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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)**

## COMPLETION OF ISSUE OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the prospectus (the "**Prospectus**") of Bonjour Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") dated 25 August 2025, and the announcements (the "**Announcements**") of the Company dated 6 October 2025 and 6 February 2026 in relation to, among other things, the use of proceeds from the Rights Issue and the Placing, and the Subscriptions. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus and the Announcements.

### COMPLETION OF THE SUBSCRIPTIONS

The Board is pleased to announce that all the Conditions set out in each of the Subscription Agreements have been fulfilled and Completion of the Subscriptions has taken place on 23 February 2026. An aggregate of 108,571,428 Subscription Shares have been allotted and issued under the General Mandate to the Subscribers at the Subscription Price of HK$0.105 per Subscription Share in accordance with the terms and conditions of the Subscription Agreements.

### SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out a summary of the shareholding structure of the Company immediately before and upon Completion:

| | **Immediately before Completion** | | **Immediately upon Completion** | |
|---|---|---|---|---|
| | *No. of Shares* | *Approx. %* | *No. of Shares* | *Approx. %* |
| Mr. Chen Jianwen | 900,389,172 | 53.59 | 900,389,172 | 50.33 |
| Dr. Chiu Lai Kuen Susanna | 200,000 | 0.01 | 200,000 | 0.01 |
| The Subscribers | – | – | 108,571,428 | 6.07 |
| Other Public Shareholders | 779,717,465 | 46.40 | 779,717,465 | 43.59 |
| **Total** | **1,680,306,637** | **100.00** | **1,788,878,065** | **100.00** |

## USE OF PROCEEDS FROM THE SUBSCRIPTIONS

The Company intends to apply the estimated net proceeds of approximately HK$11.3 million from the Subscriptions as general working capital of the Group. Based on the Company's current operational needs and budget, the proposed allocation is as follows:

(i) approximately HK$5.3 million as general working capital to support the operating expenses of the Group's developing business initiatives, which include assisting enterprises in expanding their products into global markets(出海), namely facilitating their overseas market entry and cross-border sales through online channel and related support services, and collaborating with strategic supply chain partners;

(ii) approximately HK$3.5 million for payment of staff costs (including salaries, mandatory provident fund contributions and related benefits); and

(iii) approximately HK$2.5 million for payment of rental expenses.

The above allocation is indicative only and the Company may adjust the use of proceeds in response to its business needs and changes in market conditions.

## USE OF PROCEEDS FROM THE RIGHTS ISSUE AND THE PLACING

The aggregate net proceeds (after deduction of expenses) raised from the Rights Issue and the Placing were approximately HK$97 million (the "**Previous Fundraisings**"). As at the date hereof, the Group has fully utilised the Previous Fundraisings. The utilisation of the Previous Fundraisings is set out below:

| **Use of the Previous Fundraisings** | **Intended use of the Previous Fundraisings** *Approx. HK$'million* | **Actual use of the Previous Fundraisings as at the date of this announcement** *Approx. HK$'million* |
|---|---|---|
| Set-off of the outstanding amount of the Shareholder's Loans | 54 | 54 |
| Repayment of indebtedness | 20 | 20 |
| Upgrade of cross border e-Commerce platform HKMALL *(Note 1)* | 10 | 8 |
| Investment in business model enhancement of the Group *(Note 2)* | 7 | 9 |
| General working capital to support other operating expenses of the Group | 6 | 6 |
| **Total** | **97** | **97** |

*Notes:*

1. The actual utilisation was slightly lower than the original allocation mainly because certain software and AI development items involve milestone-based implementation and the project timeline proved less predictable. Some technical deliverables took longer than expected to resolve, and the corresponding budget has therefore not yet been fully drawn down. In addition, the Group adopted a more cautious approach to overseas business during the period amid an uncertain global trade environment, which resulted in lower overseas marketing initiatives to date, with the related budget deferred for deployment in later periods as appropriate. The Company expects the remaining balance of the original allocation to be utilised in subsequent periods as the relevant development work progresses.

2. The actual utilisation was slightly higher than the original allocation as the Group intensified its efforts in enhancing the products wholesaling model, O2O commerce and supply chain operations, including strategic partnerships in bonded warehousing. In connection with the Group's business initiatives to assist enterprises in expanding their products into overseas markets (出海), the Group has been seeking to support such enterprises in their overseas market entry and cross-border sales through online channels and related support services, including, for example, setting up new O2O operations in Dongguan and collaborating with strategic supply chain partners, which required additional upfront expenditure.

The Company is of the view that the variance stated above is modest and consistent with the overall stated strategy of the Group.

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

Hong Kong, 23 February 2026

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

*In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.*