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.

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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)

GENERAL MANDATES TO REPURCHASE SHARES, ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of the Company (the "**AGM**") to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 27 November 2026 at 11:30 a.m. set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is enclosed. If you do not intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar 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 AGM (i.e. 11:30 a.m. on Wednesday, 25 November 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 AGM or any adjournment thereof should you so wish.

30 October 2026

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

"AGM"	the annual general meeting of the Company to be held at 12/F., Bonjour Tower, No. 36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong on Friday, 27 November 2026 at 11:30 a.m.;
"Articles" or "Articles of Association"	the memorandum and articles of association of the Company (as amended and/or restated from time to time);
"Board"	the board of Director(s);
"CCASS"	has the meaning ascribed thereto in the Listing Rules;
"Chairman"	the chairman of the Board;
''Companies Act'' or ''Act''	the Companies Act (As Revised) of the Cayman Islands;
"Company"	Bonjour Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board Stock Exchange (Stock Code: 653);
"Director(s)"	director(s) of the Company;
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"Issue Mandate"	the proposed general and unconditional issue mandate to be granted to the Directors to allot, issue and deal with additional Shares and/or sell or transfer treasury shares (if any) not exceeding 20% of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving the issue mandate;
"Latest Practicable Date"	23 October 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 Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;
"Nomination Committee"	the nomination committee of the Company;
"PRC"	the People's Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan;
"Repurchase Mandate"	the proposed general and unconditional repurchase mandate to be granted to the Directors to exercise the power of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued Shares (excluding treasury shares, if any) as at the date of passing of the resolution for approving the repurchase mandate;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
"treasury shares"	has the meaning ascribed thereto under the Listing Rules and as amended from time to time; and
"%"	per cent.

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BONJOUR Holdings Limited
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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

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

30 October 2026

To the Shareholders,

Dear Sir or Madam,

GENERAL MANDATES TO REPURCHASE SHARES, ISSUE SHARES AND SELL OR TRANSFER TREASURY SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITOR, AND NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to approve (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; (iv) the re-appointment of Grand Thornton Hong Kong Limited as auditor of the Company; (v) the re-election of the retiring Directors; and to give you notice of the AGM.

An explanatory statement containing all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

2. GENERAL MANDATE TO REPURCHASE SHARES

At the 2024/2025 annual general meeting of the Company held on 28 November 2025 at 1:00 p.m., an ordinary resolution was passed by the Shareholders to grant the existing repurchase mandate to the Directors.

The existing repurchase mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing of such resolution. Based on 67,212,264 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to repurchase up to a total of 6,721,226 Shares if the fresh Repurchase Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

3. GENERAL MANDATE TO ISSUE SHARES

At the 2024/2025 annual general meeting of the Company held on 28 November 2025 at 1:00 p.m., an ordinary resolution was passed by the Shareholders to grant the existing issue mandate to the Directors.

The existing issue mandate will expire at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant to the Directors a fresh Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends and/or sell or transfer treasury shares (if any) pursuant to the Articles of Association, additional Shares with an amount not exceeding 20% of the issued shares of the Company (excluding treasury shares, if any) as at the date of passing of such resolution. Based on 67,212,264 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with for up to a total of 13,442,452 Shares if the fresh Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the issued shares of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed the amount of shares of the Company purchased pursuant to the Repurchase Mandate on the date of passing the resolution for approving the Issue Mandate.

5. RE-ELECTION OF RETIRING DIRECTORS

In relation to ordinary resolution number 2 set out in the notice of the AGM regarding the re-election of retiring Directors, Mr. Wong Kai Chi shall retire as the Director by rotation at the AGM pursuant to article 112 of the Articles of Association, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning shall retire as the Directors by rotation at the AGM pursuant to article 108 of the Articles of Association, and, together with Mr. Wong Kai Chi, being eligible, will offer themselves for re-election.

In accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, ethnicity, cultural and educational background, professional experiences and knowledge) with due regard for the benefits of diversity, as set out under the board diversity policy of the Company, the Nomination Committee has reviewed the re-election of the Directors through:

(a) evaluating the performance and contribution of the retiring Directors during the last financial year of the Company and the period thereafter up to the date of evaluation; and

(b) assessing the independence of Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning as independent non-executive Directors, and considered whether they remained independent and suitable to continue to act in such role.

