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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)

(1) RESULTS OF THE 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; (2) COMMENCEMENT OF PLACING OF THE PLACING SHARES; AND (3) ADJUSTMENTS TO THE OUTSTANDING WARRANTS

References are made to the (i) prospectus of Bonjour Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 25 August 2025 (the "**Prospectus**") in relation to, among other things, the 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; and (ii) announcement of the Company dated 8 September 2025 in relation to the reschedule for the Latest Time for Acceptance and payments for Rights Shares. Capitalized terms used herein shall have the same meanings as those defined in the Prospectus unless the context otherwise requires.

RESULTS OF THE RIGHTS ISSUE

The Board is pleased to announce that at 4:00 p.m. on Tuesday, 9 September 2025, being the rescheduled Latest Time for Acceptance,

(i) a total of 23 valid acceptances of provisionally allotments under the PALs had been received for a total of 806,119,526 Rights Shares, representing approximately 60.02% of the total number of 1,343,147,397 Rights Shares available for subscription under the Rights Issue; and

(ii) a total of 11 valid acceptances for excess Rights Shares under the EAFs had been received for a total of 145,171,312 Rights Shares, representing approximately 10.81% of the total number of 1,343,147,397 Rights Shares available for subscription under the Rights Issue.

Based on the above acceptance and application results, a total of 34 valid acceptances and applications in respect of 951,290,838 Rights Shares had been received, representing approximately 70.83% of the total number of 1,343,147,397 Rights Shares available for subscription under the Rights Issue.

As the aggregate number of the Rights Shares available for excess application is greater than the aggregate number of excess Rights Shares being applied for under the EAFs, the Directors will allocate in full to each Qualifying Shareholder the number of excess Rights Shares applied for under the EAFs. Therefore, no refund cheques for wholly or partially unsuccessful application for excess Rights Shares will be posted.

Share certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto at their registered addresses by ordinary post at their own risks on Tuesday, 16 September 2025.

Dealings in the fully-paid Rights Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 17 September 2025.

Updates on the Set-off Arrangement

Pursuant to the Undertaking and Set-off Arrangement, Mr. Chen has accepted and subscribed for 675,291,879 Rights Shares provisionally allotted to him under the PAL and accordingly approximately HK$54.02 million has been set-off against the Shareholder's Loans.

Effect of the Rights Issue on the shareholding structure of the Company

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the following table sets out the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

	Immediately before the Rights Issue		**Immediately after the Rights Issue**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
Mr. Chen	225,097,293	50.28	900,389,172	64.36
Ms. Chiu Lai Kuen Susanna	50,000	0.01	200,000	0.01
Independent Shareholders	222,568,506	49.71	498,417,465	35.63
Total	**447,715,799**	**100.00**	**1,399,006,637**	**100.00**

On the basis of a total of 34 valid acceptances and applications for 951,290,838 Rights Shares under the Rights Issue whether through valid acceptances of PALs and EAFs, the gross proceeds raised by the Company from the Rights Issue on a standalone basis amount to approximately HK$76.10 million.

COMMENCEMENT OF PLACING OF THE PLACING SHARES

As a result of the under-subscription of the Rights Issue and in accordance with the terms of the Placing Agreement, the Placing Agent has conditionally agreed to act as the placing agent of the Company to procure, on a best effort basis, placees to subscribe for the unsubscribed Rights Shares, being 391,856,559 Placing Shares, at the placing price of HK$0.080 per Placing Share. The Placing period will commence on Tuesday, 16 September 2025 and end on 6:00 p.m. on Wednesday, 24 September 2025.

Any Placing Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

The Placing is not a compensatory arrangement under Rule 7.21(1)(b) and Qualifying Shareholders will not receive any return from the Placing. Shareholders who do not take up their entitlement in full under the Rights Issue, their proportionate shareholdings in the Company will be diluted.

The Placing is subject to the fulfilment of conditions set out under the section headed "The Placing Agreement (For information only) – conditions of the Placing Agreement" in the Prospectus and is not inter-conditional to the Rights Issue. Shareholders and potential investors of the Company should note that if the conditions to the Placing are not satisfied (or waived) by the Latest time for termination of the Placing Agreement at 4:00 p.m. on Wednesday, 24 September 2025, the Placing will not proceed.

The Company will publish a further announcement on, among other things, the further information relating to the results of the Placing on Friday, 26 September 2025.

ADJUSTMENTS TO THE OUTSTANDING WARRANTS

As at date of this announcement, the Company has outstanding Warrants to subscribe for 29,078,947 Shares (the "**Warrant Share(s)**").

With respect to the instrument of the Warrants, upon completion of the Rights Issue, the exercise price will be adjusted from HK$3.8 per Warrant Share to HK$3.47 per Warrant Share and the number of Warrant Shares to be issued will be adjusted from 29,078,947 Warrant Shares to 31,844,380 Warrant Shares (the "**Adjustments**").

SBI China Capital Hong Kong Securities Limited has certified the Adjustments. Save for the abovementioned Adjustments, all other terms and conditions of the instrument for Warrants have remained unchanged.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

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

Hong Kong, 15 September 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.