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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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**Meeting**") of Bonjour Holdings Limited (the "**Company**") will be held at 10:00 a.m. on Tuesday, 12 August 2025 at 12/F, Bonjour Tower, 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions of the Company, Terms and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as those defined in the circular of the Company dated 25 July 2025 (the "**Circular**").

### ORDINARY RESOLUTIONS

"**THAT**

1. subject to the satisfaction of the conditions set out in the letter from the Board under the heading "Conditions of the Rights Issue" in the Circular:

   (a) to consider and approve the issue by way of rights issue of not more than 1,343,147,397 Rights Shares at the Subscription Price of HK$0.080 per Rights Share on the basis of three (3) Rights Shares for every one (1) existing Share held by the Qualifying Shareholders as at the close of business on the Record Date, other than those Excluded Shareholders, and substantially on the terms and conditions set out in the Circular (a copy of which marked "A" is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and such other terms and conditions as may be determined by the Directors, be and is hereby approved;

   (b) any one or more Directors be and is/are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Excluded Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of, or the requirements of the relevant regulatory body or stock exchange in, any territory outside Hong Kong; and

2. subject to the satisfaction of the conditions set out in the letter from the Board under the heading "The Placing Agreement" in the Circular:

   to consider and approve the Placing Agreement dated 16 April 2025 entered into between the Company and MoneyMore Securities Limited (a copy of which marked "B" is produced to the meeting and initialed by the chairman of the meeting for the purpose of identification), in relation to the placing of the Placing Shares not subscribed by the Qualifying Shareholders at the placing price of HK$0.080 per Placing Share, on a best-effort basis, and the transactions contemplated thereunder be and are hereby approved;

3. conditional upon the passing of resolution number 1 and 2 as set out above and the completion of the Rights Issue:

   the Possible Subscription by Mr. Chen of the Placing Shares from the Placing to retain the shareholding interest of Mr. Chen in the Company of approximately 50.28% be and is hereby approved and confirmed, and the Directors be and are hereby authorized to do all such things and acts and execute all documents which they consider necessary, desireable or expedient to implement or to give effect to any matters relating to the Possible Subscription; and

4. conditional upon the passing of resolution number 1 and 2 as set out above and the completion of the Rights Issue:

   the total subscription price payable by Mr. Chen for the Rights Shares to which he is entitled to and/or is required to subscribe for (if any) under the Rights Issue and the Subscription respectively, would be partially settled by cash and partially set-off (the "**Set-off Arrangement**") on a dollar-to-dollar basis against the equivalent amount of the shareholder's loan indebted by the Company to Mr. Chen, and the remaining balance of the subscription price, if any, in cash and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified and the Directors be and are hereby authorised to do all such things and acts and execute all documents which they consider necessary, desirable or expedient to implement or to give effect to any matters relating to the Set-off Arrangement.

   any one or more Directors be and is/are hereby authorised to take such actions, do all such acts and things and execute all such further documents or deeds as he/they may, in his/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Rights Issue, the Placing Agreement, the Possible Subscription, the Set-off Arrangement and the respective transactions contemplated thereunder."

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

Hong Kong, 25 July 2025

*Registered office:*
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman, KY1-1108
Cayman Islands

*Head office and principal place of business:*
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one proxy, or if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote in his/her/its stead. A proxy need not be a shareholder of the Company.

2. A form of proxy of the Meeting is enclosed. The form of proxy shall be signed by the shareholder of the Company or his/her/its attorney duly authorised in writing or, in the case of a corporation, the form of proxy must be made under seal or under the hand of an officer or attorney duly authorised on its behalf.

3. In order to be valid, the 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 and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event by 10:00 a.m. on Sunday, 10 August 2025 or not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any Share, any one of such persons may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

6. In order to determine the entitlement of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 6 August 2025 to Tuesday, 12 August 2025 (both days inclusive), during which period no transfer of Shares can be registered. To qualify for the attendance and voting at the Meeting, shareholders of the Company must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 later than 4:00 p.m. on Tuesday, 5 August 2025.

7. References to time and dates in this notice are to Hong Kong time and dates.

8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Hong Kong Government is/are in effect any time after 8:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company (http://corp.bonjourhk.com) and on the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.

9. As at the date of this notice, 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.