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CHEN JIANWEN



Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO 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)

Reference is made to:

- (a) the joint announcement dated 17 February 2020 (the “**Joint Announcement**”) issued by Bonjour Holdings Limited (the “**Company**”) and Mr. Chen Jianwen (the “**Offeror**”) in relation to, among other things, (i) the acquisition of Sale Shares in the Company; and (ii) the 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) of the Company; and
- (b) the announcement dated 3 March 2020 issued by the Company in relation to the appointment of the Independent Financial Adviser.

Unless otherwise stated, terms used herein shall have the same meanings as defined in the Joint Announcement.

DELAY IN DESPATCH OF COMPOSITE DOCUMENT

As set out in the Joint Announcement, the Offeror and the Company intend to combine the offer document and the offeree board circular into a composite document (the “**Composite Document**”). Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days from the date of the Joint Announcement (i.e. on or before 9 March 2020), unless consent is granted by the Executive to extend the deadline for the despatch of the Composite Document.

In light of the following reasons, additional time is required for the preparation of the Composite Document:

- (a) additional time is required for the parties to the Sale and Purchase Agreement to fulfill the condition precedents as contained in the Sale and Purchase Agreement;
- (b) additional time is required to prepare the letter of advice from the Independent Financial Adviser and the letter of recommendation from the Independent Board Committee due to the recent appointment of the Independent Financial Adviser;
- (c) the Company and the Independent Board Committee, after preliminary discussion with the Independent Financial Adviser, are of the view that it is more appropriate for the Independent Board Committee and the Independent Financial Adviser to express their fairness view on the terms of the Share Offer and their recommendation to the Independent Shareholders with reference to and after taking into account the more updated operating performance and financial position of the Group for the year ended 31 December 2019; and
- (d) additional time is required for the Company to prepare the information to be contained in the Composite Document, including but not limited to (i) the statement of the Company’s indebtedness; and (ii) property valuation.

Therefore, an application had been made to seek the Executive’s consent under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document. The Executive has indicated that it is minded to grant consent to extend the time limit for the despatch of the Composite Document to a date falling on or before 17 April 2020.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code.

WARNING: The Share Offer is a possibility only.

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 Joint 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. Shareholders and potential investors are reminded to monitor the announcements to be made by the Company or jointly by the Offeror and the Company in respect of the progress of the Share Offer and are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

CHEN JIANWEN

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

Hong Kong, 9 March 2020

As at the date of this joint 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 (other than those relating to the Offeror) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror in his capacity as the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than that relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors in their capacity as Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

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