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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)

CLARIFICATION ON PROFIT WARNING ANNOUNCEMENT

References are made to:

- (i) the announcement of Bonjour Holdings Limited (the “**Company**”) titled “Profit Warning” dated 16 December 2019 (the “**Profit Warning Announcement**”);
- (ii) the announcement of the Company titled “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” dated 29 January 2020; and
- (iii) the joint announcement of the Company and Mr. Chen Jianwen titled “(1) Acquisition of Sale Shares in Bonjour Holdings Limited; (2) Possible Unconditional Mandatory Cash Offer by BOCOM International Securities Limited on behalf of the Offeror to acquire all the Issued Shares (other than those already owned or agreed to be acquired by the Offeror) and (3) Resumption of Trading” (the “**Rule 3.5 Announcement**”) dated 17 February 2020.

Capitalised terms used herein shall have the same meaning as those defined in the Rule 3.5 Announcement unless otherwise defined.

Shareholders and potential investors of the Company should be fully aware that the Profit Warning Announcement was published by the Company, and the profit warning contained therein (the “**Profit Warning**”) constitutes a profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by the Company’s financial adviser and auditors or accountants in accordance with Rule 10 of the Takeovers Code.

The annual results announcement of the Company for the year ended 31 December 2019 (the “**2019 Results Announcement**”) is expected to be published on 31 March 2020. If the 2019 Results Announcement is published prior to the next document to be sent to the Shareholders, the Profit Warning will no longer be required to be reported on. Otherwise, the Profit Warning will be reported in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the next document to be sent to the Shareholders.

Save for the clarification stated in this announcement, all information in the Profit Warning Announcement remains unchanged.

Shareholders and potential investors of the Company should note that the Profit Warning has not been reported on in accordance with the requirements under Rule 10 of the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Profit Warning in assessing the merits and demerits of the Share Offer.

The Share Offer will only be made if the Completion takes place. Completion is conditional upon the fulfilment or waiver (if applicable) of a number of closing conditions as set out in the sub-section headed “Closing Conditions of the Sale and Purchase Agreement” under the section headed “The Sale and Purchase Agreement” of the Rule 3.5 Announcement. Accordingly, the Share Offer may or may not be made.

Shareholders and potential investors are advised to exercise caution in dealing in the Shares.

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

Hong Kong, 20 February 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.

The English text of this announcement shall prevail over its Chinese text.