

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of Bonjour Holdings Limited, nor is it a solicitation of any vote or approval in any jurisdiction. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

CHEN JIANWEN


BONJOUR
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) CLOSE OF 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); AND
(2) RESULTS OF THE SHARE OFFER**

Financial adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



Reference is made to the composite offer and response document dated 17 April 2020 (the “**Composite Document**”) jointly issued by Mr. Chen Jianwen (the “**Offeror**”) and Bonjour Holdings Limited (the “**Company**”) in relation to the Share Offer. Unless otherwise defined, capitalised terms defined in the Composite Document shall have the same meaning when used in this joint announcement.

CLOSE OF THE SHARE OFFER

The Offeror and the Company jointly announce that the Share Offer was closed at 4:00 p.m. on Friday, 8 May 2020 and was not revised or extended.

RESULTS OF THE SHARE OFFER

As at 4:00 p.m. on Friday, 8 May 2020, being the latest time and date for acceptance of the Share Offer as set out in the Composite Document, the Offeror had received valid acceptances in respect of a total of 180,411,868 Offer Shares under the Share Offer, representing approximately 5.3% of the entire issued share capital of the Company as at the date of this joint announcement.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period and Completion, (i) the Offeror was interested in 665,100,000 Shares, representing approximately 19.5% of the then issued share capital of the Company; and (ii) the Offeror and the Concert Parties were in aggregate interested in 2,108,694,000 Shares, representing approximately 61.8% of the then issued share capital of the Company.

Immediately before Completion, there were 61,996,000 outstanding Options granted to Dr. Ip (the “**Ip Options**”) and 61,996,000 outstanding Options granted to Ms. Chung (the “**Chung Options**”), respectively, by the Company pursuant to the Share Option Scheme. Pursuant to the Sale and Purchase Agreement and upon Completion, the Ip Options and the Chung Options were surrendered and cancelled in consideration of HK\$0.00001 per Option paid by the Offeror to Dr. Ip and Ms. Chung, respectively.

Immediately after Completion and prior to the making of the Share Offer, (i) the Offeror was interested in 2,043,480,000 Shares, representing approximately 59.9% of the then issued share capital of the Company; and (ii) the Offeror and the Concert Parties were in aggregate interested in 2,108,694,000 Shares, representing approximately 61.8% of the then issued share capital of the Company.

Immediately after the close of the Share Offer, taking into account the valid acceptances in respect of 180,411,868 Offer Shares under the Share Offer, the Offeror and the Concert Parties were interested in an aggregate of 2,289,105,868 Shares, representing approximately 67.1% of the entire issued share capital of the Company as at the date of this joint announcement.

Save as aforesaid, none of the Offeror or any of the Concert Parties (i) held, controlled or directed any Shares or rights over the Shares immediately before the commencement of the Offer Period; or (ii) acquired or agreed to acquire any Shares or other securities of the Company or rights over the Shares during the Offer Period. The Offeror and the Concert Parties had not borrowed or lent any Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately after Completion and prior to the making of the Share Offer; and (ii) immediately after the close of the Share Offer and as at the date of this joint announcement:

	Immediately after Completion and prior to the making of the Share Offer		Immediately after the close of the Share Offer and as at the date of this joint announcement	
	No. of Shares	Approximate %	No. of Shares	Approximate %
The Offeror and the Concert Parties				
The Offeror	2,043,480,000	59.9	2,223,891,868	65.2
Concert Parties				
Mr. Wan <i>(Note 1)</i>	7,300,000	0.2	7,300,000	0.2
Mr. Yip <i>(Notes 1 and 4)</i>	2,114,000	0.1	2,114,000	0.1
The Vendors:				
– Dr. Ip <i>(Notes 1 and 2)</i>	3,000,000	0.1	3,000,000	0.1
– Ms. Chung <i>(Notes 1 and 2)</i>	52,800,000	1.5	52,800,000	1.5
– Dr. Ip and Ms. Chung (in joint names)	–	–	–	–
– PRL <i>(Notes 1 and 3)</i>	–	–	–	–
Sub-total				
– the Offeror and the Concert Parties	2,108,694,000	61.8	2,289,105,868	67.1
Public Shareholders	1,303,871,999	38.2	1,123,460,131	32.9
Total:	<u>3,412,565,999</u>	<u>100.0</u>	<u>3,412,565,999</u>	<u>100.0</u>

Notes

- Pursuant to class (6) of the definition of the “acting in concert” under the Takeovers Code, directors of a company (together with their close relatives, related trusts and companies controlled by such directors, close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a bona fide offer for their company may be imminent are presumed to be acting in concert with others in the same class unless the contrary is established. Given Mr. Wan, Dr. Ip, Ms. Chung, PRL and Mr. Yip are all Directors and thus they are presumed to be parties acting in concert with the Offeror under this class.
- Dr. Ip and Ms. Chung are spouses to each other.
- PRL is wholly-owned by Deco City Limited which in turn is wholly-owned by Dr. Ip and Ms. Chung jointly.
- Mr. Yip is the brother of Dr. Ip.
- Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

SETTLEMENT OF THE SHARE OFFER

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 have been or will be (as the case may be) despatched to the relevant 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.

The latest date of posting of remittances in respect of valid acceptances received under the Share Offer is Tuesday, 19 May 2020.

PUBLIC FLOAT

Immediately after the close of the Share Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, 1,123,460,131 Shares, representing approximately 32.9% of the entire issued share capital of the Company, are held by the public (as defined in the Listing Rules). Accordingly, the Company satisfies the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

CHEN JIANWEN

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

Hong Kong, 8 May 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.