
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Bonjour Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



**(1) PROPOSED REMOVAL OF EXECUTIVE DIRECTORS;
(2) CLOSURE OF REGISTER OF MEMBERS; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A letter from the Board is set out from pages 2 to 4 of this circular.

A notice convening the EGM to be held at 11:00 a.m. on Tuesday, 29 June 2021 at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong is set out on pages 5 and 6 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Sunday, 27 June 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 EGM or any adjournment thereof should you so wish.

8 June 2021

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DEFINITIONS

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

“Articles”	the existing articles of association of the Company as amended from time to time
“Board”	the board of Director(s)
“Company”	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Proposed Removal
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Mr. Ip”	Mr. Ip Chun Heng, Wilson, an executive Director of the Company
“Ms. Chung”	Ms. Chung Pui Wan, an executive Director of the Company
“Proposed Removal”	the proposed removal of Ms. Chung and Mr. Ip from the office as executive directors of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company

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

Registered Office

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

Independent Non-executive Directors:

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

Head office and principal place of business:

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

8 June 2021

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSED REMOVAL OF EXECUTIVE DIRECTORS;
(2) CLOSURE OF REGISTER OF MEMBERS; AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 4 June 2021.

The purpose of this circular is to provide you with information regarding the Proposed Removal and to give you the notice of the EGM.

LETTER FROM THE BOARD

PROPOSED REMOVAL OF DIRECTORS

At a Board meeting held on 4 June 2021, the Board resolved to convene the EGM for the purpose of considering and approving the Proposed Removal in accordance with its Articles.

Reason for Proposed Removal

Reference is made to the announcement dated 1 June 2021 in relation to a writ of summons issued by Ms. Chung, as co-plaintiff, against Bonjour Cosmetic Wholesale Center Limited, an indirect wholly-owned subsidiary of the Company, as the defendant, for the sum of HK\$44,300,000.00. Ms. Chung is an executive Director of the Company. Mr. Ip is the spouse of Ms. Chung and is also an executive Director of the Company.

In light of the material conflict between Ms. Chung and Mr. Ip and the Company, the Board (save and except for Ms. Chung and Mr. Ip) resolved to convene an EGM of the Company for the purpose of considering the Proposed Removal pursuant to article 114 of the Company's Articles.

Applicable laws and removal procedures

Pursuant to article 114 of the Articles, the Company may by ordinary resolution to remove any director before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such director (but without prejudice to any claim which such director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead.

THE EGM

The EGM will be convened and held to consider and, if thought fit, approve the Proposed Removal.

A notice convening the EGM to be held at 11:00 a.m. on 29 June 2021 at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong is set out on pages 5 and 6 of this circular. Pursuant to Rule 13.39 (4) of the Listing Rules, voting at the EGM will be conducted by way of poll. The Chairman of the EGM will therefore demand a poll on the resolutions put forward at the EGM pursuant to the Articles of the Company. An announcement on the poll results of the EGM will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://corp.bonjourhk.com>) after the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Sunday, 27 June 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 EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 24 June 2021 to 29 June 2021, both days inclusive, for the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM or any adjournment thereof. During this period, no transfers of Shares will be registered. In order to qualify for attending and voting at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on 23 June 2021.

RECOMMENDATION

The Board considers the Proposed Removal to be in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM.

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

NOTICE OF EGM



BONJOUR

Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Bonjour Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on 29 June 2021 at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong for the purposes of considering and, if though fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

“**THAT:**

1. Ms. Chung Pui Wan be and is hereby removed as an executive director of the Company with effect from the date of this resolution; and
2. Mr. Ip Chun Heng, Wilson be and is hereby removed as an executive director of the Company with effect from the date of this resolution.”

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

Hong Kong, 7 June 2021

NOTICE OF EGM

Note:

1. The register of members of the Company will be closed from 24 June 2021 to 29 June 2021, both dates inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office 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 23 June 2021.
2. Any member of the Company ("**Shareholder**") entitled to attend and vote at the EGM is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
3. In order to be valid, the form of proxy must be deposited at the Company's branch share registrar and transfer office 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 under which it is signed or a notarially certified copy of that power of attorney (whichever being applicable) not less than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Sunday, 27 June 2021 (Hong Kong Time)) or any adjournment thereof.
4. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if the Shareholder so desires and, in such event, the instrument appointing a proxy shall be deemed to have been revoked.
5. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto but, if more than one of such holders be present at the EGM personally or by proxy, the holder so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. If Typhoon Signal No. 8 or above, or a "black" rain storm warning is in effect any time after 7:00 a.m. on the date of the EGM, 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 website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. Voting of the resolutions as set out in this notice will be by poll.

As at the date of this announcement, the Board comprised Mr. Chen Jianwen, Mr. Ip Chun Heng, Wilson, Mr. Wan Yim Keung, Daniel, Ms. Chung Pui Wan, Mr. Kwan Tat Cheong and Ms. Chiu Lai Kuen, Susanna as executive Directors; Mr. Kwok Chi Shing, Mr. Lee Kwun Kwan and Mr. Yan Sherman Chuek-ning as independent non-executive Directors.