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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bonjour Holdings Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company (the “**AGM**”) to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 21 May 2021 at 11:30 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the AGM is enclosed. If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. 11:30 a.m. on Wednesday, 19 May 2021 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. General Mandate to Repurchase Shares	4
3. General Mandate to Issue Shares	4
4. Extension of General Mandate to Issue Shares	5
5. Re-election of Retiring Directors	5
6. Annual General Meeting	12
7. Listing Rules Requirement	13
8. Recommendation	13
Appendix I – Explanatory Statement of the Share Repurchase Mandate	14
Notice of Annual General Meeting	17

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

“AGM”	the annual general meeting of the Company to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 21 May 2021 at 11:30 a.m.;
“Articles of Association”	the existing articles of association of the Company as amended from time to time;
“Authorised Capital”	the authorised share capital of the Company;
“Board”	the board of Director(s);
“Chairman”	the chairman of the Board;
“Companies Law”	the Companies Law (2009 Revision) of the Cayman Islands, as amended from time to time;
“Company”	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange;
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the issued Shares as at the date of passing of the resolution for approving the issue mandate;
“Latest Practicable Date”	9 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;

DEFINITIONS

“Repurchase Mandate”	the proposed repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued Shares as at the date of passing of the resolution for approving the repurchase mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



BONJOUR

Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

Executive Directors:

Mr. Chen Jianwen (*Chairman*)
Mr. Ip Chun Heng, Wilson (*Vice-chairman*)
Mr. Wan Yim Keung, Daniel (*Vice-chairman*)
Ms. Chung Pui Wan
Mr. Kwan Tat Cheong
Ms. Chiu Lai Kuen, Susanna

Independent Non-executive Directors:

Mr. Lee Kwun Kwan
Mr. Kwok Chi Shing
Mr. Yan Sherman Chuek-ning

Registered Office:

Windward 3
Regatta Office Park
P. O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

Principal Place of Business in Hong Kong:

12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

20 April 2021

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES,
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to approve (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of the retiring Directors; and to give you notice of the AGM.

An explanatory statement containing all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 22 May 2020, an ordinary resolution was passed by the Shareholders to grant the existing repurchase mandate to the Directors.

The existing repurchase mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the issued shares of the Company at the date of passing of such resolution. Based on 3,412,565,999 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to repurchase up to a total of 341,256,599 Shares if the fresh Repurchase Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 22 May 2020, an ordinary resolution was passed by the Shareholders to grant the existing issue mandate to the Directors.

The existing issue mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the Articles of Association, additional Shares with an amount not exceeding 20% of the issued shares of the Company at the date of passing of such resolution. Based on 3,412,565,999 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 682,513,199 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the issued shares of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed the amount of shares of the Company purchased pursuant to the Repurchase Mandate on the date of passing the resolution for approving the Issue Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

In relation to ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Chen Jianwen and Mr. Wan Yim Keung, Daniel shall retire as the Directors by rotation at the AGM pursuant to article 108 of the Articles of Association, and, being eligible, will offer themselves for re-election. Mr. Kwan Tat Cheong, Ms. Chiu Lai Kuen, Susanna, Mr. Lee Kwun Kwan, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning shall hold office only until the AGM in accordance with article 112 of the Articles of Association, and, being eligible, will offer themselves for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

- (a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and
- (b) assessing the independence of the independent non-executive Directors, being Mr. Lee Kwun Kwan, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning, and considered whether they remained independent and suitable to continue to act in such roles.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

- (a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and
- (b) based on the information available to the Nomination Committee and the annual written independence confirmation received from the independent non-executive Directors, the Nomination Committee was satisfied that Mr. Lee Kwun Kwan, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning
 - i. fulfills the requirements of an independent non-executive Director as stipulated under Rule 3.13 of the Listing Rules; and
 - ii. are the persons of integrity and independent in character and judgement.

LETTER FROM THE BOARD

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Chen Jianwen, Mr. Wan Yim Keung, Daniel, Mr. Kwan Tat Cheong and Ms. Chiu Lai Kuen, Susanna as the executive Directors and Mr. Lee Kwun Kwan, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning as the independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM.

