

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*



## **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 (the “EGM”) of Bonjour Holdings Limited (the “**Company**”) will be held at 11:30 a.m. on Monday, 27 June 2022 at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company.

### **ORDINARY RESOLUTIONS**

1. **“THAT**

- (a) the terms of and the transactions contemplated under the sale and purchase agreement entered into between the Company and CR Business Innovation Investment Fund L.P. (the “**Fund**”) on 28 March 2022 (the “**Sale and Purchase Agreement**”) in relation to the disposal of the entire issued share capital of Apex Centric Investment Limited (the “**Target Company**”) wholly and beneficially owned by the Company (the “**Sale Share**”) from the Company to the Fund (the “**Disposal**”) (a copy of which has been produced to the EGM and marked “A” initialled by the chairman of the EGM for the purpose of identification), pursuant to which the Company agreed to sell and the Fund agreed to purchase the Sale Share at an aggregate consideration of HK\$900,000,000, be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company (“**Director**”) be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder.”

2. **“THAT**

- (a) the terms of and the transactions contemplated under the subscription agreement dated 28 March 2022 (the **“Subscription Agreement”**) entered into between CR Business Innovation Investment GP Company Limited (**“General Partner”**), Bonjour Investment Management Limited (**“Bonjour Investment”**), CR Capital Investment (Cayman) Limited (**“CRCI”**) and Ogier Global Subscriber (Cayman) Limited (together with Bonjour Investment and CRCI, the **“Limited Partners”**) in relation to the Fund (a copy of which has been produced to the EGM and marked “B” initialled by the chairman of the EGM for the purpose of identification) and the limited partnership agreement dated 28 March 2022 (the **“Limited Partnership Agreement”**) entered into between the General Partner and the Limited Partners in relation to the Fund (a copy of which has been produced to the EGM and marked “C” initialled by the chairman of the EGM for the purpose of identification), be and are hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Subscription Agreement, the Limited Partnership Agreement and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the instrument to be executed by the Company by way of a deed poll (the **“Warrant Instrument”**) constituting the 581,578,947 unlisted warrants (the **“Warrants”**) conferring rights to Karfond Limited to subscribe for 581,578,947 new shares of the Company (the **“Warrant Shares”**, and each a **“Warrant Share”**) at the exercise price of HK\$0.19 per Warrant Share (subject to adjustment events set out in and in accordance with the terms and conditions of the Warrants) at any time during the period commencing on the date of issue of the Warrants (being the date of completion of the Disposal) and ending on 9 April 2026 (both days inclusive) (the **“Warrant Subscription Rights”**) (a copy of which has been produced to the EGM and marked “D” initialled by the chairman of the EGM for the purpose of identification) be and is hereby approved, confirmed and ratified;
- (b) conditional upon the listing sub-committee (the **“Listing Committee”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) having approved or agreed to approve the issue by the Company of an aggregate of 581,578,947 Warrants, initially exercisable into 581,578,947 Warrant Shares (subject to adjustment events set out in and in accordance with the terms and conditions of the Warrants) be and is hereby approved, confirmed and ratified;
- (c) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Warrant Shares, the Directors be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Warrant Shares upon exercise of the Warrant Subscription Rights (the **“Specific Mandate”**), provided that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which may have been granted to the Directors prior to the passing of this resolution; and

- (d) any one Director be and is hereby authorised to do all such acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in his/her opinion necessary, desirable or expedient to implement and/or give effect to the Warrant Instrument, the issue of the Warrants, the allotment and issue of the Warrant Shares and all transactions contemplated thereunder, and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Warrants and the ancillary transactions and which are in the interests of the Company and its shareholders as a whole.”

For and on behalf of the Board  
**Bonjour Holdings Limited**  
Chen Jianwen  
*Chairman and Executive Director*

Hong Kong, 7 June 2022

*As at the date hereof, the board of Directors comprised Mr. Chen Jianwen, Mr. Wan Yim Keung, Daniel 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.*

*Notes:*

1. A form of proxy for use at the EGM is enclosed.
2. Any member of the Company entitled to attend and vote at the EGM convened by this notice shall be entitled to appoint proxy to attend and vote instead of him in accordance with the Articles of the Company. A proxy need not be a member of the Company, but must be present in person to represent the member.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged 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 not less than 48 hours before the time fixed for holding of the EGM 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 they so wish.
5. The above resolutions will be voted by way of a poll at the EGM.
6. For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 22 June 2022 to Monday, 27 June 2022, both days inclusive. In order to be eligible to attend and vote at the EGM, all completed transfer forms accompanied by the relevant share certificates 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 Tuesday, 21 June 2022.