

**IMPORTANT**

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker 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 Bonjour Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 653)**

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
INCREASE IN AUTHORISED SHARE CAPITAL,  
BONUS ISSUE OF SHARES, CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening an annual general meeting of the Company to be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Thursday, 20 May 2010 at 11:00 a.m. is set out on pages 18 to 22 of this circular. A form of proxy for use at the annual general meeting is enclosed. If you do not intend to attend and vote at the annual general meeting in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

22 April 2010

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Expected Timetable</b> .....	4
<b>Letter from the Board</b>	
1. Introduction .....	5
2. General Mandate to Repurchase Shares .....	6
3. General Mandate to Issue Shares .....	6
4. Extension of General Mandate to Issue Shares .....	7
5. Re-election of Retiring Directors .....	7
6. Proposed Increase in Authorised Capital .....	10
7. Proposed Bonus Issue .....	10
8. Change in Board Lot Size .....	13
9. Annual General Meeting .....	13
10. Listing Rules Requirement .....	13
11. Responsibility Statement .....	14
12. Recommendation .....	14
<b>Appendix I – Explanatory Statement of the Share Repurchase Mandate</b> ...	15
<b>Notice of Annual General Meeting</b> .....	18

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Thursday, 20 May 2010 at 11:00 a.m.;
“Annual Report”	the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2009;
“Articles of Association”	the articles of association of the Company;
“Authorised Capital”	the authorised share capital of the Company;
“Board”	the board of Director(s);
“Bonus Issue”	the proposed issue of Bonus Shares to the Qualifying Shareholders on the basis of five Bonus Shares for every one existing Share;
“Bonus Share(s)”	new share(s) proposed to be allotted and issued pursuant to the Bonus Issue;
“Business Days”	any day on which the Stock Exchange is open for the transaction of business;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“Companies Law”	the Companies Law (2009 Revision) of the Cayman Islands, as amended from time to time;
“Company”	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Excepted Shareholders”	those Overseas Shareholders whom the Board, after making enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue to them;

## DEFINITIONS

“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution for approving the issue mandate;
“Latest Practicable Date”	19 April 2010, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Old Scheme”	the share option scheme of the Company adopted pursuant to a resolution passed by the then Shareholders on 17 June 2003 and terminated on 27 May 2009;
“Option(s)”	share option(s) granted under the Old Scheme;
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong;
“PRC”	the People’s Republic of China;
“Qualifying Shareholders”	holders of Shares, excluding the Excepted Shareholders who are entitled to the Bonus Issue;
“Record Date”	20 May 2010, being the record date for determination of entitlements to the Bonus Issue;
“Register of Members”	the register of members of the Company;

## DEFINITIONS

“Registrar”	Computershare Hong Kong Investor Services Limited, branch share registrar in Hong Kong at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong;
“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution for approving the repurchase mandate;
“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 Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

<b>EXPECTED TIMETABLE</b>
---------------------------

The expected timetable for the Bonus Issue and the change in board lot size is set out below:

2010

Despatch of the circular and notice of the AGM . . . . .	Thursday, 22 April
Last day of dealings in the Shares on a cum-entitlement basis . . . .	Wednesday, 12 May
First day of dealings in the Shares on an ex-entitlement basis . . . . .	Thursday, 13 May
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue . . . . .	4:30 p.m., Friday, 14 May
Latest time for lodging the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares in order to be qualified for the Bonus Issue . . . . .	4:00 p.m., Friday, 14 May
Closure of Register of Members . . . . .	Monday, 17 May to Thursday, 20 May (both days inclusive)
Latest date and time to return form of proxy for the AGM . . . . .	11:00 a.m., Tuesday, 18 May
Date and time of AGM . . . . .	11:00 a.m., Thursday, 20 May
Record Date for determination of entitlement to the Bonus Shares . . . . .	Thursday, 20 May
Register of Members re-opens . . . . .	Monday, 24 May
Certificates for the Bonus Shares expected to be despatched . . . . .	Tuesday, 25 May
Effective date of change in board lot size to 2,000 Shares per board lot . . . . .	Thursday, 27 May
Dealings in Bonus Shares commence . . . . .	Thursday, 27 May

*Note:* All times refer to Hong Kong local time in this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.



