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BAR PACIFIC[®]

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)

**PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Bar Pacific Group Holdings Limited (the “**Company**”) in accordance with Rule 17.50(1) of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on GEM of the Stock Exchange.

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to amend the existing memorandum of association and articles of association of the Company (collectively, the “**Existing Memorandum and Articles**”) to (i) bring the Existing Memorandum and Articles in line with the amendments made to Chapter 17 and Appendix 3 of the GEM Listing Rules which took effect on 1 January 2022 and the applicable laws of the Cayman Islands; and (ii) incorporate certain corresponding and housekeeping amendments (the “**Proposed Amendments**”).

In light of the number of the Proposed Amendments, the Board proposes to adopt an amended and restated memorandum of association and a second amended and restated articles of association (collectively, the “**New Memorandum and Articles**”) in substitution for, and to the exclusion of, the Existing Memorandum and Articles.

The Proposed Amendments and the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the forthcoming annual general meeting which is expected to be convened and held by the Company on or about 19 October 2022 (the “**AGM**”) and, if approved, will become effective upon such approval. Prior to the passing of the relevant special resolution at the AGM, the Existing Memorandum and Articles shall remain valid.

After the Proposed Amendments come into effect, the full text of the New Memorandum and Articles will be published on the websites of the Stock Exchange and the Company. The Chinese translation of the New Memorandum and Articles is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail.

A circular containing, among other things, details of the Proposed Amendments and the full text of the New Memorandum and Articles, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Bar Pacific Group Holdings Limited
Chan Tsz Kiu Teresa
Chairlady and Executive Director

Hong Kong, 13 September 2022

As at the date of this announcement, the executive Directors are Ms. Chan Tsz Kiu Teresa (Chairlady), Ms. Tse Ying Sin Eva (Chief Executive Officer), Ms. Chan Ching Mandy and Ms. Chan Tsz Tung; and the independent non-executive Directors are Mr. Chan Chun Yeung Darren, Mr. Chin Chun Wing and Mr. Tang Wing Lam David.

This announcement, 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 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 Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at www.barpacific.com.hk.

In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.