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**Bonjour Holdings Limited**

**卓悦控股有限公司**

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

**(Stock Code: 653)**

**ANNOUNCEMENT  
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE,  
RULE 13.09(2)(A) OF THE LISTING RULES AND  
INSIDE INFORMATION PROVISIONS UNDER  
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE  
AND  
RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09(2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) (“**SFO**”).

Reference is made to the announcement of Bonjour Holdings Limited (the “**Company**”) dated 24 January 2020 in respect of the trading halt of the shares of the Company (the “**Shares**”) pending the release by the Company of an announcement relating to inside information of the Company.

## POTENTIAL TRANSACTION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the recent unusual movement in the price and trading volume of the Shares. Having made enquiry with respect to the Company as is reasonable in the circumstances, the Board was informed that Mr. Chen Jianwen, being an executive Director and a substantial shareholder of the Company (the “**Potential Purchaser**”), has been in discussion with Promised Return Limited (“**PRL**”), being a controlling shareholder of the Company, Dr. Ip Chun Heng, Wilson (“**Dr. Ip**”) and Ms. Chung Pui Wan (“**Ms. Chung**”, together with PRL and Dr. Ip, the “**Potential Vendors**”) concerning the possibility of purchasing all or part of their Shares (the “**Potential Transaction**”) involving in aggregate of approximately 40.4% of the total issued Shares as at the date of this announcement. PRL is a limited liability company incorporated in the British Virgin Islands, which is indirectly wholly-owned by Dr. Ip and his spouse Ms. Chung, each an executive Director, in equal shares. The Potential Purchaser currently owns approximately 19.5% of the total issued Shares. The Potential Transaction, if materialised, may lead to a mandatory general offer required to be made by the Potential Purchaser under Rule 26.1 of the Takeovers Code.

The Potential Vendors and the Potential Purchaser have commenced preliminary negotiation. However, the Potential Vendors have not received any commitment from or entered into any agreement or understanding (whether formal or informal) with the Potential Purchaser with respect to the Potential Transaction. The negotiation may or may not lead to an agreement or a transaction.

Save as disclosed above, the Board is not aware of any reasons for the price and trading volume movements of the Shares or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

**Shareholders and potential investors should be aware that there is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. As the Potential Transaction may or may not realise, Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

## **POSSIBLE GENERAL OFFER**

Should the Potential Transaction result in the Potential Purchaser (and parties acting in concert with him) holding in aggregate 30% or more of the issued Shares, the Potential Purchaser (and parties acting in concert with him) would be required to make a mandatory general offer to acquire all the issued Shares (other than those acquired or agreed to be acquired by the Potential Purchaser and parties acting in concert with him) pursuant to Rule 26.1 of the Takeovers Code.

As at the date of this announcement, save for 3,412,565,999 Shares in issue and the 123,992,000 outstanding options granted under the share option scheme of the Company adopted on 27 May 2009, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **DEALING DISCLOSURE**

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 29 January 2020. The respective associates (as defined in the Takeovers Code and including, among others, persons holding 5% or more of any class of relevant securities) of the Company and the Potential Purchaser are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

## **RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES**

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million. This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

## MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the aforesaid discussions will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

## RESUMPTION OF TRADING

At the request of the Company, trading in the Shares had been halted on the Stock Exchange with effect from 9:51 a.m. on Friday, 24 January 2020 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 30 January 2020.

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

Hong Kong, 29 January 2020

*As at the date of this announcement, the Board comprises Dr. Ip Chun Heng, Wilson, Ms. Chung Pui Wan, Mr. Chen Jianwen, Mr. Yip Kwok Li and Mr. Wan Yim Keung, Daniel as executive Directors; Mr. Wong Chi Wai, Dr. Chow Ho Ming and Mr. Lo Hang Fong as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*