THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bonjour Holdings Limited (the "**Company**"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or the bank manager, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

卓悅控股有限公司
BONJOUR Holdings Limited
Hong Kong Stock Code 653

Bonjour Holdings Limited
卓悅控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company (the "**EGM**") to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 August 2026 at 10:30 a.m. set out on pages 16 to 18 of this circular. A form of proxy for use at the EGM is enclosed. If you do not intend to attend and vote at the EGM in person, you are requested to complete and return the accompanying form of proxy to 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. 10:30 a.m. on Wednesday, 26 August 2026 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

12 August 2026

CONTENTS

In this circular, unless the context otherwise requires, the following expressions have the following meaning:

"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities
"Capital Reduction"	the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation and the reduction of the issued share capital of the Company by reducing the par value of each issued Consolidated Share from HK$0.30 to HK$0.01 by cancelling the paid up share capital to the extent of HK$0.29 per issued Consolidated Share
"Capital Reorganisation"	the Share Consolidation, the Capital Reduction and the Sub-division
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 12,000 Existing Shares to 5,000 New Shares
"Companies Act"	the Companies Act (As Revised) of the Cayman Islands
"Company"	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange
"Consolidated Share(s)"	ordinary share(s) with a par value of HK$0.30 each in the share capital of the Company immediately following the Share Consolidation becoming effective
"Court"	the Grand Court of the Cayman Islands
"Director(s)"	the director(s) of the Company
"EGM"	an extraordinary general meeting of the Company convened to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 August 2026 at 10:30 a.m., or any adjournment thereof for the purpose of considering and, if thought fit, approving, among other things, the Capital Reorganisation

"Existing Share(s)"	ordinary share(s) with a par value of HK$0.01 each in the share capital of the Company prior to the Capital Reorganisation becoming effective
"General Rules of HKSCC"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	6 August 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
"Listing Committee"	has the same meaning ascribed thereto under the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
"New Share(s)"	ordinary share(s) with a par value of HK$0.01 each in the share capital of the Company immediately after the Capital Reorganisation become effective
"Share(s)"	the Existing Share(s), the Consolidated Share(s) and/or the New Share(s), as the case may be
"Share Consolidation"	the consolidation of every thirty (30) issued and unissued Existing Shares of HK$0.01 each into one (1) Consolidated Share of HK$0.30 each
"Shareholder(s)"	the holder(s) of the Existing Share(s), the Consolidated Share(s) or the New Share(s), as the case may be

"Share Registrar"	the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited, the address of which is Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Sub-division"	the sub-division of each authorized but unissued Consolidated Share of HK$0.30 each into thirty (30) authorized but unissued New Shares of HK$0.01 each
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong

Set out below is the expected timetable for the implementation of the Capital Reorganisation. The expected timetable is subject to the results of the EGM and satisfaction of the conditions to the Capital Reorganisation and is therefore for indicative purposes only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to the Hong Kong local times and dates.

Event	Time and Date
Despatch of circular, proxy form and notice of EGM	Wednesday, 12 August 2026
Latest time for lodging share transfer documents in order to qualify for attending and voting at the EGM	4:00 p.m. on Friday, 21 August 2026
Closure of register of members for determining the entitlement to attend and vote at the EGM (both dates inclusive)	Monday, 24 August 2026 to Friday, 28 August 2026
Latest time for lodging forms of proxy for the EGM	10:30 a.m. on Wednesday, 26 August 2026
Record date for determining attendance and voting at the EGM	Friday, 28 August 2026
Date and time of the EGM	10:30 a.m. on Friday, 28 August 2026
Announcement of voting results of the EGM	Friday, 28 August 2026
Register of members re-opens	Monday, 31 August 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Capital Reduction and the Subdivision and the Change in Board Lot Size:

Effective date of the Capital Reorganisation	Before 9:00 a.m. on Friday, 11 September 2026
First day of free exchange of existing share certificates of the Existing Shares for new share certificates of the New Shares	Friday, 11 September 2026
Commencement of dealings in the New Shares	9:00 a.m. on Friday, 11 September 2026

