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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)**

## **FULFILMENT OF RESUMPTION GUIDANCE AND RESUMPTION OF TRADING**

This announcement is made by Bonjour Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to (i) the announcement of the Company dated 21 March 2022 in relation to, among other things, the publication of the unaudited annual results of the Group for the year ended 31 December 2021; (ii) the announcement of the Company dated 31 March 2022 in relation to the unaudited annual results of the Group for the year ended 31 December 2021; (iii) the announcements of the Company dated 26 April 2022, 28 April 2022, 2 May 2022 in relation to the change of dates of the meeting of the board of directors of the Company (the “**Board**”) for the purposes of, among other things, considering and approving the audited annual results of the Group for the year ended 31 December 2021 (the “**Audited Results**”) and its publication; (iv) the announcements of the Company dated 12 May 2022, 18 May 2022, 27 May 2022, 1 June 2022 and 12 June 2022 in relation to the further delay in publication of the Audited Results and the Company’s annual report for the year ended 31 December 2021 (the “**Annual Report**”); (v) the announcements of the Company dated 10 June 2022 and 20 June 2022 in relation to the change of auditor; (vi) the announcement of the Company dated 16 June 2022 in relation to the suspension of trading in the shares of the Company; (vii) the announcements of the Company dated 26 August 2022, 30 September 2022, 31 October 2022, 30 November 2022, 30 December 2022, 31 January 2023 and 28 February 2023 in relation to, among other things, the further delay in publication of the Audited Results and the Annual Report, further postponement of the board meeting, delay in publication of the interim results of the Group for the six months ended 30 June 2022 (the “**Interim Results**”) and the continued suspension of trading in the shares of the Company; (viii) 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; (ix) the announcement of the Company dated 19 December 2022 and 17 March 2023 in relation to the quarterly update on status of resumption; and (x) the announcements of the Company both dated 24 March 2023 in relation to the Audited Results and the Interim Results, respectively (collectively, the “**Announcements**”). Capitalized terms used herein shall have the same meaning as those defined in the Announcements unless otherwise stated herein.

## RESUMPTION GUIDANCE

As disclosed in the announcement of the Company dated 19 September 2022, the Stock Exchange has given the following Resumption Guidance for the resumption of trading in the shares of the Company:

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications (“**Resumption Guidance 1**”);
- (b) demonstrate the Company’s compliance with Rule 13.24 of the Listing Rules (“**Resumption Guidance 2**”); and
- (c) inform the market of all material information for the Company’s shareholders and other investors to appraise the Company’s position (“**Resumption Guidance 3**”).

## FULFILMENT OF RESUMPTION GUIDANCE AND REMEDIATION OF ISSUES CAUSING TRADING SUSPENSION

The Company has fulfilled all the Resumption Guidance. By doing so, the Company has remedied the issues causing its trading suspension. Details are set out as follows:

### Resumption Guidance 1

The Company has published all outstanding financial results, in particular:

- a) the announcement on the Audited Results (“**Audited Results Announcement**”) on 24 March 2023; and
- b) the announcement on the Interim Results (“**Interim Results Announcement**”) on 24 March 2023.

### Resumption Guidance 2

The Group is principally engaged in the retail and wholesale of brand name beauty and health and lifestyle products in Hong Kong, Macau and internationally. Since the suspension of trading in the Shares on 16 June 2022 and up to the date of this announcement, the principal business of the Group has remained unchanged and the business operations of the Group have been operating as usual in all material respects.

As disclosed in the Annual Results Announcement and the Interim Results Announcement:

- (a) Despite the adverse impacts given by COVID-19 and economic downturn to Hong Kong’s retail business operators in recent years, for the year ended 31 December 2021, the Group’s revenue amounted to approximately HK\$627.0 million, representing an increase of approximately 16.4% as compared to the Group’s revenue of approximately HK\$538.8 million for the year ended 31 December 2020. Within the total revenue, the Beauty Business contributed HK\$158.5 million in 2021. Although it was decreased from the previous year due to COVID-19 restrictions, but with the anticipated recovery of tourism and consumer sentiment due to the uplifting of the COVID-19 restriction in Hong Kong and China recently, this provides a positive impact to the Beauty business and the Group in general. Further, the Group is expanding the scope of the beauty business to merchandises in health and lifestyle, and adding new retail segment of technology products, this will help to strengthen the Group’s retail business on a sustainable basis.

- (b) As disclosed in the Annual Results Announcement and Interim Results Announcement, the Group had net assets of approximately HK\$2.8 million and HK\$255.9 million as at 31 December 2021 and 30 June 2022, respectively.

Through the disposal of the entire issued share capital of Apex Centric Investment Limited (the “**Disposal**”) which was completed on 29 June 2022:

- (a) the Group has generated positive net cash inflow in the amount of approximately HK\$60.6 million; and
- (b) as a result of the repayment of certain term loan facilities and the redemption of convertible bonds with the aggregate principal amount of HK\$129.5 million, the gearing ratio and finance cost of the Group has been significantly reduced.

Based on the foregoing, the Directors are of the view that the Group has a viable and sustainable business with a sufficient level of operations and assets of sufficient value to support its operations to meet the requirements under Rule 13.24 of the Listing Rules and warrant the continued listing of the Company’s shares on the Stock Exchange.

### **Resumption Guidance 3**

Since its trading suspension on 16 June 2022, the Company has continued to disclose material information to the public by issuing announcements in a timely manner. The Board believes that the Company has announced all material information it considers necessary and appropriate for the Company’s shareholders and investors to appraise the Company’s position.

### **RESUMPTION OF TRADING**

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 Thursday, 16 June 2022. Based on the reasons as disclosed above, the Board is of the view that all the requirements under the Resumption Guidance has been fulfilled. Accordingly, application has been made by the Company for the resumption of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on 27 March 2023.

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

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

Hong Kong, 24 March 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.*