Particulars relating to each of Mr. Chen Jianwen, Mr. Wan Yim Keung, Daniel, Mr. Kwan Tat Cheong, Ms. Chiu Lai Kuen, Susanna, Mr. Lee Kwun Kwan, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning are set out below for the Shareholders' consideration.

Mr. Chen Jianwen (“Mr. Chen”), aged 58, is the Chairman and an executive Director. Mr. Chen was appointed as an executive Director on January 2016. He is also a director of a number of subsidiaries of the Company. Mr. Chen is a seasoned merchant in various businesses and is mainly responsible for the business development of the Company. He is currently the chairman of Haifu International Finance Holding Group Ltd (“**Haifu**”) and has diverse investments in Mainland China including commercial real estate, natural resources and manufacturing businesses. He is also a justice of the peace of Hong Kong, a member of the Election Committee of Hong Kong, a convenor of Inner Mongolia Autonomous Regional Committee (Hong Kong Region) of the Chinese People's Political Consultative Conference, the honorary president of Hong Kong Shine Tak Foundation, the honorary manager of Nan Tien Institute (Australia) and the founding vice-chairman of Chinese Academy of Governance (HK) Industrial and Commercial Professionals Alumni Association.

In addition, Mr. Chen has interested in 2,223,891,868 Shares within the meaning of Part XV of the SFO, which is equivalent to approximately 65.16% of the total issued Shares.

There is a service contract between Mr. Chen and the Company for an initial term of two years commencing from April 2020 and will continue thereafter until terminated by either party giving not less than 30 days' notice in writing. The annual basic salary of Mr. Chen is HK\$3,600,000, which was determined upon negotiation between Mr. Chen and the Company at arm's length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company's business as well as the current position of the Company and the prevailing market condition. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Having considered the abovementioned, the remuneration arrangement of Mr. Chen was determined by the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Chen that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Wan Yim Keung, Daniel (“Mr. Wan”), aged 62, is the vice-Chairman and an executive Director. He is also a member of the remuneration committee and Nomination Committee of the Company. He is also a director of a number of subsidiaries of the Company. Mr. Wan is mainly responsible for the business development of the Company. Mr. Wan was appointed as an executive Director in March 2016. Mr. Wan obtained his bachelor’s degree in business administration from The Chinese University of Hong Kong and his master’s degree in business administration from the University of Wales. Mr. Wan is a Certified Public Accountant in Hong Kong, a fellow member of The Association of Chartered Certified Accountants and also a fellow member of the Institute of Chartered Accountants in England and Wales. Mr. Wan has extensive experience in the financial industry with over 25 years in senior management position. Since June 2019, Mr. Wan has been appointed as an independent non-executive director of China Suntien Green Energy Corporation Limited (currently its shares are listed on the Main Board of the Stock Exchange (stock code: 0956)). He is currently the chief executive officer of Haifu. Prior to joining Haifu, he was the managing director and chief financial officer of Shui On Land Ltd. and the general manager and group chief executive officer of The Bank of East Asia, Ltd. Both companies are listed on the Main Board of the Stock Exchange.

In addition, Mr. Wan has interested in 7,300,000 Shares within the meaning of Part XV of the SFO, which is equivalent to approximately 0.21% of the total issued Shares.

There is a service contract between Mr. Wan and the Company for an initial term of two years commencing from April 2020 and will continue thereafter until terminated by either party giving not less than 30 days’ notice in writing. The annual basic salary of Mr. Wan is HK\$3,600,000, which was determined upon negotiation between Mr. Wan and the Company at arm’s length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current position of the Company and the prevailing market condition. He is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Having considered the abovementioned, the remuneration arrangement of Mr. Wan was determined by the remuneration committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wan (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Wan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Kwan Tat Cheong (“Mr. Kwan”), aged 62, is an executive Director. He is also a director of a number of subsidiaries of the Company.

Mr. Kwan obtained a Master of Business Administration in the School of Business and Technology of Webster University in 1999.