After due evaluation and assessment, the Nomination Committee is of the opinion that:

(a) the performance of the retiring Directors was satisfactory and contributed effectively to the operation of the Board; and

(b) based on the information available to the Nomination Committee and the annual written independence confirmation received from Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning, the Nomination Committee was satisfied that Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning:

    i. fulfill the requirements of independent non-executive Directors as stipulated under Rule 3.13 of the Listing Rules; and

    ii. are the persons of integrity and independent in character and judgement.

Accordingly, the Nomination Committee recommended to the Board, and the Board has considered the re-election of Mr. Wong Kai Chi as an executive Director and Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning as independent non-executive Directors, is in the best interests of the Company and the Shareholders as a whole and has resolved to propose to re-elect each of the retiring Directors at the AGM.

Particulars relating to each of Mr. Wong Kai Chi, Mr. Kwok Chi Shing and Mr. Yan Sherman Chuek-ning are set out below for the Shareholders' consideration.

Mr. Wong Kai Chi ("**Mr. Wong**"), aged 54, is the vice-chairman of the Board, co-chief executive officer and an executive Director. Mr. Wong was appointed as an executive Director on 20 April 2026. He has over 25 years of experience in finance and professional accounting. Since April 2017, Mr. Wong has been the founder and managing partner of his own business and investment firm focusing on healthcare and AI education. Prior to his entrepreneurial ventures, Mr. Wong held several key executive roles at Bloomberg L.P. from August 2014 to March 2017, Wells Fargo from August 2009 to July 2014, General Electric from August 1998 to April 2007, where he was mainly responsible for general management, corporate finance and accounting/controllership matters of Asia Pacific Region. Mr. Wong obtained a Bachelor of Commerce degree from Monash University in July 1996 and a Master of Business Administration degree from Deakin University in 2005. He has been a Fellow Certified Practising Accountant (Australia) since 2015.

In addition to his professional career, Mr. Wong is the regional chairman of District 303 of Lions Club International, the vice-chairman of the Hong Kong Girl Guides New Territories Region Association, and a director of the Hong Kong R&D Centre for Logistics and Supply Chain Management Enabling Technologies. As at the Latest Practicable Date, Mr. Wong is an independent non-executive director of Hypebeast Limited (Stock Code: 150).

Mr. Wong has entered into a service agreement with the Company for a term of three years commencing from 20 April 2026 and will be renewed unless and until terminated by either party serving not less than 30 days' written notice. Mr. Wong is entitled to receive a salary of HK$1,200,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company's remuneration policy and is subject to review by the remuneration committee of the Company from time to time. Mr. Wong is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) has not held any directorship in other listed companies in the past three years; (ii) has not held any positions in the Company or any of its subsidiaries; (iii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iv) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Kwok Chi Shing ("**Mr. Kwok**"), aged 64, is an independent non-executive Director. He is also the chairman of the audit committee and a member of each of the remuneration committee and the nomination committee of the Company. Mr. Kwok was appointed as an independent non-executive Director on 21 September 2020 of the Company. Mr. Kwok is currently a certified public accountant in Hong Kong. Mr. Kwok obtained a degree of Master of Arts in Economics with Accountancy from The University of Aberdeen in U.K. in July 1986. He has been a fellow member of the Hong Kong Institute of Certified Public Accountants since January 1991 and a member of the Institute of Chartered Accountants of Scotland since November 1989.

Mr. Kwok is currently an independent non-executive director for a number of Hong Kong listed companies on the Main Board, namely DTXS Silk Road Investment Holdings Company Limited (大唐西市絲路投資控股有限公司) (stock code: 620) and Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (stock code: 1777) and was appointed as an independent non-executive Director for a number of Hong Kong listed companies on the Main Board and the GEM Board, namely of DeTeam Company Ltd (弘海有限公司) (stock code: 8112, delisted on 20 June 2009) from 27 January 2006 to 22 June 2009, Grand Ocean Advanced Resources Company Limited (弘海高新資源有限公司) (stock code: 0065) from 27 January 2006 to 18 September 2020, Huakang Biomedical Holdings Company Limited (華康生物醫學控股有限公司) (stock code: 8622) from 26 November 2018 to 1 September 2020, EPS Creative Health Technology Group Limited (EPS創健科技集團有限公司) (stock code: 3860) from 23 January 2017 to 30 June 2021, Speed Apparel Holding Limited (尚捷集團控股有限公司) (stock code: 8183, delisted on 12 December 2019) from 23 January 2017 to 12 December 2019 and Hang Chi Holdings (恒智控股有限公司) (stock code: 8405) from 21 June 2017 to 15 August 2022.

