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## **Bonjour Holdings Limited**

### **卓悦控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 653)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Bonjour Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice of the extraordinary general meeting (the “**EGM**”) of the Company dated 7 June 2022 (the “**Resolution(s)**”) were duly passed by the shareholders of the Company (the “**Shareholder(s)**”) at the EGM held on 27 June 2022 by way of poll.

As at the date of the EGM:

- (1) the total number of ordinary shares of the Company (the “**Share(s)**”) in issue was 3,512,565,999;
- (2) the total number of Shares entitling the Shareholders to attend and vote (in person, by proxy or by corporate representative) for or against the Resolutions nos. 1 to 2 at the EGM was 3,512,565,999, representing 100% of the issued Shares as at the date of the EGM;
- (3) Karfond Limited, holder of 86,000,000 Shares (representing approximately 2.45% of the total issued Shares), was required to abstain and did abstain from voting on the Resolution no. 3 at the EGM. As a result, only the Shareholders holding a total of 3,426,565,999 Shares, representing approximately 97.55% of the issued Shares, were entitled to attend and vote (in person, by proxy or by corporate representative) for or against the Resolution no. 3 at the EGM; and
- (4) save as disclosed above, there was no Shareholder who was required under the Listing Rules to abstain from voting or who was entitled to attend and abstain from voting in favour of the Resolution(s) as set out in Rule 13.40 of the Listing Rules.

Save as disclosed above, none of the Shareholders have stated their intention in the circular of the Company dated 7 June 2022 to vote against or to abstain from voting on the Resolution(s).

The Company had appointed Union Registrars Limited, the branch share registrar of the Company in Hong Kong, as the scrutineer for the poll at the EGM.

The poll results in respect of the Resolutions are as follows:

| Ordinary Resolutions |  | Number of Votes<br>(Approximate percentage) |                    | Total number<br>of votes cast |
|----------------------|--|---|--------------------|-------------------------------|
|                      |  | For   | Against            |                               |
| 1.                   | <p><b>“THAT:</b></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 “<b>Fund</b>”) on 28 March 2022 (the “<b>Sale and Purchase Agreement</b>”) in relation to the disposal of the entire issued share capital of Apex Centric Investment Limited (the “<b>Target Company</b>”) wholly and beneficially owned by the Company (the “<b>Sale Share</b>”) from the Company to the Fund (the “<b>Disposal</b>”) (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 (“<b>Director</b>”) 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> | 2,225,000,666<br>(99.999996%)               | 100<br>(0.000004%) | 2,225,000,766                 |

| Ordinary Resolutions |   | Number of Votes<br>(Approximate percentage) |                    | Total number<br>of votes cast |
|----------------------|---|---|--------------------|-------------------------------|
|                      |   | For   | Against            |                               |
| 2.                   | <p><b>“THAT:</b></p> <p>(a) the terms of and the transactions contemplated under the subscription agreement dated 28 March 2022 (the <b>“Subscription Agreement”</b>) entered into between CR Business Innovation Investment GP Company Limited (the <b>“General Partner”</b>), Bonjour Investment Management Limited (<b>“Bonjour Investment”</b>), CR Capital Investment (Cayman) Limited (<b>“CRCI”</b>) and Ogier Global Subscriber (Cayman) Limited (together with Bonjour Investment and CRCI, the <b>“Limited Partners”</b>) 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 <b>“Limited Partnership Agreement”</b>) 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> | 2,225,000,666<br>(99.999996%)               | 100<br>(0.000004%) | 2,225,000,766                 |

| Ordinary Resolutions |  | Number of Votes<br>(Approximate percentage) |                    | Total number<br>of votes cast |
|----------------------|--|---|--------------------|-------------------------------|
|                      |  | For   | Against            |                               |
|                      | (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.                   | <p>“<b>THAT:</b></p> <p>(a) the instrument to be executed by the Company by way of a deed poll (the “<b>Warrant Instrument</b>”) constituting the 581,578,947 unlisted warrants (the “<b>Warrants</b>”) conferring rights to Karfond Limited to subscribe for 581,578,947 new shares of the Company (the “<b>Warrant Shares</b>”, and each a “<b>Warrant Share</b>”) 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 “<b>Warrant Subscription Rights</b>”) (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> | 2,225,000,666<br>(99.999996%)               | 100<br>(0.000004%) | 2,225,000,766                 |

| Ordinary Resolutions  | Number of Votes<br>(Approximate percentage) |         | Total number<br>of votes cast |
|---|---|---------|-------------------------------|
|   | For   | Against |                               |
| <p>(b) conditional upon the listing sub-committee (the “<b>Listing Committee</b>”) of The Stock Exchange of Hong Kong Limited (the “<b>Stock Exchange</b>”) 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 “<b>Specific Mandate</b>”), 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> |   |         |                               |

| Ordinary Resolutions |  | Number of Votes<br>(Approximate percentage) |         | Total number<br>of votes cast |
|----------------------|--|---|---------|-------------------------------|
|                      |  | For   | Against |                               |
|                      | (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.” |   |         |                               |

As more than 50% of the votes were cast in favour of each of the Resolutions, all the Resolutions were duly passed as ordinary resolutions of the Company at the EGM.

All Directors attended the EGM accordingly.

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

Hong Kong, 27 June 2022

*As at the date of this announcement, 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.*