Event	Time and Date
Original counter for trading in the Existing Shares in board lots of 12,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 11 September 2026
Temporary counter for trading in the New Shares in board lots of 400 New Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 11 September 2026
Original counter for trading in the New Shares in board lot of 5,000 New Shares (in the form of new share certificates for New Shares) re-opens	9:00 a.m. on Friday, 25 September 2026
Parallel trading in the Existing Shares and the New Shares (in the form of existing share certificates of the Existing Shares and new share certificates of the New Shares) commences	9:00 a.m. on Friday, 25 September 2026
Designated broker starts to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares	9:00 a.m. on Friday, 25 September 2026
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the New Shares	4:00 p.m. on Friday, 16 October 2026
Temporary counter for trading in the New Shares in temporary board lot of 400 New Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 16 October 2026
Parallel trading in the Existing Shares and the New Shares (in the form of existing share certificates of the Existing Shares and new share certificates of the New Shares) ends	4:10 p.m. on Friday, 16 October 2026
Last day for free exchange of existing share certificates of the Existing Shares for new share certificates for the New Shares	Wednesday, 21 October 2026

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Executive Directors:
Mr. Chen Jianwen *(Chairman)*
Mr. Wong Kai Chi *(Vice-Chairman)*
Dr. Chiu Lai Kuen, Susanna

Independent Non-executive Directors:
Mr. Lee Kwun Kwan
Mr. Kwok Chi Shing
Mr. Yan Sherman Chuek-ning

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

Principal Place of Business in Hong Kong:
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street
Tsuen Wan, Hong Kong

12 August 2026

To the Shareholders,

Dear Sir or Madam,

PROPOSED CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 4 August 2026 in relation to, among other things, the Capital Reorganisation and the Change in Board Lot Size.

The purpose of this circular is to provide you with, among other things: (i) further details of the Capital Reorganisation and the Change in Board Lot Size; and (ii) a notice convening the EGM.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which comprises the following:

(1) the Share Consolidation on the basis that every thirty (30) issued and unissued Existing Shares with par value of HK$0.01 each be consolidated into one (1) Consolidated Share with par value of HK$0.30 each and a round down of the total number of Consolidated Shares in the issued share capital of the Company to a whole number by cancelling any fraction in the issued share capital of the Company. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder;

(2) the Capital Reduction whereby (a) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be cancelled, and (b) the par value of each issued Consolidated Share will be reduced from HK$0.30 to HK$0.01 by cancelling the paid-up capital to the extent of HK$0.29 per issued Consolidated Share, so that following such reduction, each issued Consolidated Share shall become one New Share with par value of HK$0.01 each;

(3) the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate; and

(4) the Sub-division whereby immediately following the Capital Reduction becoming effective, each authorized but unissued Consolidated Share will be subdivided into thirty (30) authorized but unissued New Shares with par value of HK$0.01 each.

Effect of the Capital Reorganisation

As at the Latest Practicable Date, the authorized share capital of the Company is HK$100,000,000 divided into 10,000,000,000 Existing Shares with par value of HK$0.01 each, of which 1,874,878,065 Existing Shares have been issued and are fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective, and assuming there will be no change in the number of Existing Shares in issue from the Latest Practicable Date to the effective date of the Share Consolidation, the authorized share capital of the Company will become HK$100,000,000 divided into 333,333,333⅓ Consolidated Shares with par value of HK$0.30 each, of which 62,495,935 Consolidated Shares (which are fully paid or credited as fully paid) will be in issue. The total number of Consolidated Shares in the issued share capital of the Company will be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Assuming that the par value of each of the 62,495,935 issued Consolidated Shares will be reduced from HK$0.30 to HK$0.01 per issued New Share by cancelling the paid up share capital to the extent of HK$0.29 per issued Consolidated Share by way of a reduction of capital, so as to form issued New Shares with par value of HK$0.01 each, the Company's existing issued share capital of HK$18,748,780.65 will be reduced by HK$18,123,821.30 to HK$624,959.35. The proposed Capital Reduction and the Sub-division will enable the par value of the Shares to be reduced from HK$0.30 to HK$0.01 each. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to the distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate.

Upon the Capital Reduction and the Sub-division becoming effective and assuming no further Existing Shares will be issued or repurchased or surrendered from the Latest Practicable Date up to the effective date of the Capital Reduction and the Sub-division, the authorized share capital of the Company shall be HK$100,000,000 divided into 10,000,000,000 New Shares with par value of HK$0.01 each, of which 62,495,935 New Shares will be in issue and fully paid or credited as fully paid.

