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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

**DESPATCH OF THE COMPOSITE OFFER AND RESPONSE
DOCUMENT RELATING TO
THE UNCONDITIONAL MANDATORY CASH OFFER BY
BOCOM INTERNATIONAL SECURITIES LIMITED
ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES IN THE COMPANY
(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 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 (“**BOCOM Securities**”) on behalf of the Offeror to acquire all the issued Shares (other than those already owned or agreed to be acquired by the Offeror);
- (b) the joint announcement dated 9 March 2020 issued by the Company and the Offeror in relation to, among other things, the delay in despatch of the Composite Document;
- (c) the joint announcement dated 9 April 2020 issued by the Company and the Offeror in relation to, among other things, completion of the Sale and Purchase Agreement;
- (d) the Composite Document dated 17 April 2020 jointly issued by the Company and the Offeror in relation to, among other matters, the Share Offer.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) details of the Share Offer (including the expected timetable and terms of the Share Offer); (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, was despatched to the Independent Shareholders on 17 April 2020 in accordance with the Takeovers Code.

EXPECTED TIMETABLE OF THE SHARE OFFER

Set out below is the expected timetable of the Share Offer as extracted from the Composite Document. All the time and date references contained in the Composite Document refer to Hong Kong time and dates.

| Event | Time and Date |
|---|------------------------------------|
| Despatch date of the Composite Document and the accompanying Form of Acceptance and commencement of the Share Offer ^(Note 1) | Friday, 17 April 2020 |
| Share Offer opens for acceptance ^(Note 1) | Friday, 17 April 2020 |
| Latest time and date for acceptance of the Share Offer ^(Note 2) | 4:00 p.m. on Friday, 8 May 2020 |

Closing Date^(Note 2) Friday, 8 May 2020

Announcement of the results of the Share Offer as at
the Closing Date to be posted on the website of
the Stock Exchange^(Note 2) no later than 7:00 p.m. on Friday, 8 May 2020

Latest date for posting of remittances in respect of
valid acceptances received under
the Share Offer^(Notes 2 and 3) Tuesday, 19 May 2020

Notes:

1. The Share Offer, which is unconditional, is made on 17 April 2020, the date of posting of the Composite Document, and is capable of acceptance on and from that date until 4:00 p.m. on the Closing Date, unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. Acceptances of the Share Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “5. Right of withdrawal” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Share Offer must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The latest time and date for acceptance of the Share Offer is 4:00 p.m. on Friday, 8 May 2020 unless the Offeror revises or extends the Share Offer in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror the website of the Stock Exchange by 7:00 p.m. on Friday, 8 May 2020, stating whether the Share Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Share Offer and the announcement does not specify the next closing date, at least 14 days’ notice by way of an announcement will be given before the Share Offer is closed to those Independent Shareholders who have not accepted the Share Offer.

If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Closing Date or the date for posting of remittances and it has (i) not been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the Closing Date will be postponed to 4:00 p.m. on the next business day (as defined under the Takeovers Code) and the date for posting of remittances will be postponed to the next business day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) been cancelled in time for trading on the Stock Exchange to resume in the afternoon, the Closing Date or the date for posting of remittances will be on the same business day.

3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer will be despatched to the Independent Shareholders accepting the Share Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) business days (as defined under the Takeovers Code) following the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance complete and valid) in accordance with the Takeovers Code. Acceptances of the Share Offer shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “5. Right of withdrawal” in Appendix I to the Composite Document.

The expected timetable above is indicative only and may be subject to changes. The Offeror and the Company will jointly notify the Independent Shareholders by way of announcement(s) in the event of any change to the expected timetable as and when appropriate.

WARNING

The Share Offer is unconditional in all aspects. Independent Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser before deciding whether or not to accept the Share Offer.

Shareholders and potential investors of the Company 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. Persons who are in doubt as to the action to be taken should consult their professional advisers.

The Offeror and the Company remind their respective associates of the dealing restrictions under the Takeovers Code and to disclose their permitted dealings, if any, in any securities of the Company.

CHEN JIANWEN

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

Hong Kong, 17 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.