

Unless otherwise defined, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 December 2016 (the “**Prospectus**”) issued by Bar Pacific Group Holdings Limited (the “**Company**”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus carefully for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.

## **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)*

### **LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING**

**Number of Placing Shares : 215,000,000 Placing Shares**  
**Placing Price : Not more than HK\$0.29 per Placing Share and expected to be not less than HK\$0.27 per Placing Share (payable in full on application in Hong Kong dollar and plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund)**  
**Nominal value : HK\$0.01 per Share**  
**Stock code : 8432**

#### **Sponsor**



**LY CAPITAL LIMITED**  
絡繹資本有限公司

#### **Bookrunner and Lead Manager**



**英皇證券(香港)有限公司**  
Emperor Securities Limited

Printed copies of the Prospectus required by the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) are available, for information purposes only, at the office of LY Capital Limited at Rooms 1901–02, China Insurance Group Building, 141 Des Voeux Road Central, Hong Kong and at the office of Emperor Securities Limited at 23–24/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. (Hong Kong time) during the business days from Friday, 30 December 2016 to Tuesday, 10 January 2017 (both dates inclusive).

The Placing Shares are fully underwritten by the Underwriter pursuant to the Underwriting Agreement. Pursuant to the Underwriting Agreement, the Company is offering 215,000,000 Placing Shares, representing 25% of the issued share capital of the Company upon completion of the Placing (taking no account of any Shares which may be allotted and issued pursuant to the exercise of any option which may be granted under the Share Option Scheme), for subscription by way of the Placing at the Placing Price, on and subject to the terms and conditions set out in the Prospectus and the Underwriting Agreement.

Application for the Placing Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Underwriting Agreement.

The Placing is conditional upon the fulfilment of the conditions as set forth in the section headed “Structure of the Placing — Conditions of the Placing” in the Prospectus. In the event that conditions of the Placing as mentioned therein are not fulfilled (or, where applicable, not waived) prior to the time and date specified in the Prospectus, the Placing will lapse and all monies received will be refunded to the applicants of the Placing without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s website at [www.barpacific.com.hk](http://www.barpacific.com.hk) on the next business day following the date of such lapse.

Prospective investors of the Placing Shares should note that the Lead Manager (for itself and on behalf of the Underwriter(s)) is entitled to terminate their obligations under the Underwriting Agreement by giving notice in writing to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Grounds for termination of the Underwriting Agreement” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Wednesday, 11 January 2017.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to (i) the Placing, (ii) the Capitalisation Issue, and (iii) the exercise of any option which may be granted under the Share Option Scheme as described in the Prospectus. Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM, as well as compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or under contingent situation, on any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are

subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price will not be more than HK\$0.29 and is expected to be not less than HK\$0.27 per Placing Share. The Placing Price is expected to be fixed by agreement between the Company and the Lead Manager on the Price Determination Date. The Price Determination Date is expected to be on or about Saturday, 31 December 2016 (or such other date as may be agreed between the Company and the Lead Manager). If the Company and the Lead Manager are unable to reach an agreement on the Placing Price on the Price Determination Date or such other date as may be agreed between the Company and the Lead Manager, the Placing will not become unconditional and will lapse. If the Placing does not become unconditional or if the Underwriting Agreement is terminated in accordance with its terms, the Company will make an announcement as soon as practicable on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.barpacific.com.hk](http://www.barpacific.com.hk).

No temporary documents or evidence of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares. Share certificates for the Placing Shares will only become valid documents of title at 8:00 a.m. (Hong Kong time) on the Listing Date provided that (a) the Placing has become unconditional in all respects; and (b) the Underwriting Agreement has not been terminated in accordance with its terms.

The level of indication of interest in the Placing, the final Placing Price and the basis of allocation of the Placing Shares will be announced on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.barpacific.com.hk](http://www.barpacific.com.hk) on or before Tuesday, 10 January 2017.

Dealings in the Shares on the GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Wednesday, 11 January 2017. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8432.

By order of the Board  
**BAR PACIFIC GROUP HOLDINGS LIMITED**  
**Tse Ying Sin Eva**  
*Executive Director*

Hong Kong, 30 December 2016

*As at the date of this announcement, the executive Directors are Ms. Tse Ying Sin Eva and Mr. Chan Darren Chun-Yeung; and the independent non-executive Directors are Mr. Tang Wing Lam David, Mr. Chin Chun Wing and Mr. Yung Wai Kei.*

*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 and a copy of the Prospectus will remain on the Stock Exchange website at <http://www.hkexnews.hk> and in the case of this announcement, on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.barpacific.com.hk](http://www.barpacific.com.hk).*