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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**

- (1) COMPLETION OF THE SALE AND PURCHASE AGREEMENT;  
AND  
(2) 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)**

**Financial adviser to the Offeror**



**Independent Financial Adviser to the Independent Board Committee**



References are made to:

- (a) the joint announcement dated 17 February 2020 (the “**Rule 3.5 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;
- (b) the announcement dated 3 March 2020 issued by the Company in relation to the appointment of Octal Capital Limited as the independent financial adviser of the Company (the “**Independent Financial Adviser**”); and
- (c) the joint announcement dated 9 March 2020 (the “**Delay in Despatch Announcement**”) issued by the Company and the Offeror in relation to, among other things, the delay in despatch of the composite document (the “**Composite Document**”) in respect of the Share Offer.

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

## **COMPLETION OF THE SALE AND PURCHASE AGREEMENT**

The Offeror and the Company (as informed by the Offeror) are pleased to announce that all closing conditions under the Sale and Purchase Agreement have been fulfilled and Completion took place on 9 April 2020 (after trading hours). Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Offeror acquired a total of 1,378,380,000 Shares at the consideration of HK\$158,000,000, equivalent to approximately HK\$0.1147 per Sale Share (rounded up to 4 decimal places).

Immediately prior to Completion, the Offeror owned 665,100,000 Shares, representing approximately 19.5% of the then total issued share capital of Company.

Immediately after Completion and as at the date of this joint announcement, the Offeror owns 2,043,480,000 Shares, representing approximately 59.9% of the total issued share capital of the Company as at the date of this joint announcement.

## **UNCONDITIONAL MANDATORY CASH OFFER**

Immediately after Completion, the Offeror is required to make an unconditional mandatory general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror pursuant to Rule 26.1 of the Takeovers Code. BOCOM Securities will make the Share Offer on behalf of the Offeror on the terms to be set out in the Composite Document to be issued and in compliance with the Takeovers Code.

## DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document containing, among other things, (i) further details of the Share Offer (including the expected timetable); (ii) a letter from BOCOM Securities; (iii) a letter from the Board; (iv) a recommendation letter from the Independent Board Committee; and (v) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee in respect of the terms of the Share Offer, together with the form of acceptance and transfer of Shares in respect of the Share Offer, is required to be despatched within 21 days of the date of the Rule 3.5 Announcement.

As disclosed in the Delay in Despatch Announcement, upon application by the Offeror and the Company, the Executive indicated that it was minded to grant its consent under Rule 8.2 of the Takeovers Code to extend the deadline for the despatch of the Composite Document to 17 April 2020. The consent was subsequently granted on 11 March 2020. The Composite Document is therefore expected to be despatched to the Independent Shareholders on or before 17 April 2020.

## WARNING

**The Directors make no recommendation as to the fairness or reasonableness of the Share Offer or as to the acceptance of the Share Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Share Offer unless and until they have received and read the Composite Document, including the recommendation letter from the Independent Board Committee and the letter from the Independent Financial Adviser.**

**Shareholders and potential investors of the Company are advised to exercise caution when 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 of the Company 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 April 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) 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 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 (other than 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 English text of this joint announcement shall prevail over its Chinese text.*