

## IMPORTANT

If you are in any doubt about the 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.

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**PROPOSED BONUS ISSUE OF SHARES,  
PROPOSED REFRESHMENT OF GENERAL MANDATE  
TO REPURCHASE SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Friday, 17 September 2010 at 11:00 a.m. is set out on pages 15 to 17 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed. If you do not intend to attend and vote at the extraordinary 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 Shops 1712-1716, 17/F, 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 extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish.

1 September 2010

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## DEFINITIONS

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

“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 one Bonus Share for every one existing Share held;
“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 (2010 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;
“EGM”	the extraordinary general meeting of the Company to be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Friday, 17 September 2010 at 11:00 a.m.;
“Excluded 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

“Existing Repurchase Mandate”	the general and unconditional mandate granted to the Directors, to exercise all powers of the Company as approved by the Shareholders at the annual general meeting of the Company on 20 May 2010, to repurchase up to 24,473,500 Shares, representing 10% of the then issued share capital of the Company;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	26 August 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;
“Notice”	the notice convening the EGM which is set out on pages 15 to 17;
“Option(s)”	share option(s) granted under the share option schemes of the Company adopted by Shareholders on 17 June 2003 and 27 May 2009;
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong;
“Qualifying Shareholders”	holders of Shares, excluding the Excluded Shareholders who are entitled to the Bonus Issue;
“Record Date”	15 September 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 at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Repurchase Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to repurchase issued and fully paid up Shares in the share capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution;
“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.

## EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

2010

Despatch of the circular and notice of the EGM . . . . .	Wednesday, 1 September
Last day of dealings in the Shares on a cum-entitlement basis . . . . .	Friday, 10 September
First day of dealings in the Shares on an ex-entitlement basis . . . . .	Monday, 13 September
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., Tuesday, 14 September
Latest time for lodging transfers of the Shares for registration in order to qualify for the Bonus Issue . . . . .	4:30 p.m., Tuesday, 14 September
Closure of Register of Members . . . . .	Wednesday, 15 September to Friday, 17 September (both days inclusive)
Record Date for determination of entitlement to the Bonus Shares . . . . .	Wednesday, 15 September
Latest date and time to return form of proxy for the EGM . . . . .	11:00 a.m., Wednesday, 15 September
Date and time of the EGM . . . . .	11:00 a.m., Friday, 17 September
Register of Members re-opens . . . . .	Monday, 20 September
Certificates for the Bonus Shares expected to be despatched . . . . .	Tuesday, 28 September
Dealings in Bonus Shares commence . . . . .	Thursday, 30 September

*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

1 September 2010

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

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES,  
PROPOSED REFRESHMENT OF GENERAL MANDATE  
TO REPURCHASE SHARES  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the EGM to be held at 11th Floor, Bonjour Tower, 3 Yuk Yat Street, Tokwawan, Kowloon, Hong Kong on Friday, 17 September 2010 at 11:00 a.m. as set out on pages 15 to 17 of this circular, and with information regarding the ordinary resolutions in respects of (i) issue Bonus Shares and (ii) refresh the Repurchase Mandate, to be proposed at the EGM to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

## 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 refreshment of Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

### 2. PROPOSED BONUS ISSUE

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

Reference is made to the Company's announcement dated 26 August 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 one Bonus Share for every one 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 1,473,824,000 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or purchased before the Record Date, 1,473,824,000 Bonus Shares will be issued under the Bonus Issue, resulting in a total of 2,947,648,000 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 Excluded Shareholders are further elaborated below under the heading "Overseas Shareholders".

The Register of Members will be closed from Wednesday, 15 September 2010 to Friday, 17 September 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 Tuesday, 14 September 2010, in order to be qualified for the Bonus Issue.

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 branch share registrar in Hong Kong, 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 Tuesday, 14 September 2010.

On the basis of (i) no further Shares being issued or purchased before the Record Date, a total of 1,473,824,000 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 155,340,000 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 1,629,164,000 Bonus Shares.



## LETTER FROM THE BOARD

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 Excluded Shareholders. In such circumstances, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excluded Shareholders to be sold in the market as soon as practicable after dealings commence. 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 Excluded 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 the Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the EGM;
- (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 of the Company to effect the Bonus Issue.

## LETTER FROM THE BOARD

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

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.

### **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 Share.

### **Certificates for Bonus Shares**

It is expected that certificates for the Bonus Shares will be posted on 28 September 2010 after all the conditions of the Bonus Issue 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.

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 30 September 2010.

