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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 the resolution as set out in the notice of the extraordinary general meeting (the “**EGM**”) of the Company dated 17 October 2023 (the “**Resolution**”) was duly passed by the Independent Shareholders at the EGM held on 3 November 2023 by way of poll.

Reference is made to the circular of the Company dated 17 October 2023 (the “**Circular**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

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 Independent Shareholders to attend and vote (in person, by proxy or by corporate representative) for or against the Resolution at the EGM was 1,268,370,131, representing approximately 36.11% of the issued Shares as at the date of the EGM;
- (3) Mr. Chen Jianwen (chairman of the Board and an executive Director), being the Subscriber, holder of 2,244,195,868 Shares (representing approximately 63.89% of the total issued Shares), was required to abstain and did abstain from voting on the Resolution at the EGM. As a result, only the Independent Shareholders holding a total of 1,268,370,131 Shares, representing approximately 36.11% of the issued Shares, were entitled to attend and vote (in person, by proxy or by corporate representative) for or against the Resolution 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 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 to vote against or to abstain from voting on the Resolution.

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 Resolution is as follows:

Ordinary Resolution		Number of Votes (Approximate percentage)		Total number of votes cast
		For	Against	
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>9,426,887 (100.0000%)</p>	<p>0 (0.0000%)</p>	<p>9,426,887</p>

Ordinary Resolution	Number of Votes (Approximate percentage)		Total number of votes cast
	For	Against	
(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			

Ordinary Resolution	Number of Votes (Approximate percentage)		Total number of votes cast
	For	Against	
(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.”			

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as ordinary resolution of the Company at the EGM.

All Directors (except for Mr. Chen Jianwen) attended the EGM accordingly.

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

Hong Kong, 3 November 2023

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.