

Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (THE “EGM”) (OR ANY ADJOURNMENT THEREOF)

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____
 ordinary shares of HK\$0.01 each in the capital of Bonjour Holdings Limited (the “**Company**”) HEREBY APPOINT ^(Note 3) the Chairman of
 the EGM, or _____
 of _____
 as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM (or at any adjournment thereof) to be held at 12/F., Bonjour
 Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Monday, 27 June 2022 at 11:30 a.m. in respect of the undermentioned
 resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>“THAT:</p> <p>(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</p> <p>(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.”</p>		
2.	<p>“THAT:</p> <p>(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 (the “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</p> <p>(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.”</p>		

ORDINARY RESOLUTIONS		FOR <i>(Note 4)</i>	AGAINST <i>(Note 4)</i>
3.	<p>“THAT:</p> <p>(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;</p> <p>(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;</p> <p>(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</p> <p>(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.”</p>		

Dated this _____ day of _____ 2022

Signature *(Note 5)*: _____

Notes:

- Full name(s) and address(es) (as shown in the register of members of the Company) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the EGM is preferred, delete the words “the Chairman of the EGM, or” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED “AGAINST”. Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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, not less than 48 hours before the time appointed for holding the EGM (i.e. 11:30 a.m. on Saturday, 25 June 2022 (Hong Kong Time)) or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the EGM in person to represent you.
- Completion and return of this form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.