Assuming there will be no change in the issued share capital of the Company from the Latest Practicable Date up to the date on which the Capital Reorganisation become effective, the share capital structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after the Share Consolidation becoming effective; and (iii) immediately upon the Capital Reduction and the Sub-division becoming effective are summarised as follows:

	As at the Latest Practicable Date	Immediately after the Share Consolidation becoming effective but prior to the Capital Reduction and Sub-division	Immediately after the Capital Reduction and the Sub-division becoming effective
Par value	HK$0.01 per Existing Share	HK$0.30 per Consolidated Share	HK$0.01 per New Share
Amount of the authorized share capital	HK$100,000,000	HK$100,000,000	HK$100,000,000
Number of authorized Shares	10,000,000,000	333,333,333⅓	10,000,000,000
Amount of issued share capital	HK$18,748,780.65	HK$18,748,780.50	HK$624,959.35
Number of issued Shares	1,874,878,065	62,495,935	62,495,935

Each of the New Shares in issued immediately following the Capital Reorganisation shall rank pari passu in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group and is in the interest of the Company and the Shareholders as a whole.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Existing Shares, Consolidated Shares or New Shares, as the case may be.

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional on the following conditions being fulfilled:

(i) the Shareholders' approval by way of special resolution at the EGM to be convened and held to consider and, if thought fit, approve the Capital Reorganisation;

(ii) the Directors signing the solvency statement in accordance with the requirements of the Companies Act;

(iii) registration by the Registrar of Companies in the Cayman Islands with a copy of the solvency statement and the EGM minutes which approved the Capital Reduction;

(iv) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation; and

(v) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Capital Reorganisation.

None of the above conditions is waivable.

As at the Latest Practicable Date, none of the above conditions have been fulfilled.

Fractional entitlement to the Consolidated Shares

Any fractional Consolidated Share arising from the Share Consolidation, if any, will be aggregated and, if possible, sold for the benefit of the Company and will not be allocated to the Shareholders otherwise entitled thereto. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Odd lots arrangements and matching services

In order to alleviate the difficulties arising from the existence of odd lots of New Shares arising from the Capital Reorganisation, the Company has appointed Cinda International Securities Limited as its agent to stand in the market to provide matching services for the sale and purchase of odd lots of New Shares on a best effort basis, to those Shareholders who wish to acquire odd lots of New Shares to make up a full board lot, or to dispose of their holding of odd lots of New Shares during the period from 9:00 a.m. on Friday, 25 September 2026 to 4:00 p.m. on Friday, 16 October 2026 (both days inclusive). Shareholders who wish to take advantage of this service should contact Mr. Leung Siu Wa of Cinda International Securities Limited at Suites 5801-04&08, 58/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong or at telephone number (852) 2235 7801 during normal office hours of such period.

Holders of odd lots of New Shares should note that successful matching of the sale and purchase of odd lots of New Shares are not warranted. Any Shareholder who is in any doubt about the arrangements with respect to odd lots should consult his/her/its own professional advisers.

Exchange of share certificates for New Shares

Subject to the Capital Reorganisation becoming effective, Shareholders may during the period from Friday, 11 September 2026 to Wednesday, 21 October 2026 (both days inclusive), submit share certificates for the Existing Shares (in pink colour) to the Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for exchange, at the expense of the Company for share certificates for the New Shares.

Thereafter, all existing share certificates of the Existing Shares will continue to be good evidence of title to the New Shares, and may be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the New Shares, whichever is higher. The existing share certificates of the Existing Shares will only be valid for delivery, trading and settlement purposes and thereafter will not be accepted for delivery, trading and settlement purposes.

The new share certificates for the New Shares will be issued in purple in order to distinguish them from the existing share certificates of the Existing Shares in pink.

Listing and dealings

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Capital Reorganisation becoming effective.

The New Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time.

None of the Existing Shares or any debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded on the Stock Exchange in board lot size of 12,000 Existing Shares. The Board proposes to change the board lot size for trading from 12,000 Existing Shares to 5,000 New Shares per board lot upon the Capital Reorganisation becoming effective.

