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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)

DISCLOSEABLE TRANSACTION FURTHER DISPOSAL OF LISTED SECURITIES

THE FURTHER DISPOSAL

On 23 February 2023, the Company, through its wholly-owned subsidiary, made the Further Disposal of an aggregate of 11,300,000 Town Health Shares on the open market at an aggregate consideration of approximately HK\$3.5 million (exclusive of transaction costs) at an average price of approximately HK\$0.31 per Town Health Share.

LISTING RULES IMPLICATION

The Further Disposal, on a standalone basis, does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as none of the applicable percentage ratios exceeds 5%. The Further Disposal, when aggregated with the Previous Disposals pursuant to Rule 14.22 of the Listing Rules, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one of the applicable percentage ratios exceeds 5% but is less than 25%.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Further Disposal and Previous Disposals exceeds 5% but is less than 25%, the Further Disposal and Previous Disposals constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

Reference is made to the announcement of the Company dated 14 February 2023 in relation to the Previous Disposals.

THE FURTHER DISPOSAL

On 23 February 2023, the Company, through its wholly-owned subsidiary, made the Further Disposal of an aggregate of 11,300,000 Town Health Shares on the open market at an aggregate consideration of approximately HK\$3.5 million (exclusive of transaction costs) at an average price of approximately HK\$0.31 per Town Health Share.

As the Further Disposal was made through the securities broker of the Company's wholly-owned subsidiary, (which is and whose ultimate beneficial owners are Independent Third Parties) and conducted on the open market, the identities of the purchaser(s) of the Town Health Shares cannot be ascertained. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the purchaser(s) of the Town Health Shares and their respective ultimate beneficial owners are Independent Third Parties.

The aggregate gross sale proceeds from the Further Disposal and the Previous Disposals amount to approximately HK\$48.2 million (exclusive of transaction costs), which is receivable in cash on settlement. The consideration for the Further Disposal and the Previous Disposals represented the prevailing market prices of Town Health at the times of the Further Disposal and Previous Disposals.

INFORMATION ON TOWN HEALTH

Town Health is a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 3886).

The principal activity of Town Health is the provision of Hong Kong medical services, Hong Kong managed medical network business, PRC hospital management and medical services, and leasing of properties.

The following financial information is extracted from the interim report for the six months ended 30 June 2022 and the annual report for the year ended 31 December 2021 of Town Health:

	Six months ended		Year ended 31 December	
	30 June 2022		2021	2020
	HK\$'000		HK\$'000	HK\$'000
	(unaudited)		(audited)	(audited)
Revenue	710,873		1,483,892	1,069,045
Profit (Loss) before tax	9,022		126,508	(232,855)
Profit (Loss) after tax	(6,824)		75,072	(258,450)
Net assets	4,139,977		4,225,434	4,126,132

INFORMATION ON THE COMPANY

The Company is a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 653). The Company is principally engaged in investment holding and the Group is principally engaged in the retail and wholesale of beauty, health-care, lifestyle and technology products in Hong Kong, Macau and mainland China.

REASONS FOR AND BENEFITS OF THE FURTHER DISPOSAL AND THE PREVIOUS DISPOSALS

The Further Disposal and the Previous Disposals provide the Group with an opportunity to realise its investment in Town Health and enhance its liquidity. As the Further Disposal and the Previous Disposals were made on the open market at prevailing market prices, the Directors consider that the Further Disposal and the Previous Disposals were conducted on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE FURTHER DISPOSAL AND USE OF PROCEEDS

It is expected that the Group will recognise an aggregate loss of approximately HK\$1.8 million as a result of the Further Disposal, being the difference between the consideration received from the Further Disposal and the aggregated costs of the Town Health Shares (exclusive of transaction costs), subject to the auditors' review.

The proceeds from the Further Disposal (exclusive of transaction costs), which amount to approximately HK\$3.5 million, will be used as general working capital of the Group.

LISTING RULES IMPLICATIONS

The Further Disposal, on a standalone basis, does not constitute a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as none of the applicable percentage ratios exceeds 5%. The Further Disposal, when aggregated with the Previous Disposals pursuant to Rule 14.22 of the Listing Rules, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules, as one of the applicable percentage ratios exceeds 5% but is less than 25%.

As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Further Disposal and the Previous Disposals exceeds 5% but is less than 25%, the Further Disposal and Previous Disposals constitute discloseable transactions of the Company under Chapter 14 of the Listing Rules and are therefore subject to the notification and announcement requirements under the Listing Rules.

CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement of the Company dated 19 September 2022 in relation to the resumption guidance for resumption of trading in the shares of the Company (the “**Resumption Guidance**”) as set out in the letter from the Stock Exchange dated 15 September 2022 and the quarterly update on status of resumption.

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 1:00 p.m. on 16 June 2022 and will remain suspended until the Company fulfills the Resumption Guidance.

The Company will keep its Shareholders and potential investors informed of the latest progress as and when appropriate and will announce quarterly updates on its development pursuant to the relevant Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“Board”	the board of Directors of the Company
“Company”	Bonjour Holdings Limited, a company incorporated in Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange (Stock code: 653)
“Director(s)”	the director(s) of the Company
“Further Disposal”	the disposal of 11,300,000 Town Health Shares on the open market conducted on 23 February 2023 at an aggregate consideration amounting to approximately HK\$3.5 million (exclusive of transaction costs)
“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
“Independent Third Party(ies)”	third party(ies) independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Previous Disposals”	A series of disposals of 135,156,000 Town Health Shares on the open market conducted from 22 April 2022 to 14 February 2023 at an aggregate consideration amounting to approximately HK\$44.7 million (exclusive of transaction costs), details of which are disclosed in the announcement of the Company dated 14 February 2023
“Shares”	the ordinary shares of Town Health which are listed on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Town Health”	Town Health International Medical Group Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Ordinary Shares of which are listed on the Stock Exchange (Stock Code: 3886)
“Town Health Share(s)”	the ordinary share(s) issued by Town Health, which are listed on the Main Board of the Stock Exchange
“%”	per cent

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

Hong Kong, 23 February 2023

As at the date of this announcement, the Board comprises 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.