Mr. Kwok has entered into a service agreement with the Company for a term of one year commencing from 21 September 2020 and will be renewed unless and until terminated by either party serving not less than 30 days' written notice. Mr. Kwok is entitled to receive a director's fee of HK$208,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company's remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Kwok is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Kwok (i) has not held any directorship in other listed companies in the past three years; (ii) has not held any positions in the Company or any of its subsidiaries; (iii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iv) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Kwok has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

There is no other information relating to Mr. Kwok that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Yan Sherman Chuek-ning ("**Mr. Yan**"), aged 63, is an independent non-executive Director. He is also the chairman of the nomination committee and a member of the audit committee of the Company. Mr. Yan was appointed as an independent non-executive Director on 15 September 2020. Mr. Yan is currently a practicing solicitor and a Notary Public in Hong Kong. He is also the Managing Partner of ONC Lawyers. Mr. Yan was also admitted as a solicitor in England and Wales. Mr. Yan graduated from the University of London with a bachelor's degree in laws and the University of Southampton with a master's degree in laws.

Mr. Yan has entered into a service agreement with the Company for a term of one year commencing from 15 September 2020 and will be renewed unless and until terminated by either party serving not less than 30 days' written notice. Mr. Yan is entitled to receive a director's fee of HK$198,000 per annum as remuneration for his directorship in the Company. Such fee is determined by reference to the Company's remuneration policy and subject to review by the remuneration committee of the Company from time to time. Mr. Yan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yan (i) has not held any directorship in other listed companies in the past three years; (ii) has not held any positions in the Company or any of its subsidiaries; (iii) is not connected with any existing Directors, substantial Shareholders, controlling shareholders or senior management of the Company; and (iv) does not have any interest in the Shares and other securities of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Mr. Yan has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence.

There is no other information relating to Mr. Yan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.

6. RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 30 June 2026 were audited by Grant Thornton Hong Kong Limited ("**Grant Thornton**") whose term of office will expire upon the conclusion of the AGM. The Board proposed to re-appoint Grant Thornton as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration, the further details of which are outlined in ordinary resolution number 3 as set out in the notice of the AGM regarding the re-appointment of auditor of the Company.

The estimated audit fee for audit services in respect of the consolidated financial statements of the Company and its subsidiaries for the financial year ending 30 June 2027 is expected to be in the range of approximately HK$1,600,000 to HK$2,000,000, determined through negotiation between the Company and Grant Thornton, taking into account factors such as audit workload, the Company's business development, and the outcome of discussions.

Unless there is a material change in the basis or assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

7. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, (i) the Repurchase Mandate; (ii) the Issue Mandate; (iii) the extension of the Issue Mandate; and (iv) the re-election of the retiring Directors.

A form of proxy for use at the AGM 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 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 AGM (i.e. 11:30 a.m. on Wednesday, 25 November 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 AGM if so wished.

8. LISTING RULES REQUIREMENT

According 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 hand. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. No Shareholders are required to abstain from voting at the AGM.

9. 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 Group. 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.

10. RECOMMENDATION

The Directors believe that the granting of the Repurchase Mandate and the Issue Mandate, the extension of the Issue Mandate to the Directors, the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions set out in the notice of the AGM.

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

The following explanatory statement contains all the information required pursuant to Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate. Neither the explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprised 67,212,264 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 6,721,226 Shares (being 10% of the Shares in issue) during the period up to (i) the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

To the extent that any treasury shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that: (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

2. REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets of the Company and/or earnings per Share.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it repurchased and/or hold such Shares as treasury shares for subsequent sale or transfer subject to consideration of factors including market conditions and the Group's capital management needs at the relevant time of the repurchases.