Based on the closing price of HK$0.027 per Existing Share (equivalent to the theoretical closing price of HK$0.81 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 12,000 Existing Shares is HK$324; (ii) the value of each board lot of 12,000 New Shares would be HK$9,720 assuming the Capital Reorganisation becoming effective; and (iii) the estimated value per board lot of 5,000 New Shares would be HK$4,050.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

REASONS FOR THE CAPITAL REORGANISATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the share approaches the extremities of HK$0.01 or HK$9,995.00, the Stock Exchange reserves the right to require the listed issuer to either change the trading method or to proceed with a consolidation or splitting of the Existing Shares. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and last updated in June 2026) ("**Guide**") states that listed issuers are required to comply with the board lot value floor guidance of HK$1,000 and board lot value ceiling guidance of HK$50,000, and to adopt one of the eight standardised board lot units, i.e. 1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000.

The Board having considered the recent trading price of the Existing Shares below HK$0.10 which is approaching the extremity of HK$0.01 and considered that it is necessary to conduct share consolidation to bring the price of the Shares upward, and the consolidation of every 30 Existing Shares into one Consolidated Share was determined based on the theoretical closing price of HK$0.81 per Consolidated Share (calculated based on the closing price of HK$0.027 per Existing Share as at the Latest Practicable Date) could attract more investors to facilitate future fund raising to meet business development needs, if and when opportunities arise, and widen the Shareholders' base of the Company.

Meanwhile, the change in board lot from 12,000 Existing Shares to 5,000 New Shares would increase the value per board lot of New Shares from HK$324 to HK$4,050 (calculated based on the closing price of HK$0.027 per Existing Shares as at the Latest Practicable Date) that meets the requirement of under the Guide having the board lot value above HK$1,000 and the new standardized board lot unit of 5,000. The selection of a smaller number of board lot unit (say 2,000) would carry too mean buffer (say HK$1,620) over the minimum board lot value floor guidance of HK$1,000.

Furthermore, with a board lot size of 5,000 Consolidated Shares, the new board lot value would be HK$4,050, which would enable the Company to comply with the trading requirements under the Listing Rules. Further, it is expected that the Share Consolidation will increase the nominal value of the Shares. Accordingly, the Share Consolidation will bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares. As a result, the Share Consolidation would not only enable the Company to comply with the trading requirements under the Listing Rules, but would also attract more investors and hence broaden the Shareholder base.

The proposed Capital Reduction and the Sub-division will enable the par value of the Consolidated Shares to be reduced from HK$0.30 to HK$0.01 each. The credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of credit (if any) will be transferred to the distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the Board considers appropriate.

The Directors are of the opinion that the proposed Capital Reduction and the Sub-division will (i) give greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future, subject to the Company's performance and when the Board considers that it is appropriate to do so in the future; and (ii) enable the nominal or par value of the Shares to be reduced from HK$0.30 to a lower level of HK$0.01 each, thus giving greater flexibility to the Company to issue new Shares in the future given that the Company is not permitted, without order of the Court, to issue new Shares below their nominal or par value.

Save for applying the credit arising from the Capital Reduction towards offsetting the accumulated losses of the Company and the expenses to be incurred in relation to the Capital Reorganisation, the Directors consider that the Capital Reorganisation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

In view of the above, the Directors are of the view that the Capital Reorganisation is in the best interests of the Company and its Shareholders as a whole.

As at the Latest Practicable Date, the Company has (i) no intention to carry out other corporate action or arrangement, including share consolidation, share sub-division and capital reduction, and (ii) no concrete plan to carry out any fund raising activities, in the next 12 months. Nevertheless, the Company cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund-raising opportunities arises in order to support future development of the Group. Further announcement will be made by the Company in this regard in accordance with the Listing Rules if and when appropriate.

EGM

The notice of the EGM is set out on pages 16 to 18 of this circular. At the EGM, a special resolution will be proposed to approve the Capital Reorganisation.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and 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, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM (i.e. 10:30 a.m. on Wednesday, 26 August 2026 (Hong Kong Time)) or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the EGM if that Shareholder wishes to do so and in such event, the form of proxy previously submitted shall be deemed to be revoked.

As no Shareholders have a material interest in the Capital Reorganisation, no Shareholders will be required to abstain from voting on the resolution approving the Capital Reorganisation.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolution that will be proposed at the EGM will be put to vote by way of poll. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 24 August 2026 to Friday, 28 August 2026, both dates inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, 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, no later than 4:00 p.m. on Friday, 21 August 2026. The record date for ascertaining Shareholders' entitlement to attend and vote at the EGM is Friday, 28 August 2026.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board considers that the Capital Reorganisation including the Share Consolidation, the Capital Reduction and Sub-division, and the Change in Board Lot Size are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the proposed special resolution for approval of the Capital Reorganisation at the EGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purposes of interpretation.