**BONJOUR**

**Bonjour Holdings Limited**  
**卓悦控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 653)**

*Executive Directors:*

Dr. Ip Chun Heng, Wilson  
*(Chairman and Chief Executive Officer)*  
Ms. Chung Pui Wan *(Vice-Chairman)*  
Mr. Yip Kwok Li  
Mr. Chan Chi Chau

*Registered Office:*

Clifton House  
75 Fort Street  
George Town  
Grand Cayman  
Cayman Islands

*Independent Non-executive Directors:*

Mr. Wong Chi Wai  
Dr. Chow Ho Ming  
Mr. Lo Hang Fong

*Principal Place of Business in*

*Hong Kong:*  
10/F., Bonjour Tower  
3 Yuk Yat Street  
Tokwawan, Kowloon  
Hong Kong

22 April 2010

*To the Shareholders,  
and, for information only,  
holders of the Options*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
INCREASE IN AUTHORISED SHARE CAPITAL,  
BONUS ISSUE OF SHARES, CHANGE IN BOARD LOT SIZE  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to approve (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; (v) the Increase in Authorised Capital; (vi) the Bonus Issue; and (vii) change in board lot size and to give you notice of AGM.

## LETTER FROM THE BOARD

An explanatory statement containing all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

### 2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 27 May 2009, an ordinary resolution was passed by the Shareholders to grant the existing repurchase mandate to the Directors.

The existing repurchase mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution. The fresh Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### 3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 27 May 2009, an ordinary resolution was passed by the Shareholders to grant the existing issue mandate to the Directors.

The existing Issue Mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution. Based on 238,553,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 47,710,600 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.



## LETTER FROM THE BOARD

#### 4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company in issue on the date of passing the resolution for approving the Issue Mandate.

#### 5. RE-ELECTION OF RETIRING DIRECTORS

In relation to ordinary resolution number 3 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Yip Kwok Li, Mr. Chan Chi Chau and Dr. Chow Ho Ming shall retire as the Directors by rotation at the AGM pursuant to article 108 of the Articles of Association, and, being eligible, will offer themselves for re-election. Particulars relating to each of Mr. Yip Kwok Li, Mr. Chan Chi Chau and Dr. Chow Ho Ming are set out below for the Shareholders' consideration.

**Mr. Yip Kwok Li ("Mr. Yip")**, aged 50, is an executive Director. Mr. Yip has more than 17 years' experience in logistics, business development, and sales operation in Hong Kong and the PRC, within which, he had worked for a custom jewelry company in developing business operation in Hong Kong and worked for a PRC company for an aggregate of 5 years. He is responsible for managing and supervising the sales forces and monitoring the Group's operation of the retail outlets. Mr. Yip is also in charge of the purchasing operations of the Group. He joined the Group in May 1998. Mr. Yip is also a director of a number of subsidiaries of the Company. Mr. Yip is the brother of Dr. Ip Chun Heng, Wilson, the chairman of the Board, the chief executive officer of the Company and an executive Director.

In addition, Mr. Yip has interested in 500,000 Shares, of which 300,000 underlying Shares are Options granted to him by the Company under the Old Scheme, within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Yip has entered into a service contract with the Company for an initial term of two years commencing from 1 July 2003, and will continue thereafter until terminated by either party giving not less than three months' notice in writing. As at the Latest Practicable Date, the annual remuneration of Mr. Yip is HK\$878,000 which is determined upon negotiation between Mr. Yip and the Company at arm's length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company's business as well as the current position of the Company and the prevailing market condition. In addition, Mr. Yip is also entitled to a discretionary management bonus provided that the aggregate amount of the bonuses payable to all the executive Directors for any financial year of the Company

## LETTER FROM THE BOARD

shall not exceed 15% of the audited profit attributable to the Shareholders in respect of the financial year of the Company. All the annual remuneration and discretionary management bonus are covered by the service contract.

