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor is principally engaged in properties investment, and is owned as to approximately 50% by Ms. Chan Lily and as to approximately 50% by Mr. Chun Siu Yeung, respectively.

INFORMATION ON THE PROPERTIES

The Properties comprise of Shop 1 and Shop 2 on Ground Floor together with The Appurtenant A/C Room 1 and A/C Room 2 on 1st Floor Jadewater, No. 238 Aberdeen Main Road, Hong Kong with a total floor area of approximately 116 square metres.

The Properties are currently leased to a wholly-owned subsidiary of the Company for a term commenced on 1 May 2019 and ending on 30 October 2022 at a monthly rent of HK$93,800 (exclusive of management fees, government rent and rates).

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in the operation of a chain of bars in Hong Kong under two own brand names, namely "Bar Pacific" and "Pacific".

The Vendor is the landlord of a wholly-owned subsidiary of the Company. The Properties are currently leased to a wholly-owned subsidiary of the Company and will remain to be used for the same purpose after Completion.

Given that (i) the Group had leased the Properties for the operation of one of its bars since 2010, the Acquisition will reduce the Group's exposure to future rental expenditure increment, potential relocation costs and interference and ensures the continuity of its operation; and (ii) the Acquisition would broaden its fixed assets base and provide capital appreciation potential to the Group, the Directors (including the independent non-executive Directors) consider that the Acquisition (including the payment of the deposit) are in the interests of the Company and the Shareholders as a whole and the terms thereof are on normal commercial terms, fair and reasonable.

FINANCIAL EFFECT OF THE ACQUISITION

The Properties will be held as right-of-use assets (i.e. land costs for the property, plant and equipment), and buildings under property, plant and equipment in the Group after Completion. With reference to the valuation prepared by the Company's valuer, Moore Transaction Services Limited, the right-of-use assets, and property, plant and equipment of the Group are expected to increase by approximately HK$30,630,000 and HK$3,970,000 respectively, the total assets and net asset value of the Group is expected to remain at a similar level as the increase in property, plant and equipment is offset by the decrease in bank balance. The Group expects the Acquisition will increase the annual depreciation charges by approximately HK$1,285,000. However, the above estimated depreciation charge is expected to be offset by annual savings of approximately HK$1,125,600 in rental expenses.

The aforesaid estimation is for illustrative purpose only and does not purport to represent how the financial position of the Group will be after Completion.

GEM LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratio(s) (as defined under the GEM Listing Rules) in respect of the Acquisition is 25% or more but less than 100%, the Acquisition constitutes a major transaction on the part of the Company and is therefore subject to announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting approving the Acquisition. The Company has obtained written approval from Moment to Moment, being the controlling Shareholder holding 431,543,700 Shares (representing approximately 50.18% of the issued share capital of the Company as at the date of the Offer Letters, the Formal Sale and Purchase Agreements and the Latest Practicable Date), in respect of the Acquisition and the transactions contemplated thereunder. Accordingly, the written approval from Moment to Moment is accepted in lieu of holding a general meeting pursuant to Rules 19.44 of the GEM Listing Rules.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the terms of the Offer Letters, the Formal Sale and Purchase Agreements and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

ADDITIONAL INFORMATION

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

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

1. FINANCIAL INFORMATION OF THE GROUP

The published audited consolidated financial statements of the Group for the three years ended 31 March 2018, 2019 and 2020 are disclosed in the annual reports of the Company for the three years ended 31 March 2018, 2019 and 2020. They can be accessed on the websites of the Company (http://www.barpacific.com.hk) and the Stock Exchange (http://www.hkexnews.hk):

(i) annual report of the Company for the year ended 31 March 2018 published on 29 June 2018, which can be accessed via the link at http://docs.wixstatic.com/ugd/fce6a5_07f5b9ba0a8a479a95b5535c405945ba.pdf; or https://www1.hkexnews.hk/listedco/listconews/gem/2018/0629/gln20180629199.pdf;

(ii) annual report of the Company for the year ended 31 March 2019 published on 27 June 2019, which can be accessed via the link at https://static.wixstatic.com/ugd/fce6a5_aba220aab8a74476b47c6b6d5667b8de.pdf; or https://www1.hkexnews.hk/listedco/listconews/gem/2019/0627/gln20190627223.pdf;

(iii) annual report of the Company for the year ended 31 March 2020 published on 29 June 2020, which can be accessed via the link at https://fce6a577-4456-4a06-8337-ba98dba95dc5.usrfiles.com/ugd/fce6a5_4340a17f14274a2c861b67a8c7db92d3.pdf; or https://www1.hkexnews.hk/listedco/listconews/gem/2020/0629/2020062901274.pdf.

2. WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, in the absence of unforeseeable circumstances, taking into account the financial resources available to the Group and the effect of the Acquisition, the Group will have sufficient working capital for its present requirements for at least the next twelve months following the date of this circular.

3. INDEBTEDNESS

Borrowings

As at the close of business of 31 August 2020, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this circular, the Group had total indebtedness of approximately HK$115,779,000, comprising bank borrowing of approximately HK$32,852,000 and lease liabilities of approximately HK$82,927,000.

