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Bonjour Holdings Limited

卓悦控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 653)

VOLUNTARY ANNOUNCEMENT

MEMORANDUM OF UNDERSTANDING IN RELATION TO REACHING OF A STRATEGIC COOPERATION PLAN

This announcement is made by Bonjour Holdings Limited (the “**Company**”, together with its subsidiaries as, the “**Group**”) on a voluntary basis to update the shareholders (the “**Shareholders**”) and potential investors of the Company on the latest business development of the Group.

POSSIBLE COOPERATION PLAN

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 11 December 2025, Bonjour Supply Chain Management Limited (a subsidiary of the Company) and Ziyuanyuan Holdings Group Limited (Stock Code: 8223) (“**Ziyuanyuan**”) entered into a non-binding memorandum of understanding (the “**Memorandum of Understanding**”) in relation to a potential strategic cooperation plan (the “**Possible Cooperation Plan**”) between the Group and Ziyuanyuan. The implementation of the details of the cooperation is subject to the entering into of formal agreements between the parties.

MEMORANDUM OF UNDERSTANDING

The Group and Ziyuanyuan will closely collaborate in the field of cross-border new retail business, including the following aspects:

- (a) Cooperative collaboration leveraging complementary strengths: By utilizing the Group’s leading position in the cosmetics retail industry and Ziyuanyuan’s nationwide operational experience and sales resources in China, the parties will explore cooperation in market development, product collaboration, equipment support and talent exchange, actively exploring mutually beneficial business cooperation models;
- (b) Exploration of regional cooperation in the Greater Bay Area: Ziyuanyuan and Bonjour Supply Chain Management Limited intend to establish a joint venture company, leveraging their respective strengths to jointly launch online and offline “Cross-Border New Retail” within the Greater Bay Area, initiating a cross-border new retail business model; and

- (c) Business authorization cooperation: The Group intends to grant Ziyuanyuan the sales rights for certain products and equipment within the Greater Bay Area. Ziyuanyuan will leverage its extensive sales network and experience in mainland China to promote the market positioning for these products and equipment, achieving a win-win outcome for both parties.

INFORMATION ON ZIYUANYUAN

Ziyuanyuan is a holding company primarily engaged in providing medical equipment financing lease services, maternal and child postpartum care industry services, and trading medical equipment and consumables in mainland China. It offers comprehensive services to medical institutions, patients, healthcare and enterprises, with a full-fledged layout spanning the entire healthcare industry chain, including health industry incubation, traditional Chinese medicine trading and smart supply chains for medical devices. By leveraging digital and intelligent empowerment, it maximizes synergistic innovation across the entire industry chain, positioning itself as a technology-driven, end-to-end integrated service provider for the global healthcare industry.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, Ziyuanyuan is independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

REASONS FOR AND BENEFITS OF THE POSSIBLE COOPERATION PLAN

Based on the new concept of “Beauty, Health & Beautiful Life”, the Group has been actively promoting “technology + consumption” since 2020 and leading the new 5G digital economy. The Group has upgraded from a traditional beauty industry retailer to a global eCommerce company, and is committed to provide consumers with international general merchandise products, international trade, supply chain services and professional services, as well as to provide the highest quality cross-border eCommerce.

Through entering into the Possible Cooperation Plan, we aim to fully leverage the comprehensive resource advantages of the Company and Ziyuanyuan and foster innovative collaboration models, in order to achieve a balanced development that comprises of attaining short-term wins and realising medium to long-term strategic objectives. This marks a significant milestone in the diversification of both parties’ businesses. The parties intend to jointly establish a cross-border new retail business model. The Group has been actively expanding its business domains and geographical reach to achieve diversified and globalized development. By entering into comprehensive cooperation, the parties would like to carry out organisation optimisation, strengthen the synergy mechanism for conducting industrial and technology innovation, which will bring significant opportunities. The Board believes that the Possible Cooperation Plan will further promote the sustainable development and steady growth of the Group, provide profitability and bring considerable returns to the Shareholders.

GENERAL INFORMATION

The Memorandum of Understanding contains confidentiality and non-exclusivity clause as legally binding terms. Other than the two aforementioned terms, the other terms of the Memorandum of Understanding are not legally binding, nor do they constitute any basis for the parties to the agreement to bring any claim for the other party’s breach of contract or other legal liabilities.

The specific cooperation involved in the Memorandum of Understanding is subject to the execution of the separate formal agreement(s) between the parties.

The Company will make further announcements in respect of the Possible Cooperation Plan as and when appropriate in accordance with the Listing Rules.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 11 December 2025

As at the date of this announcement, the Board comprises Mr. Chen Jianwen and Dr. Chiu Lai Kuen, Susanna as executive Directors; Mr. Kwok Chi Shing, Mr. Lee Kwun Kwan and Mr. Yan Sherman Chuek-ning as independent non-executive Directors.