### **3. PROPOSED REFRESHMENT OF REPURCHASE MANDATE**

At the annual general meeting of the Company held on 20 May 2010, the Shareholders approved, among other things, by way of ordinary resolution, the Existing Repurchase Mandate. As at the date of passing such resolution, there were a total of 244,735,000 Shares in issue and thus the Directors were authorized to repurchase 10% thereof, being 24,473,500 Shares under the Existing Repurchase Mandate.

During the period from the grant of the Existing Repurchase Mandate to the Latest Practicable Date, the Existing Repurchase Mandate has been utilized as to 17,386,000 Shares, representing approximately 7.10% of the Existing Repurchase Mandate.

## LETTER FROM THE BOARD

At the EGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules. The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company; or (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 of the Company or any applicable laws of the Cayman Islands; or (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. The validity of the Existing Repurchase Mandate shall not be affected before the Repurchase Mandate has been approved by Shareholders at the EGM.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate which is set out in the Appendix I of this circular.

#### **4. EXTRAORDINARY GENERAL MEETING**

The notice of the EGM is set out on pages 15 to 17 of this circular. At the EGM, ordinary resolutions will be proposed to approve *inter alia*, the Bonus Issue and the refreshment of Repurchase Mandate.

A form of proxy for use at the EGM 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., 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.

#### **5. 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 EGM will be taken by way of poll. No Shareholders are required to abstain from voting at the EGM. Further announcement on the results of the poll vote will be made by the Company after the EGM.

## LETTER FROM THE BOARD

### 6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

### 7. RECOMMENDATION

The Directors consider that the Bonus Issue and the refreshment of the Repurchase Mandate 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 EGM on pages 15 to 17.

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 as required by the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the forthcoming EGM authorising the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 1,473,824,000 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 147,382,400 Shares (being 10% of the Shares in issue) during the period up to (i) the conclusion of the next annual general meeting of the Company; or (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 of the Company or any applicable law of the Cayman Islands; or (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, whichever occurs first.

## **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase 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.

During the period from the grant of the Existing Repurchase Mandate to the Latest Practicable Date, the Existing Repurchase Mandate has been utilized as to 17,386,000 Shares, representing approximately 7.10% of the Existing Repurchase Mandate. The Board therefore proposes to seek Shareholders' approval by way of ordinary resolution to be proposed at the EGM to refresh the Existing Repurchase Mandate by approving the Repurchase Mandate. The Directors believe that of the Repurchase Mandate will give the Company additional flexibility that would be beneficial to the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

Any Shares repurchased 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 Law 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 of the Company 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 of the Company and subject to the provisions of the Companies Law, 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 875,232,000 Shares, representing approximately 59.39% 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 65.98% 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.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of both Existing Repurchase Mandate and Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by the Listing Rules.

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 of less than such prescribed percentage.

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

The Company has repurchased a total of 17,386,000 Shares during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	Number of Shares Repurchased	Repurchase Price per Share	
		Highest HK\$	Lowest HK\$
19/07/2010	9,986,000	2.040	2.000
20/07/2010	7,400,000	2.150	2.090

## 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>		
August	0.8670	0.7670
September	0.9670	0.8320
October	0.9700	0.8330
November	1.1230	0.9150
December	1.3180	1.0980
<b>2010</b>		
January	1.4000	1.1300
February	1.3350	1.1670
March	1.7630	1.2950
April	2.9900	1.6570
May	3.6900	2.3170
June	2.6000	2.1200
July	2.3700	1.9500
August (up to the Latest Practicable Date)	2.6200	2.2500





**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 extraordinary 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 Friday, 17 September 2010 at 11:00 a.m. to consider, and if thought fit, pass the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

1. “**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\$14,738,240 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 1,473,824,000 unissued shares (“**Bonus 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 15 September 2010 (the “**Record Date**”) on the basis of one Bonus Share for every one 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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the directors of the Company be authorised 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.”

2. “THAT,

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase issued shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Company’s shares which are authorized to be purchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing 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 date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (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; or

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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.

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

Hong Kong, 1 September 2010

Principal place of business in Hong Kong:  
10th Floor, Bonjour Tower  
3 Yuk Yat Street  
Tokwawan, Kowloon  
Hong Kong

*Notes:*

- (1) The register of members of the Company will be closed from Wednesday, 15 September 2010 to Friday, 17 September 2010, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the bonus shares and attending the extraordinary general meeting of the Company (the "EGM"), all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Tuesday, 14 September 2010.
- (2) 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.
- (3) 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., 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.
- (4) Completion and return of the form of proxy will not preclude members from attending and voting in person at the EGM or any adjournment.