Contingent liabilities

As at close of business of 31 August 2020, the Group had no material contingent liabilities.

Pledge of assets

The Group has pledged certain of its property, plant and equipment, right-of-use and investment properties with carrying amounts of HK$1,103,000, HK$16,917,000 and HK$22,830,000 respectively for a general banking facility granted to subsidiaries of the Company.

Save as disclosed above and apart from intra-group liabilities and normal accounts payable in the ordinary course of business of the Group, the Group did not have any outstanding indebtedness in respect of any mortgages, charges or debentures, loan capital, bank loans and overdrafts, loans, debt securities or other similar indebtedness, liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, guarantees or other material contingent liabilities as at the close of business on 31 August 2020.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date and save as disclosed below, the Directors confirm that there is no material adverse change in the financial or trading position of the Group as at 31 March 2020, the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

As at the Latest Practicable Date, the Company is an investment holding company and the principal activities of its subsidiaries is the operation of a chained bar group offering beverages and light refreshments in Hong Kong under brands "Bar Pacific" and "Pacific".

During the year ended 31 March 2020, the Group delivered stable results and recorded growth in both sales and same-shop-sales. Profit before income taxes of operation of bars was HK$13.2 million, an increase of 30.7% from the previous year.

Moreover, the Group continued to actively open 4 new branches. In October 2019, good progress was made by acquiring a property of shop units in Kwai Chung, Hong Kong where the area mainly comprises office and retail space.

After the outbreak of the COVID-19, the Hong Kong government has adopted a series of prevention and control measures, including restrictions or suspension of entertainment activities. This led to unavoidable temporary influence to the business. On 27 March 2020, the Hong Kong government published the Prevention and Control of Disease (Requirements and Directions) (Business and Premises) Regulations (the "**Regulation**") which commenced on 28 March 2020. In compliance with the directions made under the Regulation, the Group ceased its business operation then resumed its business on 8 May 2020. On 15 July 2020, in compliance with the directions made under the Regulation, the Group ceased its business operation then resumed its business on 18 September 2020.

To mitigate these challenges, the Group have adopted a number of sanitation measures. The Group examined expenditure to focus on increased productivity and cost saving, along with implementing service quality improvement projects and deferring or cancelling non-critical expenditure. This was centred on the strategic operating system that leverages the Group's advantages of scale to drive further convergence and integration. The Group restructured the Group to enable effective and synergetic capability building and collaborative growth, while nurturing internal vitality. These measures have supported the Group to obtain positive momentum in overall operating results and expand the Group's network continuously in 2020, which was a hard-earned achievement in a tough year.

In the near-term, Hong Kong remains in a state of profound transformation. Although there is much uncertainty, the Group has always pursued a prudent and steady financial policy. While actively making acquisitions of value projects, the Group has also maintained financial stability through a series of effective measures during the year ended 31 March 2020. These qualities and values remain at the heart of everything the Group does and will help the Group come through the current challenges. The Group believes that the reliability of business development strategy stands out under the current economic environment. Therefore, the Group would keep moving forward with a culture of continuous improvement.

PROFIT AND LOSS STATEMENT OF THE PROPERTIES

Pursuant to Rule 19.67(6)(b)(i) of the GEM Listing Rules, on an acquisition of revenue generating assets (other than a business or company) with identifiable income stream or assets valuation, the Company is required to include in the circular a profit and loss statement and valuation (where available) for the three preceding financial years (the "**Relevant Period**") on identifiable net income stream and valuation in relation to such assets which must be reviewed by the auditors or reporting accountants to ensure that such information has been properly compiled and derived from the underlying books and records.

For the purpose of preparing the profit and loss statement on the identifiable income stream in relation to the Properties in strict compliance with Rule 19.67(6)(b)(i) of the GEM Listing Rules, the Company should be provided with full access to the underlying books and records of the Properties from the Vendor covering the Relevant Period. However, the Company is unable to gain full access to the underlying books and records or other financial information of the Vendor for the preparation of the financial information of the Properties for the Relevant Period in compliance with the requirements of Rule 19.67(6)(b)(i) of the GEM Listing Rules. Further, the Vendor is a private company and its financial information regarding the Properties is not available in the public domain.

In substitution of providing the profit and loss statement as required under Rule 19.67(6)(b)(i) of the GEM Listing Rules, the Directors are of the view that the unaudited gross rental income for the Relevant Period would be an appropriate indicator for the Shareholders to assess the impact of the Acquisition on the Company.

As far as the Directors are aware, (i) they have no reasons to believe that the omission of a profit and loss statement in respect of the Properties for the Relevant Period would render this circular materially incomplete, misleading or deceptive; and (ii) all relevant financial information used by the independent qualified professional valuer in preparing the valuation of the Properties has been disclosed in this circular.

Given the circumstances, the Company has applied to the Stock Exchange for a waiver, which had been granted by the Stock Exchange, from strict compliance with Rule 19.67(6)(b)(i) of the GEM Listing Rules, such that the following alternative information be disclosed instead to Shareholders.