Mr. Kwan worked in the Bank of East Asia, Limited from May 1978 to October 2019. During Mr. Kwan’s many years of service with Bank of East Asia, Limited, he had been appointed as the General Manager of Shenzhen, Shanghai and Guangzhou branches, Deputy Chief Executive, Executive Director & Chief Executive, and Senior Advisor of the Bank of East Asia (China) Limited.

Mr. Kwan was appointed, from January 2013 to December 2017, as a member of the Twelfth Shanghai Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議上海市第十二屆委員會).

Mr. Kwan has also been appointed, since September 2019, as the International Senior Economic Consultant of the People’s Government, Shaanxi Province of the People’s Republic of China, and the Vice-President of the Hong Kong Real Property Federation, since December 2015, as the director of China Shanghai Chinese Overseas Friendship Association, and since August 2018, as the Deputy Directorate General of Greater China Financial Professionals Association, the Fourth Directorate General of Greater China Financial Professionals Association since December 2020 with a term from 2021 to 2023, and an independent director of Lijia Power Technology (Shenzhen) Co., Ltd (力佳電源科技(深圳)股份有限公司), the shares of which are listed on Shenzhen NEEQ (stock code: 835237.SZ) since December 2020. Mr. Kwan also was the director of the Sixth Shanghai Soong Ching Ling Foundation.

Mr. Kwan is currently the director of the Sixth Shanghai Soong Ching Ling Foundation Committee (上海宋慶齡基金會第六屆理事會) and the advisor of Spring Up Foundation Limited, which is a non-governmental organization providing social services in Hong Kong.

Mr. Kwan has entered into a service agreement with the Company with no specific term commencing from 7 August 2020. Mr. Kwan is entitled to receive a director’s fee of HK\$1,200,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Kwan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwan (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Kwan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Ms. Chiu Lai Kuen, Susanna (“Ms. Chiu”), aged 61, is an executive Director. Ms. Chiu has extensive experience in accounting, business management and operations. She is currently the chief operating officer of the Company. Ms. Chiu graduated with a bachelor’s degree with first class honours in economics from the University of Sheffield in the United Kingdom and obtained an executive master of business administration degree from The Chinese University of Hong Kong. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of the Institute of Chartered Accountants of England and Wales, a certified information systems auditor and a member of the Chinese Institute of the Certified Public Accountants. She was the president of the Information Systems Audit and Control Association (China Hong Kong Chapter) from 2001 to 2006, and the president of the Hong Kong Institute of Certified Public Accountants in 2013.

Ms. Chiu is currently an independent non-executive director for a number of Hong Kong listed companies on the Main Board, namely Kato (Hong Kong) Holdings Limited (嘉濤(香港)控股有限公司) (stock code: 2189), Huijing Holdings Company Limited (匯景控股有限公司) (stock code: 9968) and Huali University Group Limited (華立大學集團有限公司) (stock code: 1756). Ms. Chiu is an independent non-executive director of Nanyang Commercial Bank Limited (南洋商業銀行有限公司) and an independent non-executive director of Songz Automobile Air Conditioning Co. Ltd. (上海加冷松芝汽車空調股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 002454). From 2006 to 2019, she served as a senior vice president, Group Chief Representative (Eastern China) and consultant in various member companies of the Li & Fung Group, which principally engages in trading, distribution, logistics and retailing businesses.

Ms. Chiu is currently a member of the Chinese People’s political Consultative Conference of Shanghai, the treasurer of the Education University of Hong Kong, and a member of the Women’s Commission. She was also a member of the Equal Opportunities Commission from 2009 to 2017, and a member of the Energy Advisory Committee from 2014 to 2018.

In 2017 and 2018 respectively, Ms. Chiu was appointed as a Justice of the Peace and a New Territories Justice of the Peace by the Government of the Hong Kong Special Administrative Region (the “**Hong Kong Government**”). Ms. Chiu was also awarded the Medal of Honor by the Hong Kong Government in 2013. Further, Ms. Chiu was awarded the Outstanding Women Business Leader Award by the Hong Kong Commercial Daily in 2017, the Outstanding Women Professionals Award by the Hong Kong Women Professionals & Entrepreneurs Association in 2014 and the Professor Robert Boucher Distinguished Alumni Award by the University of Sheffield in 2014.

