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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)

(1) CHANGE OF AUDITOR
(2) FURTHER DELAY IN PUBLICATION OF
THE AUDITED ANNUAL RESULTS AND ANNUAL REPORT
FOR THE YEAR ENDED 31 DECEMBER 2021;
(3) FURTHER POSTPONEMENT OF BOARD MEETING;
(4) POSTPONEMENT OF AGM

References are made to (i) the announcement of Bonjour Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 21 March 2022 in relation to, among other things, the publication of 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; and (iv) the announcement of the Company dated 12 May 2022, 18 May 2022, 27 May 2022 and 1 June 2022 in relation to the further delay in publication of the Audited Results and annual report for the year ended 31 December 2021 (collectively, the “**Announcements**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcements unless otherwise stated herein.

CHANGE OF AUDITOR

This announcement is made by the Bonjour Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Resignation of Auditor

The Board hereby announces that RSM Hong Kong (“**RSM**”) has resigned as the auditor of the Company (the “**Auditor**”) with effect from 10 June 2022.

RSM has set out the below circumstances connected with its resignation in its resignation letter, which needs to be brought to the attention of the shareholders of the Company:

*“During the year ended 31 December 2021, the Group commenced trading of 3C products (“**3C Products Business**”). Sales and purchases of 3C products constituted the major part of the Group’s consolidated revenues and cost of sales for the year ended 31 December 2021. During the course of our audit, we communicated our observations, findings and outstanding issues in relation to the 3C Products Business to the audit committee and directors. We were not provided with sufficient appropriate audit evidence up to the date of this letter in relation to the outstanding issues nor were we able to agree with management the additional audit fees in relation to our further audit procedures in respect of the outstanding issues”*

Save as disclosed above, the Board is not aware of any matter in connection with RSM’s resignation that needs to be brought to the attention of the shareholders of the Company.

Company’s view on the change of auditor

To the best of the Directors’ knowledge having made reasonable enquiries, the observations, findings and outstanding issues in relation to 3C products Business mainly include (i) the identities of certain customers and suppliers; (ii) the gross profit margin with certain products; (iii) the credit assessment of certain customers and suppliers. As disclosed in the Announcements, there are delays in receiving confirmations and gathering certain information required for audit work from certain customers and suppliers of the Group in cities of the People’s Republic of China such as Shanghai, Guizhou and Fujian, mainly due to the persistence of COVID-19 pandemic and the implementation of the COVID-19 related prevention, control and quarantine measures in the relevant cities. As such, the financial reporting of the Group has been adversely affected. As at the date of this announcement, the Board was not aware of any irregularities in connection with the abovementioned outstanding issues. In addition, the Company could not reach a mutual agreement with RSM on the additional fees required and timetable for additional procedures to be performed by RSM for the Audited Results. As a result, the Company believed that it is in the best interest of the Company and its shareholders to move forward and complete the audit as soon as practicable, and hence it was mutually agreed that RSM will resign as the Auditor so that the Company may engage another qualified external auditor to complete the audit as soon as practicable. After due and careful consideration and upon discussion, RSM resigned as the Auditor with effect from 10 June 2022. The Board would like to take this opportunity to express its gratitude and appreciation to RSM for its professional services rendered to the Company.

Appointment of new auditor

The Board further announces that, with the recommendation from the audit committee of the Company, has resolved to appoint Grant Thornton Hong Kong Limited (“**Grant Thornton**”) as the new Auditor with effect from 10 June 2022 to fill casual vacancy following the resignation of RSM and to hold the office until the conclusion of the next annual general meeting of the Company.

The Board would like to take this opportunity to express its warm welcome to Grant Thornton on its appointment as the Auditor.

FURTHER DELAY IN PUBLICATION OF THE AUDITED RESULTS AND DELAY IN DESPATCH OF THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2021

As a result of the aforementioned change of Auditor, the Board expects that there will be a further delay in the publication of the Audited Results and despatch of the Annual Report, and the Company will be unable to publish the Audited Results and despatch the Annual Report on or before 10 June 2022. The Board acknowledges that any delay in the despatch of the Annual Report will constitute non-compliance with Rule 13.46(2)(a) of the Listing Rules. The Company will use its best endeavours to assist and cooperate with Grant Thornton in the Company's audit work, so that the Audited Results and the Annual Report can be finalised, approved and published and/or despatched as soon as practicable. Based on the estimated time required for Grant Thornton to complete the Company's audit work and taking consideration of the continuous implementation of COVID-19 related prevention, control and quarantine measures, details of which have been set out in the announcements of the Company dated 12 May 2022, 18 May 2022, 27 May 2022 and 1 June 2022 in relation to the further delay in publication of the Audited Results and annual report for the year ended 31 December 2021, the Company expects that the publication of Audited Results and the Annual Report will be made on or before 31 August 2022.

In compliance with the "Frequently asked questions on the Joint Statement in relation to Results Announcements in light of Travel Restrictions related to the Severe Respiratory Disease associated with a Novel Infectious Agent (Joint Statement) and Holding of General Meetings" issued by the Securities and Futures Commission of Hong Kong and the Stock Exchange and last updated on 8 April 2022, an application will be made to the Stock Exchange for approval of the further delay in publication of Audited Results and Annual Report and waiver of the Company's strict compliance of the relevant requirement under the Listing Rules in relation to the publication of the Audited Results and the Annual Report. As such, the further delay of publication of the Audited Results and the Annual Report is subject to the approval to be given by the Stock Exchange.

The Company will keep the shareholders and potential investors informed of the latest progress of the annual audit of the Group and the waiver application and will make further announcement as and when necessary.

FURTHER POSTPONEMENT OF BOARD MEETING

In light of the aforesaid, the Board meeting originally scheduled to take place on 10 June 2022 for the purpose of, among other things, considering and approving the Audited Results for publication and determine a final dividend (if any) will be postponed to on or before 31 August 2022.

POSTPONEMENT OF AGM

As a result of the delay in publication of the Annual Results and despatch of the Annual Report, the convening of the annual general meeting of the Company (the "AGM") is postponed accordingly. The Company will publish further announcement(s) to inform the Shareholders of the date of the AGM as and when appropriate.

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

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

Hong Kong, 10 June 2022

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.