UNAUDITED GROSS RENTAL INCOME INFORMATION OF THE PROPERTIES

	Year ended 31 March		
	2018	**2019**	**2020**
	HK$'000	*HK$'000*	*HK$'000*
	(unaudited)	(unaudited)	(unaudited)
Gross rental income	1,066	1,066	1,121

The above unaudited gross rental income information was prepared by the Company by reference to tenancy agreements in relation to the Properties signed by the Group and the Vendor for the period from 1 May 2016 to 31 October 2022 (the "**Tenancy Agreements**"). Currently, the aggregate monthly rent attributable to the Properties is HK$93,800.

Note: 1. The gross rental income included in the above information has been complied on the straight-line basis over the lease terms, with reference to the Tenancy Agreements.

Note: 2. A summary of key terms of Tenancy Agreements for the three financial years ended 31 March 2018, 2019 and 2020 are set out below:

		Term			
No.	**Existing tenant**	**From**	**To**	**Rent free period**	**Monthly rent**
1.	A subsidiary of the Company	1 May 2016	30 April 2019	No rent free period	HK$88,800
2.	A subsidiary of the Company	1 May 2019	31 October 2022	No rent free period	HK$93,800

UNAUDITED DIRECT EXPENSES INFORMATION OF THE PROPERTIES

Direct expenses attributable to the Properties and borne by the Group in respect of the three financial years ended 31 March 2018, 2019 and 2020 are set out below:

	Year ended 31 March		
	2018	**2019**	**2020**
	HK$'000	*HK$'000*	*HK$'000*
	(unaudited)	(unaudited)	(unaudited)
Rates and government rent	48	42	46
Building management fee	36	36	39
Total	84	78	85

In accordance with Rules 19.67(6)(b)(i) of the GEM Listing Rules, the Directors engaged Yongtuo Fuson CPA Limited, Certified Public Accountants, the reporting accountants of the Company, to conduct certain agreed upon procedures in respect of the rental income of the Properties, in accordance with the Hong Kong Standard on Related Services 4400 *Engagements* *to Perform Agreed-Upon Procedures Regarding Financial Information* issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**"). The procedures were performed solely to assist the Directors in evaluating the arithmetic accuracy of the total gross rental income from the Properties, and are summarised as follows:

1. The reporting accountants obtained the gross rental income summary setting out the address, names of the lessor and lessee, rental period, monthly rent and gross rental income for the three years ended 31 March 2018, 2019 and 2020 (the "**Rental Income Relevant Period**") from the management of the Company (the "**Gross Rental Income Summary**") and checked the arithmetical accuracy of the total gross rental income for the Rental Income Relevant Period. The Gross Renal Income Summary was prepared by and the sole responsibility of the Directors.

2. From the Gross Rental Income Summary, the reporting accountants agreed the address, names of the lessor and lessee, rental period and monthly rent (the "**Particulars**") to the tenancy agreements provided by the Directors.

The reporting accountants of the Company reports their findings as follows:

a. With respect to procedure 1, the reporting accountants found the total gross rental income for the Rental Income Relevant Period included in the Gross Rental Income Summary to be arithmetically accurate.

b. With respect to procedure 2, from the Gross Rental Income Summary, the reporting accountants found the Particulars to be in agreement with the relevant tenancy agreements.

Because the above procedures do not constitute an assurance engagement performed in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, the reporting accountants of the Company does not express any assurance on the total gross rental income and the Gross Rental Income Summary.

Had the reporting accountants performed additional procedures or had the reporting accountants performed an assurance engagement of the total gross rental income and the Gross Rental Income Summary in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, other matters might have come to the reporting accountants' attention that would have been reported to the Directors.

A. UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The following is an illustrative unaudited pro forma consolidated statement of assets and liabilities of Bar Pacific Group Holdings Limited (the "**Company**") and its subsidiaries (collectively hereinafter referred to as the "**Group**") as at 31 March 2020 (the "**Unaudited Pro Forma Financial Information**"), which has been prepared on the basis of the notes set forth below, for the purpose of illustrating the effects of the proposed acquisition of Shops 1 & 2 on Ground Floor together with The Appurtenant A/C Room 1 and 2 on 1st Floor Jadewater, No. 238 Aberdeen Main Road, Hong Kong (the "**Properties**") by the Group (the "**Proposed Acquisition**"), as if the Proposed Acquisition had taken place on 31 March 2020.

This Unaudited Pro Forma Financial Information has been prepared by the directors of the Company (the "**Directors**") for illustrative purposes only, based on their judgments, estimations and assumptions, and because of its hypothetical nature, it may not give a true picture of the consolidated financial position of the Group had the Proposed Acquisition been completed on 31 March 2020 or any future dates.

The Unaudited Pro Forma Financial Information has been prepared based on the audited consolidated statement of financial position of the Group as at 31 March 2020 included in the published annual report of the Company for the year ended 31 March 2020 after giving effect to the unaudited pro forma adjustments as described in the accompanying notes.