Save as disclosed above, (i) Mr. Yip has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

**Mr. Chan Chi Chau (“Mr. Chan”)**, aged 47, is an executive Director and joined the Group in June 2002. Mr. Chan holds a master degree in business administration obtained from the Rice University in Houston, the U.S.A. and a bachelor degree in business administration obtained from the Chinese University of Hong Kong. He has 17 years’ experience in the field of cosmetic retail and wholesale management, eleven of which gained from two listed companies in Hong Kong. Mr. Chan is responsible for planning and supervising the implementation of the Electronics Point of Sales System. He also assists the chairman of the Board in policy setting and strategy development of the Group.

In addition, Mr. Chan has interested in 2,600,000 Shares, of which 1,800,000 underlying Shares are Options granted to him by the Company under the Old Scheme, within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Chan has entered into a service contract with the Company for an initial term of two years commencing 1 July 2003, and will continue thereafter until terminated by either party giving not less than three months’ notice in writing. As at the Latest Practicable Date, the annual remuneration of Mr. Chan is HK\$1,243,413, which is determined upon negotiation between Mr. Chan and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current position of the Company and the prevailing market condition. In addition, Mr. Chan is also entitled to a discretionary management bonus provided that the aggregate amount of the bonus payable to all executive Directors for any financial year of the Company shall not exceed 15% of the audited profits attributable to the Shareholders in respect of that financial year of the Company. All the annual remuneration and discretionary management bonus are covered by the service contract.

Save as disclosed above, (i) Mr. Chan has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; and (iii) he does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

## LETTER FROM THE BOARD

**Dr. Chow Ho Ming (“Dr. Chow”)**, aged 48, is an independent non-executive Director since July 2004. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. Dr. Chow obtained his bachelor of medicine and bachelor of surgery from the Chinese University of Hong Kong in 1988, diploma of child health from Royal College of Surgeon in Ireland in 1990 and master of science in corporate governance and directorship from the Hong Kong Baptist University in 2006. Dr. Chow has been engaged in private practice for more than 20 years. He is a member of a number of medical associations. Dr. Chow had been the honorary clinical lecturer/tutor of the University of Hong Kong and The Chinese University of Hong Kong respectively and a member of Medical and Health Services Subcommittee of Shatin District Board. He is also a fellow of the Hong Kong Institute of Directors. Currently, Dr. Chow is the founding honorary consultant of Hong Kong Single Parent Association and the director and chairman of Hang Lam Medical Centre Limited.

Dr. Chow has entered into an appointment letter with the Company for a term of one year commencing from 1 July 2009 to 30 June 2010, which can be terminated by not less than one month’s notice in writing served by either party to the other. As at the Latest Practicable Date, the annual remuneration of Dr. Chow is HK\$140,000 (covered in the appointment letter) which is determined upon negotiation between Dr. Chow and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current position of the Company and the prevailing market condition. Save as disclosed above, Dr. Chow is not entitled to any other remuneration and bonus.

Save as disclosed above, (i) Dr. Chow has not held any other directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) he has not held any other positions in the Company and its subsidiaries; (iii) he does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iv) he does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information relating to the retiring Directors that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

## LETTER FROM THE BOARD

### 6. PROPOSED INCREASE IN AUTHORIZED CAPITAL

As at the Latest Practicable Date, the existing Authorized Capital is HK\$20,000,000 divided into 2,000,000,000 Shares of HK\$0.01 each.