3. FUNDING OF REPURCHASES

Repurchasing Shares must be made of the funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands and Hong Kong. The Companies Act provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 30 June 2026, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed Share repurchases were to be carried out in full during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the repurchase proposal is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

6. CONFIRMATION OF THE DIRECTORS

The Directors have confirmed that they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the Articles of Association.

7. EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

To the best of knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date, Mr. Chen Jianwen ("**Mr. Chen**"), who is a substantial Shareholder, held 18,816,972 Shares directly, representing approximately 28.00% of the entire issued share capital of the Company. On the basis that no further Share is issued or repurchased prior to the AGM and the shareholding of Mr. Chen remains unchanged, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, if so approved, in accordance with the terms of Resolution no. 6 as set out in the AGM Notice, the shareholding of Mr. Chen will be increased from approximately 28.00% to approximately 31.11%. Such increase would give rise to an obligation for Mr. Chen to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that it will trigger the obligations under the Takeovers Code for Mr. Chen to make a mandatory offer.

In any event, the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in takeover obligation or the public holding of Shares would be reduced below 25% of the issued shares of the Company.

8. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

Months	Per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
October	0.080	0.060
November	0.075	0.060
December	0.150	0.062
2026		
January	0.150	0.098
February	0.144	0.085
March	0.120	0.063
April	0.083	0.053
May	0.081	0.038
June	0.040	0.014
July	0.073	0.016
August	0.057	0.022
September*	2.595	1.160
October* (up to the Latest Practicable Date)	1.700	1.275

* On 28 August 2026, the special resolution in relation to the Capital Reorganisation was duly passed by the Shareholders by way of poll at the extraordinary general meeting of the Company. Capital Reorganisation of the Company took effect on 11 September 2026, which involved Share consolidation of every thirty (30) issued and unissued shares of par value of HK$0.01 each in the share capital of the Company into one (1) consolidated share of par value of HK$0.30 each, and reduction of the issued share capital of the Company by reducing the par value of each issued consolidated share from HK$0.30 each to HK$0.01 each by cancelling the paid up capital to the extent of HK$0.29 on each issued consolidated share. Please refer to the announcements of the Company dated 4 August 2026, 12 August 2026 and 15 September 2026 respectively, and the circular of the Company dated 12 August 2026.

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 IS HEREBY GIVEN that the annual 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, 27 November 2026 at 11:30 a.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the year ended 30 June 2026.

2. To re-elect the retiring directors of the Company and to authorize the board of directors of the Company to fix the remuneration of the directors of the Company.

3. To re-appoint Grant Thornton Hong Kong Limited as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.

As special business, to consider, and if thought fit, pass the following ordinary resolutions:

ORDINARY RESOLUTIONS

4. "**THAT:**

   (a) subject to paragraph (c) on next page, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and/or to sell or transfer treasury shares (which have the meaning ascribed thereto under the Listing Rules and as amended from time to time) of the Company (the "**treasury shares**") and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

   (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate amount of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) and treasury shares sold or transferred or conditionally or unconditionally agreed to be sold or transferred by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association from time to time shall not exceed 20% (excluding treasury shares, if any) of the amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company)."

5. "**THAT**:

   (a) the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

   (b) the total amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% (excluding treasury shares, if any) of the total amount of the shares of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and

   (c) for the purposes of this resolution:

   "Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

   (i) the conclusion of the next annual general meeting of the Company;

   (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and

   (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

6. "**THAT** conditional upon resolutions nos. 4 and 5 above being passed, the total amount of the number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5 above shall be added to the aggregate amount of shares that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with and treasury shares sold or transferred or agreed conditionally and unconditionally to be sold or transferred by the directors of the Company pursuant to resolution no. 4 above, provided that such extended amount shall not exceed 10% (excluding treasury shares, if any) of total number of the shares of the Company in issue as at the date of passing of the resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution)."

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

Hong Kong, 30 October 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 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. 11:30 a.m. on Wednesday, 25 November 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 annual general meeting of the Company or any adjournment.

(3) The Register of Members will be closed from 20 November 2026 to 27 November 2026, both days inclusive, during which period no transfer of shares will be registered. The record date will be 27 November 2026 and in order to determine the entitlement to attend and vote at the forthcoming annual 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 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 19 November 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 8:30 a.m. on the date of the annual 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.

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.