The Unaudited Pro Forma Financial Information has been prepared using the accounting policies materially consistent with those of the Group as set out in the published annual report of the Company for the year ended 31 March 2020.

The Unaudited Pro Forma Financial Information should be read in conjunction with other financial information included elsewhere in this Circular.

Unaudited Pro Forma Consolidated Statement of Assets and Liabilities of the Group

		Pro forma adjustments		
	Consolidated statement of assets and liabilities of the Group as at 31 March 2020	Consideration and transaction costs for the Proposed Acquisition	Impairment loss recognised	Unaudited pro forma adjusted consolidated statement of assets and liabilities of the Group at 31 March 2020
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Note 1)	*(Notes 2 to 3)*	*(Note 4)*	
Non-current assets				
Property, plant and equipment	18,210	4,203	(233)	22,180
Right-of-use assets	86,138	32,003	(1,773)	116,368
Investment properties	22,830			22,830
Prepayment for acquisition of property, plant and equipment	6,651			6,651
Rental deposits	5,760			5,760
Deferred tax assets	1,458			1,458
	141,047			175,247
Current assets				
Inventories	2,337			2,337
Trade and other receivables	9,003			9,003
Tax recoverable	410			410
Bank balances and cash	32,586	(19,706)		12,880
	44,336			24,630
Current liabilities				
Trade and other payables	9,152			9,152
Bank borrowings	32,357			32,357
Lease liabilities	24,337			24,337
Tax payable	898			898
	66,744			66,744
Net current liabilities	(22,408)			(42,114)

		Pro forma adjustments		
	Consolidated statement of assets and liabilities of the Group as at 31 March 2020	**Consideration and transaction costs for the Proposed Acquisition**	**Impairment loss recognised**	**Unaudited pro forma adjusted consolidated statement of assets and liabilities of the Group at 31 March 2020**
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*
	(Note 1)	*(Notes 2 to 3)*	*(Note 4)*	
Total assets less current liabilities	118,639			133,133
Non-current liabilities				
Trade and other payables	917			917
Bank borrowings	–	16,500		16,500
Lease liabilities	47,124			47,124
Deferred tax liabilities	22			22
	48,063			64,563
Net assets	70,576			68,570

Notes to the Unaudited Pro Forma Financial Information

1. The figures are extracted from the audited consolidated statement of financial position of the Group as at 31 March 2020 as set out in the published annual report of the Company for the year ended 31 March 2020.

2. The Properties are classified as property, plant and equipment as the Group intends to use the Properties for the operation of one of its bars after the completion of the Proposed Acquisition and there is no concrete plan of leasing out the Properties to other parties. The Group intends to finance the Proposed Acquisition partly by internal resources and partly by bank borrowings. In preparing the Unaudited Pro Forma Financial Information, the Directors had assumed that the Group will settle 50% of the consideration (HK$16.5 million) and all direct expenses (approximately HK$3.2 million) by internal resources and 50% of the consideration (HK$16.5 million) by a mortgage bank loan.

   As at the date of this circular, the proposed mortgage loan facility is subject to credit assessment and formal approval procedures to be conducted by a bank and no loan agreement has been executed yet. Notwithstanding, it is assumed that the mortgage bank loan will be classified as a non-current liability. As such, the apportionment of the above financing at the date of completion could be different from the amounts presented above.

3. The direct expenses in relation to the Proposed Acquisition comprise: (i) transaction costs and related taxes amounting to approximately HK$2.5 million; (ii) professional fee directly attributable to the Proposed Acquisition amounting to approximately HK$0.6 million and (iii) repayment of rent concession for the Properties amounting to approximately HK$0.2 million.

	Notes	*HK$'000*
Transaction costs and related taxes	i	2,475
Professional fee	ii	578
Repayment of rent concession	iii	153
		3,206

   Note i:

   The amount represents estimated transaction costs of approximately HK$2.5 million payable by the Group in connection with the Proposed Acquisition, which included the stamp duty for the Acquisition and the printing cost for the circular.

   Note ii:

   The amount represents estimated professional fee of approximately HK$0.6 million payable by the Group in connection with the Proposed Acquisition, which included the legal fee and other professional fees for the Proposed Acquisition.

   Note iii:

   As the Properties are currently leased by the vendor to the Group and COVID-19-related rent concessions was granted by the vendor to the Group. The adjustment amount represents the rent concession of approximately HK$0.2 million repayable by the Group to the vendor in connection with the Proposed Acquisition.

4. The Properties are initially measured at cost (inclusive of transaction costs) and subsequently stated at cost less accumulated depreciation and accumulated impairment losses. The subsequent decrease in the carrying amount of the property, plant and equipment has not been reflected here for the purposes of this Unaudited Pro Forma Financial Information.

The fair value of the Properties as at 31 March 2020 was HK$34,200,000, which has been arrived at on the basis of a valuation carried out by Moore Transaction Services Limited, an independent qualified professional valuer not connected to the Group. Accordingly, a fair value loss adjustment amounting to HK$2,006,000 is recognised in profit or loss, in which the excess of cost over the fair value was attributable to the stamp duty and direct legal and transaction costs.