In order to cater for the increase of the Bonus Shares pursuant to the Bonus Issue and to increase the flexibility of issuing further Shares by the Company, the Board proposes to the Shareholders the Increase in Authorised Capital from HK\$20,000,000 (divided into 2,000,000,000 Shares) to HK\$100,000,000 (divided into 10,000,000,000 Shares) by creating an additional 8,000,000,000 Shares.

Such new Shares, upon issue, shall rank pari in all respects with the existing Shares.

Pursuant to Article 13(a) and Article 7 of the Articles of Association, the proposed Increase in Authorized Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM.

Save as the above Bonus Issue and the issue of 9,000,000 new Shares to Town Health International Holdings Company Limited under the general mandate as disclosed in the Company's announcement dated 7 April 2010, the Directors have no present intention to issue any part of the proposed additional share capital.

### 7. PROPOSED BONUS ISSUE

#### **Basis of Bonus Issue**

Reference is made to the Company's announcement dated 30 March 2010. Subject to the conditions as set out under the heading "Conditions of the Bonus Issue" below, the Bonus Issue is proposed to be made on the basis of five (5) Bonus Shares for every one (1) existing Share held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par. On the basis of 238,553,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or purchased before the Record Date, 1,192,765,000 Bonus Shares will be issued under the Bonus Issue, resulting in a total of 1,431,318,000 Shares to be in issue upon the Bonus Issue becoming effective.

#### **Record Date and Closure of Register of Members**

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Excepted Shareholders are further elaborated below under the heading "Overseas Shareholders".

The Register of Members will be closed from Monday, 17 May 2010 to Thursday, 20 May 2010 (both days inclusive) during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue. In order for the holders of the Options to be qualified for the Bonus Issue, they must lodge the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares no later than 4:00 p.m. on Friday, 14 May 2010, in order to be qualified for the Bonus Issue.

## LETTER FROM THE BOARD

Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 May 2010.

On the basis of (i) no further Shares being issued or purchased before the Record Date, a total of 1,192,765,000 Bonus Shares will be issued pursuant to the Bonus Issue; and (ii) assuming all the Options are exercised before the latest lodging time, a total of 1,344,565,000 Bonus Shares will be issued pursuant to the Bonus Issue. Accordingly, the Bonus Shares to be issued pursuant to the Bonus Issue will therefore be not more than 1,344,565,000 Bonus Shares.

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until the Record Date. The Company will make an announcement when the number of Bonus Shares to be issued is determined.

### **Reasons for the Proposed Bonus Issue**

In recognition of the continual support of the Shareholders, the Board decides to propose the Bonus Issue. In addition to that, the Directors believe that the Bonus Issue will enhance the liquidity of the Shares in the market and thereby enlarging the Shareholder and capital base.

### **Overseas Shareholders**

As at the Latest Practicable Date, there was no Shareholder whose address as shown on the Register of Members was outside Hong Kong. However, if at 4:30 p.m. on the Record Date, the Register of Members reveals there are Overseas Shareholders, an enquiry will be made by the Board pursuant Rule 13.36(2)(a) of the Listing Rules. Upon such enquiry, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Excepted Shareholders. In such circumstances, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders to be sold in the market as soon as practicable after dealings commences. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Excepted Shareholders, by ordinary post at their own risk, unless the amount falling to be distributed to any such person less than HK\$100 in which case it will be retained for the benefit of the Company.

### **Status of the Bonus Shares**

The Bonus Shares, upon issue, will rank *pari passu* with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

### **Conditions of the Bonus Issue**

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the AGM;

## LETTER FROM THE BOARD

- (ii) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Companies Law and the Articles of Association to effect the Bonus Issue.

No Shareholders are required to abstain from voting on the relevant resolution to approve the Bonus Issue at the AGM.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Bonus Shares. No part of the securities of the Company is listed or dealt in, nor is listing or permission to deal in the securities of the Company being or proposed to be sought, on any other stock exchange.

Further announcement will be made in relation to the commencement of dealings of Bonus Shares and the change in board lot size.

