



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

FSD CAUSE NO ___ OF 2024 (CRJ)

IN THE MATTER OF SECTION 15 OF THE COMPANIES ACT (2023 REVISION)

AND IN THE MATTER OF BONJOUR HOLDINGS LIMITED 卓悅控股有限公司

PETITION

TO: The Grand Court of the Cayman Islands

THE HUMBLE PETITION of Bonjour Holdings Limited 卓悅控股有限公司 (the “**Company**”) of Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands shows that:

1. The object of this Petition is to seek an order pursuant to section 15 of the Companies Act (Revised) (as amended) of the Cayman Islands (the “**Companies Act**”) confirming a reduction of the share capital of the Company.

The Company

2. The Company was incorporated as an exempted company in the Cayman Islands on 15 March 2003 with registration number 123989 with the name Bonjour Holdings Limited 卓悅控股有限公司.
3. The Company’s registered office is Ocorian Trust (Cayman) Limited, Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.
4. The Company’s head office and principal place of business is 12/F., Bonjour Tower, No.36-50 Wang Wo Tsai Street, Tsuen Wan, Hong Kong.
5. Paragraph 3 of the Company’s Amended and Restated Memorandum of Association (as adopted by a Special Resolution on 31 May 2023) (the “**Memorandum of Association**”) states:

This Petition is filed by Campbells LLP, attorneys for the Petitioner, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, KY1-9010 Cayman Islands.

“The objects for which the Company is established are unrestricted and except as prohibited or limited by the laws of the Cayman Islands, the Company shall have full power and authority to do and carry out any and all acts exercisable by a natural person or body corporate or any other legal entity in any part of the world in any capacity whatsoever including whether as principal, agent, contractor, broker, representative, attorney or otherwise and whether alone or jointly with others.”

6. The Company is an investment holding company. The Company and its subsidiaries are principally engaged in the retail business of beauty and health care products in Hong Kong and overseas markets.
7. The Company’s shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (“**HKSE**”) under stock code number 653 and began trading on 16 July 2003.

The proposed Capital Reduction

8. At the date of this Petition, the authorised share capital of the Company is HK\$100,000,000 divided into 500,000,000 shares of par value HK\$0.20 each, of which 237,715,799 shares are issued and fully paid or credited as fully paid.
9. The Company proposes to implement a capital reduction in the following manner:
 - (a) the par value of each issued share of the Company be reduced from HK\$0.20 to HK\$0.01 per issued share by cancelling the paid up share capital to the extent of HK\$0.19 per issued share (the “**Capital Reduction**”);
 - (b) 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;
 - (c) immediately following the Capital Reduction becoming effective, each of the authorised but unissued shares with par value of HK\$0.20 each be sub-divided into 20 authorised but unissued new shares with a par value of HK\$0.01 each (the “**Sub-division**”); and
 - (d) each of the new shares arising from the Capital Reduction and Sub-division 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.
10. The Capital Reduction and Sub-division are conditional on the following:
 - (a) the shareholders’ approval by way of special resolution at an extraordinary general meeting (“**EGM**”) to be convened and held to consider and, if thought fit, approve, among other things, the Capital Reduction and the Sub-division;
 - (b) an order being made by the Grand Court of the Cayman Islands (the “**Court**”) confirming the Capital Reduction (and compliance with any conditions imposed by the Court in relation to the Capital Reduction);

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- (c) registration by the Registrar of Companies of the Cayman Islands (the “**Registrar**”) of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act with respect to the Capital Reduction; and
- (d) the Main Board Listing Committee of the HKSE granting the listing of, and permission to deal in the new shares arising from the Capital Reduction and Sub-division.

11. If the relief sought by this Petition is granted, and the other conditions listed in the paragraph above are satisfied, the share capital structure of the Company will be as follows:

	As at the date of this Petition	Immediately after the Capital Reduction and the Sub-division becoming effective
Par value	HK\$0.20 per share	HK\$0.01 per new share
Amount of the authorised share capital	HK\$100,000,000	HK\$100,000,000
Number of authorised shares	500,000,000 shares	10,000,000,000 new shares
Amount of the issued share capital	HK\$47,543,159.80	HK\$2,377,157.99
Number of issued shares	237,715,799	237,715,799

The proposed Capital Reduction has been approved by the Company and its shareholders

12. Article 14 of the Company’s Amended and Restated Articles of Association (adopted by a Special Resolution on 31 May 2023) (the “**Articles**”) states:

“The Company may by Special Resolution reduce its share capital, share premium account, or undistributable reserve in any manner authorised, and subject to any conditions prescribed, by law.”

