
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Blue Moon Group Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Blue Moon Group Holdings Limited

藍月亮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6993)

**1. PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
2. RE-ELECTION OF DIRECTORS;
3. PROPOSED FINAL DIVIDEND;
AND
4. NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Blue Moon Group Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 6 June 2025 at 3:00 p.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Please note that no refreshment or corporate souvenir will be provided at the Annual General Meeting.

25 April 2025

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 6 June 2025 at 3:00 p.m.
“Articles of Association”	the second amended and restated memorandum of association and second amended and restated articles of association of the Company adopted by the Company at the AGM dated 16 June 2023
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act of the Cayman Islands, Cap. 22 (Act 3 of 1961), as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“Close Associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Company”	Blue Moon Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“Core Connected Person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	The proposed final dividend of HK6.0 cents per Share out of the Share Premium Account as recommended by the Board
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	15 April 2025, 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
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Board on 23 September 2020
“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Company under the Proposed General Mandate
“Proposed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares up to 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Prospectus”	the Company’s prospectus dated 4 December 2020
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$11,013,862,000 as at 31 December 2024 based on the audited consolidated financial statements of the Company for the year ended 31 December 2024
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	all have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong from time to time
“treasury shares”	shares repurchased and held by a company in treasury, as authorised by the laws of its place of incorporation and its articles of association or equivalent constitutional documents, which, for the purpose of the Listing Rules, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange
“%”	per cent.

LETTER FROM THE BOARD



Blue Moon Group Holdings Limited

藍月亮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6993)

Executive Directors:

Ms. PAN Dong (*Chairman*)
Mr. LUO Qiuping (*Chief Executive Officer*)
Ms. LUO Dong
Mr. POON Kwok Leung
Ms. XIAO Haishan

Independent Non-executive Directors:

Mr. Bruno Robert MERCIER
Ms. NGAN Edith Manling
Mr. HU Yebi

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of

Business in Hong Kong:

Unit 4606, 46/F
COSCO Tower
Grand Millennium Plaza
No. 183 Queen's Road Central
Hong Kong

25 April 2025

To the Shareholders

Dear Sir or Madam,

**1. PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
2. RE-ELECTION OF DIRECTORS;
3. PROPOSED FINAL DIVIDEND;
AND
4. NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the proposals to be put forward at the Annual General Meeting including (i) the grant to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate (collectively, the “**Mandates**”); (ii) the re-election of retiring Directors; and (iii) the proposed Final Dividend.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES AND EXTENSION OF SHARE ISSUE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Proposed General Mandate to the Directors to exercise all powers of the Company during the Relevant Period (as defined in p.18 below) to allot, issue and deal with new Shares not exceeding 20% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the total number of issued Shares comprised 5,863,103,406 Shares. Assuming no changes to the number of Shares in issue between the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 1,172,620,681 Shares.

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and the Proposed Repurchase Mandate, the number of Shares purchased by the Company under the Proposed Repurchase Mandate will also be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Company under the Proposed General Mandate.

3. GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares (excluding any treasury shares) as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the total number of issued Shares comprised 5,863,103,406 Shares and the Company did not hold any treasury shares. Assuming no changes to the number of Shares in issue between the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be repurchased by the Company under the Proposed Repurchase Mandate is 586,310,340 Shares.

The Board notes that with effect from 11 June 2024, the Listing Rules has been amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Proposed Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Proposed General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

LETTER FROM THE BOARD

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Ms. PAN Dong, Mr. LUO Qiuping, Ms. LUO Dong (“**Ms. LUO**”), Mr. POON Kwok Leung (“**Mr. POON**”) and Ms. XIAO Haishan (“**Ms. XIAO**”) as Executive Directors, and Mr. Bruno Robert MERCIER, Ms. NGAN Edith Manling and Mr. HU Yebi as Independent Non-executive Directors.

Pursuant to Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Accordingly, Ms. LUO, Mr. POON and Ms. XIAO will retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves for re-election.