Yours faithfully,
For and on behalf of the Board
Bonjour Holdings Limited
Chen Jianwen
Chairman and Executive Director

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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Bonjour Holdings Limited (the "**Company**") will be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 28 August 2026 at 10:30 a.m. to consider and, if thought fit, approve the following resolution. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 12 August 2026 (the "**Circular**").

AS A SPECIAL RESOLUTION

"**THAT** subject to and conditional upon (i) the signing by all the directors of the Company of a solvency statement in accordance with the requirements of the Companies Act; (ii) registration by the Registrar of Companies in the Cayman Islands of a copy of the solvency statement and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction (as defined below); and (iii) The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), with effect from the date on which the aforesaid conditions are fulfilled (the "**Effective Date**"):

(a) every thirty (30) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK$0.30 in the share capital of the Company (the "**Share Consolidation**");

(b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation be and is hereby rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation (the "**Rounding**");

(c) the issued and paid-up share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK$0.29 on each of the then issued Consolidated Shares so that the par value of each issued Consolidated Share will be reduced from HK$0.30 to HK$0.01 (each such reduced ordinary share, a "**New Share**") (which together with the Rounding, the "**Capital Reduction**");

(d) each of the then authorised but unissued Consolidated Shares of par value of HK$0.30 be sub-divided into thirty (30) New Shares of par value of HK$0.01 each (the "**Sub-division**" which together with the Share Consolidation and the Capital Reduction, the "**Capital Reorganisation**") so that following the Capital Reorganisation, the authorised share capital of the Company will remain at HK$100,000,000 divided into 10,000,000,000 New Shares of par value of HK$0.01 each of which 62,495,935 New Share of par value of HK$0.01 each will be in issue and the amount deemed to be paid up on each issued New Share will be HK$0.01 each and the issued share capital of the Company will be reduced from an amount of HK$18,748,780.65 by an amount of HK$18,123,821.30 to an amount of HK$624,959.35;

(e) the credits arising from the Capital Reduction will be applied towards setting off the accumulated losses of the Company as at the Effective Date, the excess of which (if any) will be credited to a distributable reserve account of the Company (the "**Distributable Reserve Account**") and the board of directors of the Company (the "**Directors**") or a committee thereof be and are hereby authorised to use the amount then standing to the credit of the Distributable Reserve Account to eliminate or set off the accumulated losses of the Company which may arise from time to time and/or to pay dividend and/or to make any other distribution out of the Distributable Reserve Account from time to time without further authorisation from the shareholders of the Company and/or to use the credit in such other manner as may be permitted under the articles of association of the Company in effect from time to time and all applicable laws without further authorisation from the shareholders of the Company and all such actions in relation thereto be approved, ratified and confirmed;

(f) fractional Consolidated Shares will not be issued to holders of the same and the Directors be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and

(g) any one Director be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he/she may, in his/her absolute discretion, considers 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 Capital Reorganisation."

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

Hong Kong, 12 August 2026

Principal Place of Business in Hong Kong:
12/F., Bonjour Tower
No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong

Notes:

(1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote in his stead. A member of the Company who is the holder of two or more shares may appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy 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 together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the meeting (i.e. 10:30 a.m. on Wednesday, 26 August 2026 (Hong Kong Time)) or adjourned meeting.

(2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the extraordinary general meeting of the Company or any adjournment and in such event, the form of proxy previously submitted shall be deemed to be revoked.

(3) The Register of Members will be closed from Monday, 24 August 2026 to Friday, 28 August 2026, both dates inclusive, during which period no transfer of shares will be registered. In order to determine the entitlement to attend and vote at the forthcoming extraordinary general meeting of the Company, all transfer of shares, accompanied by the relevant share certificates and transfer forms, 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, for registration not later than 4:00 p.m. on Friday, 21 August 2026. The record date for ascertaining members' entitlement to attend and vote at the extraordinary general meeting is Friday, 28 August 2026.

(4) 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 extraordinary general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at http://corp.bonjourhk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.

(5) As at the date of this notice, the Board comprises Mr. Chen Jianwen (Chairman), Mr. Wong Kai Chi (Vice-Chairman) 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.