13. Article 1(d) of the Articles states:

“...a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than three quarters of the total voting rights of such Shareholders as, being entitled so to do, vote in person or by proxy, or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting held in accordance with these Articles and of which not less than 21 days’ notice, specifying (without prejudice to the power contained in these Articles to amend the same) the intention to propose the resolution as a Special Resolution has been duly given...”

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14. On 3 September 2024, the Company held a meeting of the board of directors where, after due and careful consideration, the board resolved (among other things) that the Capital Reduction and Sub-division be and are hereby approved. It was further noted that the Capital Reduction and Sub-division are subject to the approval of the Company's shareholders at an extraordinary general meeting of the Company to be convened ("EGM"), and that a circular will be despatched to the shareholders setting out further details of the Capital Reduction and Sub-division together with the notice convening the EGM.
15. On 3 September 2024, following the Company's meeting of the board of directors, the Company listed an announcement on the HKSE entitled "Proposed Capital Reduction of Issued Shares and Sub-division of Unissued Shares". The Company's announcement detailed (among other things):
- (a) the Board's proposal to implement the Capital Reduction and Sub-division);
 - (b) the reasons for and effects of the Capital Reduction and Sub-division; and
 - (c) conditions of the Capital Reduction, and the Sub-division.
16. On 6 September 2024, the Company issued a notice to all shareholders that an EGM will be held on 30 September 2024 for the purpose of considering and, if thought fit, passing, with or without amendments, the following special resolution (the "**Special Resolution**"):

"THAT, conditional upon and subject to (i) the Grand Court of the Cayman Islands (the "Court") granting an order confirming the Capital Reduction (as defined below), (ii) compliance with any condition(s) which the Court may impose in relation to the Capital Reduction, (iii) the registration by the Registrar of Companies of the Cayman Islands of a copy of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Act (Revised) of the Cayman Islands with respect to the Capital Reduction, (iv) the taking of each action with is required to be taken under the laws of the Cayman Islands and the Rules governing the listing of securities on the Stock Exchange in order for the Capital Reduction to be effected, and (v) the granting by the Listing Committee of the Stock Exchange of an approval with respect to the listing of, and permission to deal in, the New Shares (as defined below) with effect from the date on which the conditions referred to above are satisfied (the "Effective Date"):

- (a) each fractional Consolidated Share in the issued share capital of the Company which has resulted from the Share Consolidation is cancelled (if applicable);*
- (b) the issued share capital of the Company is reduced by a cancellation of the paid up share capital of the Company to the extent of HK\$0.19 on each issued Consolidated Share so that the par value of each issued share in the Company is reduced from HK\$0.20 to HK\$0.01 (the "Capital Reduction");*
- (c) immediately after the Capital Reduction, each authorized but unissued Consolidated Share is sub-divided into twenty (20) authorized but unissued new ordinary shares in the*

Company with a par value of HK\$0.01 each (each, a “New Share”), each of which is to rank pari passu in all respects with each other New Share and to carry the rights and privileges, and be subject to the restrictions, provided for in the Company’s memorandum and articles of association (the “Sub-division”);

- (d) *immediately after the Capital Reduction and the Sub-division, the authorized share capital of the Company is changed from HK\$100,000,000 divided into 500,000,000 Consolidated Shares to HK\$100,000,000 divided into 10,000,000,000 New Shares;*
- (e) *the credit arising from the Capital Reduction is to be applied against the accumulated losses of the Company as at the Effective Date and the remaining balance of that credit (if any) is to be transferred to a distributable reserves account of the Company and applied for purposes which are permitted under all applicable laws and the memorandum and articles of association of the Company and which the directors of the Company consider appropriate; and*
- (f) *any director of the Company is authorized to prepare, approve, execute (under hand or seal), give and/or deliver on behalf of the Company any document of any nature, and to do (or cause to be done) any act or thing, which that director considers to be necessary or desirable in connection with the Capital Reduction or the Sub-division.”*

17. The Company’s notice was accompanied by a circular which provided the Company’s shareholders with further information on the Capital Reduction and Sub-division.
18. On 30 September 2024, the Company convened the EGM for the purpose of considering and, if thought fit, passing the Special Resolution. The poll results in respect of the Special Resolution were as follows:

Special Resolution	Number of Votes (%)		Passed by Shareholders
	For	Against	
To approve the proposed Capital Reduction, Share Premium Reduction and Sub-division	2,602,622,595 (99.9873%)	330,000 (0.0127%)	Yes

19. As more than 75% of the votes were cast in favour of the resolution, the resolution was duly passed as a special resolution by the shareholders by way of poll.
20. If the proposed Capital Reduction is sanctioned by the Court, the form of Minute proposed to be registered with the Registrar of Companies in accordance with section 17 of the Companies Act is as follows:

“The issued share capital of BONJOUR HOLDINGS LIMITED 卓悅控股有限公司 (“Company”) was by virtue of a Special Resolution passed on 30 September 2024 and with sanction of an

Order of the Grand Court of the Cayman Islands dated [dated], reduced from HK\$47,543,159.80 divided into 237,715,799 shares of HK\$0.20 each to HK\$2,377,157.80 divided into 237,715,799 shares of HK\$0.01 each."