### **Memorandum and Articles of Association and the Companies Law**

Application has been made by the Company for waiver from strict compliance with Rules 19.10(2) and 19.10(3) of the Listing Rules regarding the requirements on including in this circular summaries of: (a) the provisions of the constitutive documents of the Company in so far as they may affect Shareholders' rights and protections and Directors' power; and (b) the relevant regulatory provisions of the jurisdiction in which the Company is incorporated. Such waiver was granted by the Stock Exchange on 13 April 2010. Nevertheless, copies of the memorandum and the articles of association of the Company and the Companies Law will be available for inspection at the Company's principal place of business in Hong Kong at 10/F., Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong during normal business hours from 22 April 2010 to 20 May 2010 (other than public holidays).

### **Adjustments to the Options**

Implementation of the Bonus Issue will lead to adjustments to the number of Shares to be issued upon exercise of the Options. The Company will notify the respective holders of the Options regarding the adjustments to be made pursuant to the respective terms and conditions of the Options and notify the Shareholders by way of announcements. Such adjustments will be certified by an independent financial adviser or the auditor of the Company (as the case may be). Save for the Options, the Company has no other outstanding options, warrants or convertible securities to subscribe for any Shares.

### **Certificates for Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on or before 25 May 2010 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the Register of Members on the Record Date.



## LETTER FROM THE BOARD

Subject to the granting of listing of, and permission to deal in, the Bonus Shares on the Stock Exchange, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Bonus Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Dealings in the Bonus Shares are expected to commence on 27 May 2010.

### **8. CHANGE IN BOARD LOT SIZE**

Based on the closing price quoted on the Stock Exchange on the Latest Practicable Date of HK\$12.60 per Share, the theoretical ex-entitlement price per Share upon the Bonus Issue becoming effective will be approximately HK\$2.10 per Share. Currently, the Shares are traded in board lots of 1,000 Shares and on this basis, the value of each board lot of Shares upon the Bonus Issue becoming effective would be approximately HK\$2,100.

The Company intends that upon the Bonus Issue becoming effective which is expected to be on 27 May 2010, the board lot size of Shares be changed to 2,000 Shares per board lot, with value of approximately HK\$4,200 per board lot based on the theoretical ex-entitlement price of approximately HK\$2.10 per Share.

The change in board lot size of Shares will not result in any change in the relative rights of the Shareholders. The Directors are of the opinion that the change in board lot size is in the interest of the Company and its Shareholders.

### **9. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 18 to 22 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate, the re-election of retiring Directors, the Increase in Authorised Capital and the Bonus Issue.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the meeting if so wished.

### **10. LISTING RULES REQUIREMENT**

According to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. No Shareholders are required to abstain from voting at the AGM.

## LETTER FROM THE BOARD

### 11. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules or the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

### 12. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate, the re-election of the retiring Directors, the Increase of Authorized Capital and the Bonus Issue are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 18 to 22.

Yours faithfully,  
For and on behalf of the Board  
**Bonjour Holdings Limited**  
**Ip Chun Heng, Wilson**  
*Chairman*



*The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the forthcoming AGM authorising the Repurchase Mandate.*

#### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 238,553,000 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 23,855,300 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company in 2011; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable law of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

#### **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

#### **3. FUNDING OF REPURCHASES**

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands and Hong Kong. The Companies Laws provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Companies Laws, out of capital.

#### **4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL**

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2009, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Share repurchases were to be carried out in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

## 5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

## 7. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, Promised Return Limited, a company owned by Deco City Limited, which in turn owned by DBS Trustee H.K. (Jersey) Limited (a company owned by a discretionary trust which beneficiaries are the family members of Dr. Ip Chun Heng, Wilson and Ms. Chung Pui Wan (the "Ip Family")) beneficially owned 145,872,000 Shares, representing approximately 61.15% of the issued ordinary share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares in accordance with the Repurchase Mandate, the interests of Ip Family in the Company would be increased to approximately 67.94% of the issued share capital of the Company.