In the opinion of the directors of the Company, the directors assumed the deemed fair value of the Properties as at 31 July 2020 was HK$34,600,000, which was made reference to the valuation report prepared by Moore Transaction Services Limited (details of which are set out in Appendix IV to this circular) and accordingly, and impairment loss of HK$1,606,000 would been made to the Unaudited Pro Forma Financial Information.

5. Other than the above adjustments, no other adjustment had been made to the Unaudited Pro Forma Financial Information to reflect any trading results or other transactions that the Group entered into subsequent to 31 March 2020.

B. ASSURANCE REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of the independent reporting accountants' assurance report received from Yongtuo Fuson CPA Limited, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this circular.

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION

To the Directors of Bar Pacific Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Bar Pacific Group Holdings Limited (the "**Company**") and its subsidiaries (collectively the "**Group**") by the directors of the Company (the "**Directors**") for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma consolidated statement of assets and liabilities as at 31 March 2020 and related notes (the "**Unaudited Pro Forma Financial Information**") as set out on pages III-1 to III-5 of the circular issued by the Company dated 28 September 2020 (the "**Circular**"), in connection with the proposed acquisition of Shops 1 & 2 on Ground Floor together with The Appurtenant A/C Room 1 and 2 on 1st Floor Jadewater, No. 238 Aberdeen Main Road, Hong Kong (the "**Proposed Acquisition**"). The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described on pages III-1 to III-5 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Proposed Acquisition on the Group's financial position as at 31 March 2020 as if the Proposed Acquisition had taken place at 31 March 2020. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's consolidated financial statements for the year ended 31 March 2020, on which an audit report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 31 of Chapter 7 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("**AG 7**") issued by the Hong Kong Institute of Certified Public Accountants (the "**HKICPA**").

Our Independence and Quality Control

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 7 of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in an investment circular is solely to illustrate the impact of the Proposed Acquisition on unadjusted financial information of the Group as if the Proposed Acquisition had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Proposed Acquisition at 31 March 2020 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

(a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;

(b) such basis is consistent with the accounting policies of the Group; and

(c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 31(1) of Chapter 7 of the GEM Listing Rules.

Yongtuo Fuson CPA Limited
Certified Public Accountants

Lee Yan Fai
Practicing Certificate Number P06078
Hong Kong

28 September 2020

The following is the text of a letter, summary of valuation and valuation certificate, prepared for the purpose of incorporation in this circular received from Moore Transaction Services Limited, an independent property valuer, in connection with its valuation as at 31 July 2020 of the property interests acquired by the Group.

Moore Transaction Services Limited
812 Silvercord, Tower 1
30 Canton Road, Tsimshatsui
Kowloon, Hong Kong

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www.moore.hk

28 September 2020

The Directors
Bar Pacific Group Holdings Limited
Room D2, 11/F
Phase 2 Hang Fung Industrial Building
2G Hok Yuen Street
Hung Hom
Kowloon
Hong Kong

Dear Sirs,

INSTRUCTIONS

We refer to the instructions from Bar Pacific Group Holdings Limited (the "**Company**") for us to value the property located in Hong Kong. We confirm that we have carried out an inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property as at 31 July 2020 (the "**valuation date**").

BASIS OF VALUATION

Our valuation of the property represents the Market Value which we would define as intended to mean "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

VALUATION METHODOLOGY

We have valued the property on market basis by the Comparison Approach assuming sale in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market. Appropriate adjustments have been made to account for the differences between the property and the comparables in terms of time, size, and other relevant factors.

TITLE INVESTIGATION

We have caused land searches to be made at the Land Registry and have been provided with extracts of title documents. We have been advised by the Company that no further relevant documents have been produced. However, we have neither examined the original documents to verify ownership nor to ascertain the existence of any amendments, which do not appear on the extracts handed to us. All documents have been used for reference only.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the property is sold in the market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which would serve to affect the value of the property.

In addition, no account has been taken of any option or right of pre-emption concerning or affecting the sale of the property and no forced sale situation in any manner is assumed in our valuation.

VALUATION CONSIDERATIONS

The property was inspected by Mr. Chris Ng in September 2020 who holds a Bachelor Degree in Economics. We have inspected the exterior and, where possible, the interior of the property. However, no structural survey has been made, but in the course of our inspection, we did not note any serious defects. We are not, however, able to report whether the property is free of rot, infestation or any other structural defects. No tests were carried out on any of the services.

In the course of our valuation, we have relied to a considerable extent on the information given by the Company and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenures, particulars of occupancy, floor areas, identification of the property and other relevant information.

Dimensions, measurements and areas included in the valuation certificate are based on information contained in the documents provided to us by the Company and are therefore only approximations.

We have not carried out detailed on-site measurements to verify the correctness of the floor area in respect of the property but have assumed that the floor area shown on the documents handed to us are correct.