Reasons for the proposed Capital Reduction

21. The credit arising from the proposed Capital Reduction will be applied towards offsetting the Company's accumulated losses.
22. The Company considers that the proposed Capital Reduction will 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 Company considers that it is appropriate to do so.
23. For these reasons, the Company considers the proposed Capital Reduction to be for a discernible purpose and ultimately in the best interests of the Company and its shareholders.

Impact of Capital Reduction on the Company's shareholders

24. The proposed Capital Reduction does not involve either the diminution of any liability in respect of the unpaid capital or the payment to any shareholder of any paid-up capital.
25. Further, the proposed Capital Reduction will not have any cash flow impact or involve any return on investment to any one or more shareholders, nor will it involve a change in the Company's total equity or the rights of shareholders.
26. Save for applying the credit arising from the Capital Reduction towards offsetting the accumulated losses and the expenses to be incurred in relation to the Capital Reduction and Sub-division, the proposed Capital Reduction 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.

Impact of Capital Reduction on the Company's creditors

27. As at 31 December 2023, the Company's audited statement of financial position recorded:
 - (a) current and non-current assets in the amount of HK\$410,256,000;
 - (b) current and non-current creditor liabilities in the amount of HK\$(428,370,000);
 - (c) net current assets in the amount of HK\$6,811,000; and
 - (d) total assets less current liabilities in the amount of HK\$55,223,000.
28. As at 30 June 2024, the Company's (unaudited) statement of financial position recorded:
 - (a) current and non-current assets in the amount of HK\$395,588,649;
 - (b) current and non-current creditor liabilities in the amount of HK\$(436,041,143);

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- (c) net current assets in the amount of HK\$(14,881,517); and
- (d) total assets less current liabilities in the amount of HK\$21,384,830.

29. The Chief Executive Officer of the Company records that:

“Having reviewed and carefully considered the existing financial position of the Company I note that the Company was solvent as at the date of the meeting of the board of directors dated 3 September 2024 and having made a full enquiry into the Company’s affairs and to the best of my knowledge and belief, I am of the view that the Company will be able to pay its debts in full together with any interest accrued when they fall due immediately following the Capital Reduction”.

30. As noted at paragraph 26 of this Petition, the proposed Capital Reduction will not have any material adverse effect on the financial position of the Company.

31. The Company is also not a party to any proceedings (other than this matter), and no claims or demands against the Company have been asserted or threatened. Nor does it have any significant contingent liabilities.

32. The Company is therefore solvent and will be able to pay its debts in full together with any interest accrued when they fall due immediately following the proposed Capital Reduction. Accordingly, the interests of any the Company’s creditors will be unaffected by the proposed Capital Reduction.

AND THE PETITIONER HUMBLY PRAYS THAT:

1. The Capital Reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 16 of this Petition be confirmed and that the Minute set forth in paragraph 20 be approved by the Court.
2. The Order entered on this Petition be produced to the Registrar of Companies and that an office copy thereof be delivered to him together with a copy of the Minute in respect of the capital reduction of the Petitioner.
3. Notice of the registration by the Registrar of Companies of this Order and the Minute be published once in the Cayman Islands within 21 days.
4. Such further and other order as this Honourable Court shall think fit.

Dated the 18th day of November 2024

A handwritten signature in blue ink that reads "Campbells LLP". The signature is written in a cursive, slightly stylized font.

Campbells
Attorneys for the Petitioner

NOTE: This Petition is not intended to be served.

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NOTICE OF HEARING

TAKE NOTICE THAT the hearing of the petition will take place at the Law Courts, George Town, Grand Cayman, on 18 December 2024 at 10 ~~am/pm~~.

Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of Financial Services Division of the Grant Court at PO box 495, Grand Cayman KY1-1106, telephone 345 959 4296.

This Petition is filed by Campbells LLP, attorneys for the Petitioner, whose address for service is Floor 4, Willow House, Cricket Square, George Town, Grand Cayman, KY1-9010 Cayman Islands.