

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 Friday, 3 November 2023 at 10:00 a.m. in respect of the undermentioned resolution as indicated below, or, if no such
 indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>“THAT:</p> <p>(a) the subscription agreement (the “Subscription Agreement”) dated 31 August 2023 and entered into between the Company and Mr. Chen Jianwen (the “Subscriber”) as the subscriber in relation to the conversion of the unsecured shareholder’s loan with an outstanding principal amount and accrued interest of HK\$76,988,531 as at the date of the Subscription Agreement due from the Company to the Subscriber (the “Shareholder’s Loan”) into the share capital of the Company (the “Loan Capitalisation”) involving the subscription (the “Subscription”) of an aggregate of 1,241,750,000 new shares to be issued and allotted by the Company (the “Subscription Shares”) at the subscription price of HK\$0.062 per Subscription Share, a copy of which is tabled at the EGM and marked “A” and initialled by the chairman of the EGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Subscription Shares, the directors (the “Directors”) of the Company be and are hereby granted a specific mandate authorising the Directors to exercise all the powers of the Company to allot and issue the Subscription Shares to the Subscriber subject to the terms of the Subscription Agreement (the “Specific Mandate”), with such Specific Mandate being in additional to and not prejudicing or revoking any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and</p> <p>(c) any Director be and is hereby authorised to sign, execute, perfect and deliver all such documents, and do all such actions which are in their opinion necessary, appropriate, desirable or expedient for the implementation and giving effect to the Subscription Agreement, the Loan Capitalisation, the allotment and issue of the Subscription Shares and the transactions contemplated thereunder, and to agree to the variation, amendment and waiver of any of the matters relating thereto that are, in the opinion of the Directors, appropriate, desirable or expedient in the context of the Subscription Agreement and are in the best interests of the Company.”</p>		

Dated this _____ day of _____ 2023

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 THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE 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. 10:00 a.m. on Wednesday, 1 November 2023 (Hong Kong Time)) or any adjourned meeting thereof.
- 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.