

APPENDIX 5
FORMS RELATING TO LISTING

FORM F

GEM

COMPANY INFORMATION SHEET

Case Number: _____

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Company name: **Bar Pacific Group Holdings Limited (太平洋酒吧集團控股有限公司)**

Stock code (ordinary shares): **8432**

This information sheet contains certain particulars concerning the above company (the “**Company**”) which is listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Exchange**”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 8 October 2024

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 11 January 2017

Name of Sponsor(s): LY Capital Limited

Names of directors:
(please distinguish the status of the
directors - Executive, Non-Executive
or Independent Non-Executive)

Executive Directors:
Chan Tsz Kiu Teresa (Chairlady)
Chan Ching Mandy (Chief Executive Officer)
Chan Tsz Tung

Independent Non-executive Directors:
Chan Chun Yeungm Darren
Chin Chun Wing
Tang Wing Lam David

Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Capacity/ Nature of interest	Number of shares of HK\$0.01 each in the share capital of the Company (the “Shares”)	Approx. % of issued Shares
Moment to Moment Company Limited <i>(Note 1)</i>	Beneficial owners	431,543,700	49.62%
Harneys Trustees Limited (“ Harneys ”) <i>(Note 1)</i>	Trustee (other than a bare trustee)	431,543,700	49.62%
Ms. Tse Ying Sin Eva (“ Ms. Tse ”) <i>(Note 1)</i>	Beneficiary of a trust	431,543,700	49.62%
	Beneficial Owner	12,094	0.00%
Ms. Chan Tsz Kiu Teresa (“ Ms. T Chan ”) <i>(Note 1 & Note 3)</i>	Beneficiary of a trust	431,543,700	49.62%
	Beneficial owner	3,210,667	0.37%
Mr. Chan Wai (“ Mr. Chan ”) <i>(Note 2)</i>	Beneficiary of a trust	431,543,700	49.62%
	Beneficial owner	24,925,038	2.87%
Ms. Chan Tsz Tung (“ Ms. G Chan ”) <i>(Note 2 & Note 3)</i>	Beneficiary of a trust	431,543,700	49.62%
	Beneficial owner	3,210,667	0.37%
Ms. Chan Ching Mandy (“ Ms. M Chan ”) <i>(Note 1 & Note 3)</i>	Interest of controlled corporation	431,543,700	49.62%
	Beneficial owner	3,210,666	0.37%

Note 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 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, each of Ms. Tse, Ms. T Chan and Ms. M Chan is deemed to be interested in the Shares held by Moment to Moment under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the “SFO”).

Note 2:

On 7 June 2018, Mr. Chan and Ms. G Chan became the beneficiaries of Bar Pacific Trust. Hence, both Mr. Chan and Ms. G 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.

Note 3:

9,632,000 award shares were granted to Ms. T Chan, Ms. G Chan and Ms. M Chan on 29 September 2023 pursuant to the share scheme of the Company adopted on 29 September 2023, subject to vesting according to the terms and conditions of the scheme. 3,210,667, 3,210,667 and 3,210,666 award shares were vested, allotted and issued to Ms. T Chan, Ms. G Chan and Ms. M Chan respectively on 2 October 2024; and 6,421,333, 6,421,333 and 6,421,334 award shares remained unvested for Ms. T Chan, Ms. G Chan and Ms. M Chan respectively as at 2 October 2024.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Third Floor, Century Yard, Cricket Square, P.O. Box 902,
Grand Cayman KY1-1103,
Cayman Islands

Head office and principal place of business:

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

Web-site address (if applicable):

www.barpacific.com.hk

Share registrar:

Principal share registrar and transfer office in the Cayman Islands:

Tricor Services (Cayman Islands) Limited

Third Floor,
Century Yard,
Cricket Square,
PO Box 902,
Grand Cayman KY1-1103
Cayman Islands

Branch share registrar and transfer office in Hong Kong:

Tricor Investor Services Limited

17/F,
Far East Finance Centre,
16 Harcourt Road,
Admiralty,
Hong Kong

Auditors:

Baker Tilly Hong Kong Limited

2nd Floor,
Foyer,
625 King's Road, North Point,
Hong Kong

B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company and its subsidiaries are principally engaged in operation of chain of bars and restaurants in Hong Kong under brands “Bar Pacific”, “Katachi”, “Moon Ocean” and “Pacific” and property investment in Hong Kong.

C. Ordinary shares

Number of ordinary shares in issue:	869,632,000
Par value of ordinary shares in issue:	HK\$0.01
Board lot size (in number of shares):	10,000
Name of other stock exchange(s) on which ordinary shares are also listed:	N/A

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio:	N/A
<i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.

(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the “**Directors**”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“**the Information**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Chow Tsz Lun
(Name)

Title: Company Secretary
(Director, secretary or other duly authorised officer)

NOTE

Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.