Ms. Chiu has entered into a service agreement with the Company for a term of three years commencing from 31 December 2020 and will be renewed unless and until terminated by either party serving not less than 30 days’ written notice. Ms. Chiu is entitled to receive a director’s fee of HK\$1,200,000 per annum as remuneration for her directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and is subject to review by the remuneration committee of the Company from time to time. Ms. Chiu is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

LETTER FROM THE BOARD

Save as disclosed above, as at the Latest Practicable Date, Ms. Chiu (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Ms. Chiu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Lee Kwun Kwan (“Mr. Lee”), aged 58, is an independent non-executive Director. He is also the chairman of the remuneration committee of the Company and a member of the audit committee of the Company.

Mr. Lee obtained a Bachelor of Arts degree in the University of Hong Kong in 1986 and Master of Business Administration degree in Lingnan University in 2003.

Mr. Lee is a veteran in the insurance industry of Hong Kong. Mr. Lee had been appointed, from July 2005 to December 2006, as the President of the General Agents and Managers Association of Hong Kong Limited, from April 2007 to March 2011, as the member of Insurance Training Board of Vocational Training Council, from 2011 to 2014, as the Founder and First Convener for the Insurance and Financial Practitioners Alliance, from October 2012 to September 2016, as the member for the Insurance Advisory Committee in the Financial Services and the Treasury Bureau of the Hong Kong Government, and from 2014 to 2019, as the vice president of The Life Underwriters Association of Hong Kong Limited.

Mr. Lee has been appointed, since 2007, as the Committee Member of Insurance Management Committee of The Hong Kong Management Association, since 2011, as the President of the International Asset Planner Association, since September 2014, as the Vice President of Asset Management Committee, CEPA Business Opportunities Development Alliance, and since August 2019, as the Deputy Convener in the Insurance Industry Regulatory & Development Concern Group.

Mr. Lee is currently the founding member and director of the Chinese Academy of Governance (Hong Kong) Industrial and Commercial Professionals Alumni Association Limited and the Life Member of The Life Underwriters Association of Hong Kong Limited.

Mr. Lee has entered into a service agreement with the Company for a term of one year commencing from 31 August 2020 and will be renewed unless and until terminated by either party serving not less than 30 days’ written notice. Mr. Lee is entitled to receive a director’s fee of HK\$198,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Lee is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

There is no other information relating to Mr. Lee that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Kwok Chi Shing (“Mr. Kwok”), aged 59, is an independent non-executive Director. He is also the chairman of the audit committee and a member of the remuneration committee and the Nomination Committee of the Company. He is currently a certified public accountant in Hong Kong. Mr. Kwok obtained a degree of Master of Arts in Economics with Accountancy from The University of Aberdeen in U.K. in July 1986. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since January 1991 and a member of the Institute of Chartered Accountants of Scotland since November 1989.

Mr. Kwok is currently an independent non-executive director for a number of Hong Kong listed companies including, Speed Apparel Holding Limited (尚捷集團控股有限公司), the shares of which are listed on the Main Board (stock code: 3860); DTXS Silk Road Investment Holdings Company Limited (大唐西市絲路投資有限公司), the shares of which are listed on the Main Board (stock code: 620); Hang Chi Holdings Limited (恒智控股有限公司), the shares of which are listed on GEM (stock code: 8405) and Quantum Hi-Tech (China) Biotechnology Co., Ltd (量子高科(中國)生物股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300149). Mr. Kwok was an independent non-executive director of Huakang Biomedical Holdings Company Limited (華康生物醫學控股有限公司), the shares of which are listed on GEM (stock code: 8622), up to his resignation in September 2020 and Grand Ocean Advanced Resources Company Limited (弘海高新資源有限公司) (formerly known as DeTeam Company Limited and Angels Technology Company Limited), a company whose shares were listed on GEM until 19 June 2009 (stock code: 8112), and whose listing was transferred to the Main Board thereafter (stock code: 65), up to his resignation in September 2020. He was also an independent non-executive director of Cityneon Holdings Limited, which was listed on the Singapore Exchange Limited until its withdrawal from listing effective on 1 February 2019, up to his resignation in March 2019.

