

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.

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**REFRESHMENT OF THE LIMIT ON GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME
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 Thursday, 16 December 2010 at 11:00 a.m. is set out on pages 6 to 7 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.

29 November 2010

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DEFINITIONS

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

“Board”	the board of Director(s);
“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 Thursday, 16 December 2010 at 11:00 a.m.;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	23 November 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 Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme Mandate Limit”	the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option scheme of the Company, not exceeding 10% of the total number of Shares in issue on the adoption date of the Share Option Scheme;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Share Option Scheme”	the share option scheme conditionally adopted by the Shareholders by way of an ordinary resolution on 27 May 2009;
“Share Option Scheme 2003”	the share option scheme conditionally adopted by the Shareholders by way of an ordinary resolution on 17 June 2003 which was terminated on 27 May 2009;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.



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

29 November 2010

To the Shareholders,

Dear Sir or Madam,

**REFRESHMENT OF THE LIMIT ON GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME
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 Thursday, 16 December 2010 at 11:00 a.m. as set out on pages 6 to 7 of this circular, and with the information regarding the ordinary resolution in respect of the refreshment of the Scheme Mandate Limit, to be proposed at the EGM to enable the Shareholders to make an informed decision on whether to vote for or against the resolution.

LETTER FROM THE BOARD

2. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme. Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the total number of Shares in issue from time to time. No options may be granted under the Share Option Scheme or any other share option schemes of the Company if such grant would result in the above limit being exceeded;
- (ii) no options may be granted under the Share Option Scheme and any other share option schemes of the Company if it results in the Scheme Mandate Limit being exceeded, unless the approval of Shareholders has been obtained. Options lapsed in accordance with the terms of the Share Option Scheme will not be counted for the purpose of calculating the 10% limit; and
- (iii) the Scheme Mandate Limit may be refreshed by Shareholders in general meeting provided that the total number of Shares in respect of which options may be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of Shares in issue as at the date of approval of the “refreshed” Scheme Mandate Limit. Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) will not be counted for the purpose of calculating the Scheme Mandate Limit as “refreshed”.

Based on 225,222,000 Shares in issue as at the date of adoption of the Share Option Scheme, the Scheme Mandate Limit is 22,522,200 Shares. During the period from the date of adoption of the Share Option Scheme to the Latest Practicable Date, the Scheme Mandate Limit has not been refreshed. From the date of adoption of the Share Option Scheme and up to the Latest Practicable Date, a total number of 22,060,000 share options were granted, of which none of the share options were exercised, cancelled or lapsed.

With effect from the bonus issues of Shares of the Company on 25 May 2010 and 28 September 2010, there are 328,080,000 share options in total not yet exercised that representing about 11.13% of the total number of Shares in issue as at the Latest Practicable Date. It comprises 84,720,000 share options remain outstanding of the Share Option Scheme and 243,360,000 share options remain outstanding of the Share Option Scheme 2003.

The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company will have more flexibility to provide incentives or rewards to participants for their contributions to the Group and/or to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

LETTER FROM THE BOARD

If the refreshment of the Scheme Mandate Limit is approved at the EGM based on the 2,948,248,000 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 EGM, the Directors will be able to grant options for up to a total of 294,824,800 Shares under the “refreshed” Scheme Mandate Limit, representing 10% of the total number of Shares in issue as at the date of the EGM. The total number of Shares which may be issued upon exercise of the “refreshed” Scheme Mandate Limit of 294,824,800 Shares together with all outstanding options as at the Latest Practicable Date carrying the right to subscribe 328,080,000 Shares is 622,904,800 Shares, representing about 21.13% of the total number of Shares in issue as at the date of the EGM. Assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the EGM, such percentage falls below the 30% limit as required by Rule 17.03 of the Listing Rules.

The Directors consider that the refreshment of the Scheme Mandate Limit will be for the benefit of the Company and the Shareholders as a whole that it enables the Company to reward and motivate the participants of the Share Option Scheme to contribute to the success of the Group.

The Company had been in compliance with the Rule 17.03(4) of the Listing Rules.

An ordinary resolution, as special business, will be proposed at the EGM to approve the refreshment of the Scheme Mandate Limit. None of the Shareholders are required to abstain from voting at the EGM pursuant to Rule 17.03 of the Listing Rules.

The refreshing of the Scheme Mandate limit is conditional on:

- (a) the passing of the necessary resolution to approve the refreshing of the Scheme Mandate Limit by the Shareholders at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Share (representing a maximum of 10% of the Shares in issue as at the date of refreshing of the Scheme Mandate Limit) which may fall to be issued and allotted pursuant to the exercise of options under the Share Option Scheme.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, any Shares, representing 10% of the total number of Shares in issue as at the date of the EGM approving the “refreshed” Scheme Mandate Limit, to be issued and allotted upon exercise of the options granted under the “refreshed” Scheme Mandate Limit.

3. EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 6 to 7 of this circular. At the EGM, resolution will be proposed to approve the refreshment of the limit on grant of options under the Share Option Scheme.

LETTER FROM THE BOARD

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). 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.

4. 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, the resolution 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.

5. 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.

6. RECOMMENDATION

The Directors consider that the refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolution as set out in the notice of the EGM on pages 6 to 7.

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

NOTICE OF EXTRAORDINARY 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 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 Thursday, 16 December 2010 at 11:00 a.m. to consider, and if thought fit, pass the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.01 each in the share capital of the Company (representing a maximum of 10% of the shares in issue as at the date of the passing of this resolution) to be issued pursuant to the exercise of options which may be granted under the Company’s share option scheme adopted on 27 May 2009 (the “**Scheme**”), the refreshment of the scheme limit on grant of options under the Scheme and any other share option schemes of the Company up to 10% of the shares in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved and any director of the Company be and is hereby authorized to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

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

Hong Kong, 29 November 2010

Principal Place of Business in Hong Kong:
10/F., Bonjour Tower
3 Yuk Yat Street
Tokwawan, Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) The Register of Members of the Company will be closed from Tuesday, 14 December 2010 to Thursday, 16 December 2010, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for attending the Extraordinary General Meeting of the Company on Thursday, 16 December 2010, 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 of 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 13 December 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 of 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 extraordinary general meeting or any adjournment.