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卓悦控股有限公司
BONJOUR Holdings Limited
Hong Kong Stock Code 653

# Bonjour Holdings Limited
# 卓悦控股有限公司

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

**(Stock Code: 653)**

## FURTHER DELAY IN DESPATCH OF CIRCULAR AND REVISED EXPECTED TIMETABLE; AND

## (I) PROPOSED RIGHTS ISSUE ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS; (II) PLACING OF NEW SHARES UNDER SPECIFIC MANDATE; AND (III) CONNECTED TRANSACTIONS IN RELATION TO THE POSSIBLE SUBSCRIPTION AND THE SET-OFF ARRANGEMENT

References are made to the announcements of Bonjour Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 16 April 2025, 13 May 2025 and 3 June 2025, 17 June 2025 and 25 June 2025 in relation to, among other things, the proposed Rights Issue, the Placing, the Possible Subscription and the Set-off Arrangement (the "**Announcements**"). Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless the context otherwise requires.

### FURTHER DELAY IN DESPATCH OF CIRCULAR

As set out in the Announcements, the Circular containing, among other things, (i) further details of the Rights Issue, the Placing, the Possible Subscription and the Set-off Arrangement; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Rights Issue, the Placing, the Possible Subscription and the Set-off Arrangement; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Rights Issue, the Placing, the Possible Subscription and the Set-off Arrangement; (iv) the notice convening the EGM; and (v) other disclosure requirements under the Listing Rules is expected to be despatched by the Company to the Shareholders on or before 4 July 2025.

As additional time is required for the Company to prepare and finalise the information to be contained in the Circular, the despatch of the Circular is expected to be postponed to a date on or before Friday, 25 July 2025.

**REVISED EXPECTED TIMETABLE**

In view of the delay in the despatch of the Circular, the expected timetable of the proposed Rights Issue and the Placing is expected to be revised as follows:

| **Event** | **Time and date in 2025** |
|---|---|
| Despatch date of Circular with notice and form of proxy for the EGM | Friday, 25 July |
| Latest time for lodging transfer documents to qualify for attendance and voting at the EGM | 4:00 p.m. on Tuesday, 5 August |
| Closure of register of members of the Company for attending and voting at the EGM (both dates inclusive) | Wednesday, 6 August to Tuesday, 12 August |
| Latest time for lodging forms of proxy for the purpose of the EGM | 10:00 a.m. on Sunday, 10 August |
| Record date for determining attendance and voting at the EGM | Tuesday, 12 August |
| Expected date and time of the EGM | 10:00 a.m. on Tuesday, 12 August |
| Announcement of poll results of the EGM | Tuesday, 12 August |
| Register of members of the Company re-opens | Wednesday, 13 August |
| Last day of dealings in the Shares on a cum-rights basis | Wednesday, 13 August |
| First day of dealings in the Shares on an ex-rights basis | Thursday, 14 August |
| Latest time for the Shareholders to lodge transfer documents to Shares in order to qualify for the Rights Issue | 4:00 p.m. on Friday, 15 August |
| Closure of the register of members to determine the entitlements to the Rights Issue (both days inclusive) | Monday, 18 August to Friday, 22 August |
| Record Date for determining entitlements to the Rights Issue | Friday, 22 August |
| Re-opening of the register of members of the Company | Monday, 25 August |
| Despatch of Prospectus Documents (in the case of Excluded Shareholders, the Prospectus only) | Monday, 25 August |

| Event | Time and date in 2025 |
|---|---|
| First day of dealings in nil-paid Rights Shares | Wednesday, 27 August |
| Latest time for splitting of the PAL | 4:00 p.m. on Friday, 29 August |
| Last day of dealings in nil-paid Rights Shares | Wednesday, 3 September |
| Latest Time for Acceptance of and payment for the Rights Shares and application for excess Rights Shares | 4:00 p.m. on Monday, 8 September |
| Latest time for the Rights Issue to become unconditional | 4:00 p.m. on Tuesday, 9 September |
| Receipt of net proceeds by the Company | Tuesday, 9 September |
| Announcement of the results of the Rights Issue (including the results of application for excess Rights Shares) and the number of Unsubscribed Rights Shares subject to the Placing | Monday, 15 September |
| Despatch of refund cheques in relation to wholly or partially unsuccessful applications for excess Rights Shares (if any) | Tuesday, 16 September |
| Despatch of share certificates of fully-paid Rights Shares | Tuesday, 16 September |
| Commencement of Placing by the Placing Agent (if there are any Unsubscribed Rights Shares available) | Tuesday, 16 September |
| Commencement of dealings in fully-paid Rights Shares | 9:00 a.m. on Wednesday, 17 September |
| Latest Placing Time | 6:00 p.m. on Wednesday, 24 September |
| Latest Time for termination of the Placing Agreement | 4:00 p.m. on Wednesday, 24 September |
| Completion date of the Placing | Friday, 26 September |
| Announcement of results of the Placing | Friday, 26 September |

All times and dates specified in this announcement refer to the Hong Kong times and dates. The revised expected timetable for the Rights Issue and the Placing set out in the above and all dates specified in this announcement are indicative only and may be extended or varied by the Company. Any changes to the revised expected timetable will be announced by the Company as and when appropriate.

**SUPPLEMENTAL PLACING AGREEMENT**

On 4 July 2025, the Company and the Placing Agent, after arm's length negotiation, entered into a supplemental agreement to the Placing Agreement (the "**5th Supplemental Placing Agreement**"), whereby the parties agreed to (i) revise the placing period (if there are any Unsubscribed Rights Shares available after the Rights Issue) to the period commencing on Tuesday, 16 September 2025 and expiring on the Latest Placing Time (both days indicative) (or such other date as the Company and the Placing Agent may agree in writing); and (ii) extend the Latest Placing Time to 6:00 p.m. on Wednesday, 24 September 2025 (or such later date as the Company and the Placing Agent may agree in writing).

Save and except for the aforesaid changes, all the terms and conditions of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement, 2nd Supplemental Placing Agreement, the 3rd Supplemental Placing Agreement and the 4th Supplemental Placing Agreement) remain unchanged and continue in full force and effect.

**WARNING OF THE RISKS OF DEALING IN THE SHARES AND/OR RIGHTS SHARES IN NIL-PAID FORM**

**The Rights Issue is subject to the fulfilment of conditions including, among other things, the Listing Committee granting the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms. Please refer to the paragraph headed "Conditions of the Rights Issue" under the section headed "Proposed Rights Issue" in the Announcement. Shareholders and potential investors of the Company should note that if the conditions to the Rights Issue are not satisfied, the Rights Issue will not proceed.**

**Any dealings in the Shares from the date of this announcement up to the date on which all conditions of the Rights Issue are fulfilled, and any Shareholders dealing in the Rights Shares in nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares or Rights Shares in their nil-paid form are recommended to consult their professional advisers.**

**Subject to the fulfilment and/or waiver (where applicable) of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares and in the event the Rights Issue is not fully subscribed, the size of the Rights Issue will be reduced accordingly.**

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

Hong Kong, 4 July 2025

*As at the date of this announcement, the Board comprises Mr. Chen Jianwen 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.*