We have no reason to doubt the truth and accuracy of the information provided to us by the Company and we have relied on your confirmation that no material facts have been omitted from the information provided. We consider that we have been provided with sufficient information for us to reach an informed view.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property or for any expenses or taxation, which may be incurred in effecting a sale.

Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

Our valuation has been prepared in accordance with the RICS Valuation, Global Standards (the "**Red Book**") published by the Royal Institution of Chartered Surveyors and the International Valuation Standards published by the International Valuation Standards Council.

Our valuation has been prepared under the generally accepted valuation procedures and is in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

REMARKS

Unless otherwise stated, all money amounts stated herein are in Hong Kong Dollars (HK$) and no allowances have been made for any exchange transfers.

We hereby certify that we neither have any present nor any prospective interest in the Company or the appraised real property or the value reported.

Our summary of value and the valuation certificate are attached herewith.

Yours faithfully,
For and on behalf of
Moore Transaction Services Limited
Kenneth Ma
Director
MRICS CFA CAIA

Note: Mr. Kenneth Ma is a Registered Valuer member of the Royal Institute of Chartered Surveyors who has over 5 years' experience in valuations of properties and over 10 years' experience in business valuations in Hong Kong and the PRC.

SUMMARY OF VALUE

Property held under investment in Hong Kong

Property	**Market Value in existing state as at 31 July 2020** *HK$*
Shops 1 & 2 on Ground Floor together with the Appurtenant A/C Rooms 1 & 2 on the 1st Floor, Jadewater, No. 238 Aberdeen Main Road, Hong Kong	34,600,000
Total:	**34,600,000**

VALUATION CERTIFICATE

Property held under investment in Hong Kong

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 31 July 2020 *HK$*
Shops 1 & 2 on Ground Floor together with the Appurtenant A/C Rooms 1 & 2 on the 1st Floor, Jadewater, No. 238 Aberdeen Main Road, Hong Kong 55/4,778th equal and undivided shares of and in Aberdeen Inland Lot No. 365	The property comprises 2 shop units on the ground floor together with 2 a/c rooms on the 1st floor of a residential development completed in about 2009. The total saleable area of the shop units of the property is approximately 1,346 sq.ft. The property is held under Conditions of Sale No. UB10793 for a term of 75 years and renewable for a further term of 75 years commencing on 4 July 1975 at a Government Rent of HK$1,000 per annum.	The property is occupied for shop purpose.	34,600,000

Notes:

1. The property is located at the composite residential/industrial area in Aberdeen, Hong Kong.

2. The registered owner of the property is Success Express International Limited vide Memorial No. 13042302470016 dated 18 April 2013.

3. The property is subject to an Occupation Permit No. HK 10/2008 (OP) vide Memorial No. 08042402700157 dated 7 April 2008.

4. The property is subject to a Deed of Mutual Covenant and Management Agreement with Plans in favour of Prosperity Land Estate Management Limited (Manager) vide Memorial No. 08102902230100 dated 8 October 2008.

5. The property is subject to a Mortgage in favour of Shanghai Commercial Bank Limited by Success Express International Limited vide Memorial No. 13041900010015 dated 18 April 2013.

6. As advised by the Company, the property is subject to a tenancy for a term from 1 May 2019 to 31 October 2022 at a monthly rent at HK$93,800 exclusive of management fee, rates and government rent.

7. For reference purpose, the breakdowns of the market value of the property are as follows:

Item	Market Value in existing state as at 31 July 2020 *HK$*
Shop 1 on Ground Floor together with the Appurtenant A/C Room 1 on the 1st Floor, Jadewater, No. 238 Aberdeen Main Road, Hong Kong	16,800,000
Shop 2 on Ground Floor together with the Appurtenant A/C Room 2 on the 1st Floor, Jadewater, No. 238 Aberdeen Main Road, Hong Kong	17,800,000

ABOUT MOORE HONG KONG

Moore Hong Kong is a member firm of Moore International, one of the world's foremost accounting and consulting networks with roots in London going back over 100 years.

With a strong team of expert, commercially-astute professionals, Moore Hong Kong provides a full scope of services that include audit, assurance, accounting, business outsourcing, tax and other advisory work.

From its early start advising the shipping and logistics industries, Moore has grown to specialise across a wide range of industry sectors, with a strong focus on insurance and financial services. We look after clients ranging from start-ups to international listed companies, and have strong listing expertise.

Thanks to our regional structure, our clients know they can rely on the close personal attention and local market understanding of the team at Moore Hong Kong, at the same time backed by our access to a strong network of international expertise, knowledge and advice. Our international member firms work from more than 650 offices in over 105 countries, giving us the presence to provide focussed, high-quality advice with international scope.

Over the course of its long history, Moore International has built a strong network in Western Europe, the North America and Australia, and has more recently been expanding rapidly in Central and South America, Eastern Europe and the Middle East. Alongside Hong Kong, other offices in the Asia Pacific region also include China, Singapore, Bangladesh, India, Sri Lanka, Indonesia, Japan, Korea, Malaysia, Philippines, Thailand, Vietnam, Cambodia and Mongolia.