Mr. Kwok has entered into a service agreement with the Company for a term of one year commencing from 21 September 2020 and will be renewed unless and until terminated by either party serving not less than 30 days’ written notice. Mr. Kwok is entitled to receive a director’s fee of HK\$208,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Kwok is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwok (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Kwok that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Yan Sherman Chuek-ning (“Mr. Yan”), aged 58, is an independent non-executive Director. He is also the chairman of the Nomination Committee and a member of the audit committee of the Company. He is currently a practicing solicitor and a Notary Public in Hong Kong. He is also the Managing Partner of ONC Lawyers. Mr. Yan was also admitted as a solicitor in England and Wales. Mr. Yan graduated from the University of London with a bachelor’s degree in laws and the University of Southampton with a master’s degree in laws.

Mr. Yan has entered into a service agreement with the Company for a term of one year commencing from 15 September 2020 and will be renewed unless and until terminated by either party serving not less than 30 days’ written notice. Mr. Yan is entitled to receive a director’s fee of HK\$198,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company’s remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Yan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yan (i) has not held any directorship in other listed companies in the past three years; (ii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iii) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Yan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

6. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 17 to 20 of this circular. At the AGM, resolutions will be proposed to approve, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of the retiring Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the AGM (i.e. 11:30 a.m. on Wednesday, 19 May 2021 (Hong Kong Time)) or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM if so wished.

LETTER FROM THE BOARD

7. LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hand. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. No Shareholders are required to abstain from voting at the AGM.

8. RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate to the Directors and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the notice of the AGM.

Yours faithfully,
For and on behalf of the Board
Bonjour Holdings Limited
Chen Jianwen
Chairman and Executive Director

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 3,412,565,999 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 341,256,599 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company in 2022; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and Hong Kong. The Companies Laws provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Companies Laws, out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2020, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Share repurchases were to be carried out in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles of Association.

7. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, 2,223,891,868 Shares are held by Mr. Chen Jianwen, which is approximately 65.16% of the issued Shares.

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the Repurchase Mandate, the interests of Mr. Chen Jianwen in the Company would be increased to approximately 72.41% of the issued Shares. Such an increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued shares of the Company.

8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Months	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2020		
April	0.116	0.112
May	0.115	0.094
June	0.120	0.106
July	0.168	0.111
August	0.150	0.121
September	0.280	0.128
October	0.176	0.150
November	0.169	0.140
December	0.151	0.118
2021		
January	0.155	0.126
February	0.240	0.128
March	0.230	0.170
April (up to the Latest Practicable Date)	0.195	0.190

NOTICE OF ANNUAL GENERAL MEETING



BONJOUR

Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

NOTICE IS HEREBY GIVEN that the annual general meeting of Bonjour Holdings Limited (the “**Company**”) will be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 21 May 2021 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the year ended 31 December 2020.
2. To re-elect the retiring directors of the Company and to authorize the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To re-appoint RSM Hong Kong as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

As special business, to consider, and if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) on next page, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate amount of shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association from time to time shall not exceed 20% of the amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

5. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolutions nos. 4 and 5 above being passed, the total amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate amount of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 4 above.”

By order of the Board
Bonjour Holdings Limited
Chen Jianwen
Chairman and Executive Director

Hong Kong, 20 April 2021

Principal Place of Business in Hong Kong:
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. 11:30 a.m. on Wednesday, 19 May 2021 (Hong Kong Time)) or adjourned meeting.
- (2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting of the Company or any adjournment.
- (3) The Register of Members will be closed from 17 May 2021 to 21 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the forthcoming annual general meeting of the Company, all transfer of shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on 14 May 2021.
- (4) If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 8:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://corp.bonjourhk.com> and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.