The Directors confirm to the best knowledge having made all reasonable enquiries that, if the Repurchase Mandate were exercised in full at any time during the proposed repurchase period, it would not cause the Ip Family, which holds Shares through Promised Return Limited and Deco City Limited to make a mandatory offer under the

Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

#### 8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

#### 9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Months	Per Share	
	Highest HK\$	Lowest HK\$
<b>2009</b>		
April	4.10	3.45
May	4.00	3.26
June	3.85	3.30
July	5.30	3.60
August	5.20	4.60
September	5.80	4.99
October	5.82	5.00
November	6.74	5.49
December	7.91	6.59
<b>2010</b>		
January	8.40	6.78
February	8.01	7.00
March	10.58	7.77
April (up to the Latest Practicable Date)	13.00	9.94

NOTICE OF ANNUAL GENERAL MEETING



**BONJOUR**

**Bonjour Holdings Limited**  
**卓悦控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 653)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Bonjour Holdings Limited (the “Company”) will be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Thursday, 20 May 2010 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended 31 December 2009.
2. To approve a final dividend of HK32.5 cents and a special dividend of HK17.5 cents per ordinary share for the year ended 31 December 2009.
3. To re-elect directors of the Company and to authorize the board of directors of the Company to fix their remuneration.
4. To re-appoint RSM Nelson Wheeler as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

As special business, to consider, and if thought fit, pass the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

5. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

6. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

## NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 6 above shall be added to the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above.”

8. “**THAT** the authorized share capital of the Company be increased from HK\$20,000,000 (divided into 2,000,000,000 ordinary shares (the “Shares”) of HK\$0.01 each) to HK\$100,000,000 (divided into 10,000,000,000 Shares of HK\$0.01 each) by the creation of 8,000,000,000 new Shares of HK\$0.01 each, and that each such new Share, upon issue, shall rank pari passu in all respects with the existing Shares (the “Increase in Authorized Share Capital”) and further that the Directors be and are hereby authorized to do all things and acts and sign all documents which they consider necessary, desirable, or expedient in connection with the implementation of the Increase in Authorized Share Capital.”

9. “**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as hereinafter defined):

- (a) upon the recommendation of the directors of the Company, a sum of HK\$11,927,650 being part of the amount standing to the credit of the share premium account of the Company, or such larger sum as may be necessary to give effect to the bonus issue of shares pursuant to this resolution, be capitalized and accordingly the directors of the Company be and are hereby authorized and directed to apply such sum in paying up in full at par not less than 1,192,765,000 unissued shares (“Bonus

## NOTICE OF ANNUAL GENERAL MEETING

Shares”) of HK\$0.01 each in the capital of the Company, and that such Bonus Shares shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on 20 May 2010 (the “Record Date”) on the basis of five (5) Bonus Shares for every one (1) existing issued share of HK\$0.01 each in the capital of the Company held by them respectively on the Record Date;

- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the memorandum and articles of association of the Company and shall rank *pari passu* in all respects with the shares of HK\$0.01 each in the capital of the Company in issue on the Record Date, except that they will not rank for the bonus issue of shares mentioned in this resolution; and
- (c) the directors of the Company be authorized to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the amount to be capitalized out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

By order of the Board  
**Bonjour Holdings Limited**  
**Ip Chun Heng, Wilson**  
*Chairman*

Hong Kong, 22 April 2010

*Principal Place of Business in Hong Kong:*

10/F., Bonjour Tower  
3 Yuk Yat Street  
Tokwawan, Kowloon  
Hong Kong

*Notes:*

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.

## NOTICE OF ANNUAL GENERAL MEETING

- (2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting of the Company (the "AGM") or any adjournment.
- (3) The register of members of the Company will be closed from Monday, 17 May 2010 to Thursday, 20 May 2010, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the final dividend and special dividend for the year ended 31 December 2009, bonus shares and attending the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 14 May 2010.