Locally, Moore Hong Kong is structured to reflect the range of services we provide, and comprises Moore CPA Limited, Moore Associates Limited, Moore Tax Services Limited, Moore Advisory Services Limited, Moore Consulting Limited and Moore Transaction Services Limited.

It means our clients at Moore Hong Kong can remain confident they have access to deep local knowledge coupled with wide international backing. They know they will receive the same high standards of personal service that are the hallmark of every Moore firm everywhere.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. 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 is not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

(a) Director's and chief executive's interests and short positions in Shares and underlying Shares

As at the Latest Practicable Date, the interests and short positions of the Directors or chief executives of the Company and their associates 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) which (i) would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required to be entered in the register referred to therein pursuant to section 352 of the SFO; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules, were as follows:

Name of Director	Capacity in which Shares are held	Number of Shares held	Approximate percentage of aggregate interest to total number of Shares in issue
Ms. Tse Ying Sin Eva	Beneficiary of a trust	431,543,700	50.18%
("**Ms. Tse**") *(Note)*	Beneficial owner	12,094	0.00%
Ms. Chan Tsz Tung ("**Ms. Gloria Chan**") *(Note)*	Beneficiary of a trust	431,543,700	50.18%

Note: Moment to Moment holds 431,543,700 Shares, representing approximately 50.18% of the 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, of which Ms. Tse and her daughter, namely Ms. Gloria Chan and others are beneficiaries. Ms. Tse and Ms. Gloria Chan are deemed to be interested in the Shares held by Moment to Moment under the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) were required to be notified to the Company and the Stock Exchange pursuant to Rule 5.46 to Rule 5.67 of the GEM Listing Rules.

(b) Substantial shareholders' interests and short positions in Shares and underlying Shares

As at the Latest Practicable Date, so far as any Directors are aware, the interest or short positions owned by the following parties (other than the Directors or chief executives of the Company) in the Shares, underlying shares or debentures of the Company which are required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under section 336 of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital or relevant securities of the Company or any member of the Group were as follows:

Name of Shareholder	Capacity in which Shares are held	Number of Shares held	Approximate percentage of aggregate interest to total number of Shares in issue
Moment to Moment *(Note 1)*	Beneficiary of a trust	431,543,700	50.18%
Harneys *(Note 1)*	Trustee (other than a bare trustee)	431,543,700	50.18%
Ms. Chan Tsz Kiu Teresa ("**Ms. T Chan**") *(Note 1)*	Beneficiary of a trust	431,543,700	50.18%
Mr. Chan Wai ("**Mr. Chan**") *(Note 2)*	Beneficiary of a trust	431,543,700	50.18%
	Beneficial owner	24,925,038	2.90%
Ms. Chan Ching Mandy ("**Ms. M Chan**") *(Note 1)*	Interest of controlled corporation	431,543,700	50.18%

Notes:

1. Moment to Moment holds 431,543,700 Shares, representing approximately 50.18% of the issued share capital of the Company. The sole shareholder of Moment to Moment is Harneys, the trustee of the Bar Pacific Trust, of which Ms. Tse and one of her daughters, namely Ms. T Chan, are the first batch of beneficiaries (Please refer to note 2 below). Pursuant to a deed of settlement dated 25 March 2014 in respect of the Bar Pacific Trust, 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 the Bar Pacific Trust. Each of Harneys, Ms. Tse, Ms. T Chan and Ms. M Chan is deemed to be interested in the Shares held by Moment to Moment under the SFO.

2. On 7 June 2018, Mr. Chan and Ms. Gloria Chan became the beneficiaries of Bar Pacific Trust. Hence, both Mr. Chan and Ms. Gloria Chan are also deemed to be interested in the 431,543,700 Shares held by Moment to Moment under the SFO. Mr. Chan directly held 24,925,038 Shares.

Saved as disclosed above, as at the Latest Practicable Date, the Directors are not aware of any interests or short positions owned by any persons (other than the Directors or chief executives of the Company) in the Shares or underlying shares of the Company which were required to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or which were required to be recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital or relevant securities of the Company or any member of the Group.

3. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors, Moment to Moment, and his/her/its respective close associates was considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the business of the Group, other than those businesses to which the Directors and his/her associates were appointed to represent the interests of the Company and/or the Group.

4. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has any existing or proposed service contracts with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN CONTRACT, ASSETS AND ARRANGEMENT OF SIGNIFICANCE

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been since 31 March 2020 (being the date to which the latest published audited consolidated financial statements of the Group were made up) acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group.

6. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or arbitration of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date which are or may be material:

(a) the tenancy agreement dated 26 April 2019 entered into between Bar Pacific LXXXI International Limited (a subsidiary of the Company) as tenant and Megawin (Asia) Limited as the landlord in relation to the 7-year tenancy on Shop A&B on Ground Floor Comfort Gardens Nos 58/60 King's Road, Hong Kong for a consideration not less than HK$7,392,000 in aggregate;

(b) the formal sale and purchase agreement dated 23 July 2019 entered into among HTS Development Limited (a subsidiary of the Company) as the purchaser and Mr. Chan Ping Che, Mr. Lo Chu Hing and Mr. Tsoi Chi Chung as the vendors, regarding the sale and purchase of the entire issued share capital in Smart Express Development Limited and all the shareholders' loan owed by Smart Express Development Limited to the vendors for a consideration of HK$50,000,000;

(c) the tenancy agreement dated 15 January 2020 entered into between Bar Pacific LXXXVI International Limited (a subsidiary of the Company) as tenant and All Success Inc. Limited as the landlord in relation to the 6-year tenancy on Shop E & F on Ground Floor, Wah Tong Building Nos. 38, 40, 40A, 42, 42A & 44 Shau Kei Wan Road, Hong Kong for a consideration not less than HK$5,384,000 in aggregate;

(d) the tenancy agreement dated 13 May 2020 entered into between Bar Pacific LXXXVII International Limited (a subsidiary of the Company) as tenant and Fine Centre Limited as the landlord in relation to the 6-year tenancy on Shop No. G09, G09A and G10 on Ground Floor of the Commercial Block, Grandeur Terrace, No. 88 Tin Shui Road, Yuen Long, N.T. for a consideration not less than HK$10,710,000 in aggregate;

(e) the tenancy agreement dated 15 July 2020 entered into between Bar Pacific LXXXVIII International Limited (a subsidiary of the Company) as tenant and Ling's City Development Limited as the landlord in relation to the 5-year tenancy on Shop 4 on Ground Floor & Cockloft No. 166 Jockey Club Road, Sheung Shui, N.T. for a consideration not less than HK$5,328,000 in aggregate;

(f) the tenancy agreement dated 14 August 2020 entered into between Bar Pacific LXXXIX International Limited (a subsidiary of the Company) as tenant and Forestar Investment Limited as the landlord in relation to the 6-year tenancy on The Whole of 1st Floor of the Zing!, No. 38 Yiu Wa Street, Hong Kong for a consideration not less than HK$8,712,000 in aggregate; and

(g) the Formal Sale and Purchase Agreements.

8. EXPERTS AND CONSENTS

Set out below are the qualification of the experts who have given opinions or advices contained in this circular:

Name	Qualification
Yongtuo Fuson CPA Limited	Certified Public Accountants
Moore Transaction Services Limited	Professional property valuer

As at the Latest Practicable Date, none of the above experts had any direct or indirect interests in any assets which had been, since 31 March 2020 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to or were proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the above experts was interested in any securities in any members of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its respective letter and/or report and/or reference to its name in the form and context in which they respectively appear.

9. MISCELLANEOUS

(a) The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

(b) The headquarter and principal place of business of the Company in Hong Kong is Room D2, 11/F, Phase 2, Hang Fung Industrial Building, 2G Hok Yuen Street, Hung Hom, Kowloon, Hong Kong.

(c) The compliance officer of the Company is Ms. Chan Tsz Tung.

(d) The joint company secretaries of the Company are Mr. Leung Ping Hing and Sir Kwok Siu Man KR. Mr. Leung Ping Hing is a member of the Hong Kong Institute of Certified Public Accountants. Sir Kwok Siu Man KR is a fellow member of each Chartered Governance Professional of both The Chartered Governance Institute in England, The Hong Kong Institute of Chartered Secretaries, 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.

(e) The branch share registrar and transfer office of the Company in Hong Kong is Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.

(f) This circular has been prepared in both English and Chinese. In the case of any discrepancy, the English text shall prevail.

10. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee comprises three members, Mr. Yung Wai Kei, Mr. Chin Chun Wing and Mr. Tang Wing Lam David, being all the independent non-executive Directors. The primary duties of the audit committee are to review and supervise the financial reporting process, audit plan and relationship with external auditors, the internal control systems of the Group and to provide advices and recommendations to the Board for review and follow-up.

Mr. Yung Wai Kei (容偉基) ("**Mr. Yung**"), aged 38, was appointed as an independent non-executive Director (the "**INED**") on 17 December 2016. Mr. Yung is the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination 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. Chin Chun Wing (錢雋永) ("**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.

Mr. Tang Wing Lam David (鄧榮林) ("**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.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours at the head office and principal place of business of the Company in Hong Kong at Room D2, 11/F, Phase 2, Hang Fung Industrial Building, 2G Hok Yuen Street, Hung Hom, Kowloon, Hong Kong, from the date of this circular up to 14 days thereafter:

(a) the memorandum of association and articles of association of the Company;

(b) the annual reports of the Company for the three financial years ended 31 March 2018, 2019 and 2020;

(c) the report on the unaudited pro forma statement of assets and liabilities of the Group prepared by Yongtuo Fuson CPA Limited as set out in Appendix III to this circular;

(d) the letter and valuation certificate prepared by Moore Transaction Services Limited, the text of which is set out in Appendix IV to this circular;

(e) the letters of consent referred to in the paragraph headed "8. EXPERTS AND CONSENTS" in this appendix;

(f) the material contract referred to in the paragraph headed "7. MATERIAL CONTRACTS" in this appendix; and

(g) this circular.