To consider the re-appointment of the retiring Directors, the Board took into account factors such as qualifications, skills, experience, character and integrity, independence and diversity of the candidates, and whether or not the candidate is willing and able to devote adequate time to discharge duties as a member of the Board and Board committee upon receipt of the proposal of appointment of new Directors or the nomination proposal made by the Shareholders at general meetings of the Company. Selection of candidates will also take into account the board diversity policy of the Company. The Board will also review the overall contributions and services of the retiring Directors to the Company and their level of participation and performance in the Board.

Having considered the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination criteria set out in the Company’s board diversity policy and director nomination policy and the Company’s corporate strategy, the Board considers that each of the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The biographies of Ms. LUO, Mr. POON and Ms. XIAO set out in Appendix II explains how each individual contributes to the diversity of the Board.

None of the Directors has entered into any service contracts with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

LETTER FROM THE BOARD

Details of the retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular.

5. PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2025 relating to the annual results of the Group for the year ended 31 December 2024 and subject to the satisfaction of the conditions set forth below, the Board recommended the payment of the Final Dividend of HK6.0 cents per ordinary Share entirely out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company on Tuesday, 17 June 2025. Such Final Dividend will not be subject to any withholding tax.

As at 31 December 2024, based on the audited consolidated financial statements of the Company for the year ended 31 December 2024, the amount standing to the credit of the Share Premium Account was approximately HK\$11,013,862,000. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK\$10,684,396,000 standing to the credit of the Share Premium Account.

Conditions of the declaration and payment of the Final Dividend out of the Share Premium Account

The declaration and payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM declaring and approving the payment of the Final Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that the Company will, immediately following the date on which the Final Dividend is paid, be able to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Final Dividend will not be paid.

Subject to the fulfilment of the above conditions, the Final Dividend is expected to be paid on or about Monday, 23 June 2025 to the Shareholders whose names shall appear on the register of members of the Company on Tuesday, 17 June 2025.

LETTER FROM THE BOARD

For ascertaining entitlement to the Final Dividend to be approved at the Annual General Meeting, the register of members of the Company will be closed as set out below:

Latest time to lodge transfer documents: no later than 4:30 p.m. on Thursday, 12 June 2025

Period of closure of register of members: Friday, 13 June 2025 to Tuesday, 17 June 2025

Final Dividend record date: Tuesday, 17 June 2025

In order to qualify for the Final Dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 June 2025. During the above closure period, no transfer of Shares will be registered.

Reasons for and effect of the declaration and payment of the Final Dividend out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account under reserves at its current level. In recognition of the Shareholders' support, the Directors consider that the declaration and payment of the final dividend out of the Share Premium Account under reserves is in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal or par value of the Shares or result in any change in the trading arrangements in respect of the Shares.

The Directors are of the view that there are no reasonable grounds for believing that the Company will, immediately following the date on which the Final Dividend is paid, be unable to pay its debts as they fall due in the ordinary course of business.

6. VOTING BY WAY OF POLL

Notice of the Annual General Meeting is set out on pages 17 to 21 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and Articles 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, 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, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.bluemoon.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 5 June 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed resolutions, including but without limitation to, the granting to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate, the Proposed Extension Mandate, the re-election of the retiring Directors as set out in the notice of the Annual General Meeting and the Final Dividend are all in the best interests of the Company and its Shareholders. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

By Order of the Board

PAN Dong

Chairman & Executive Director

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in connection with the Proposed Repurchase Mandate at the Annual General Meeting.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued Shares of the Company comprised 5,863,103,406 Shares of nominal value of HK\$0.01 each and the Company did not hold any treasury shares.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 586,310,340 Shares, which are fully paid-up and represent 10% of the Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting, during the period ending on 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

As stated in the Letter from the Board, with effect from 11 June 2024, the Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the Proposed General Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury shares are deposited with CCASS pending resale, 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 THE REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share, and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association and the Cayman Companies Act. There could be an adverse impact on the net working capital or gearing ratio of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 December 2024) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the net working capital or the gearing ratio of the Company.

4. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their Close Associates currently intends to sell any Shares to the Company or its subsidiaries, if the Proposed Repurchase Mandate is exercised.

The Directors will, so far as the same may be applicable, exercise the Proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No Core Connected Person has notified the Company that he has a present intention to sell any Share to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Proposal has unusual features.

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, 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 for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, a Controlling Shareholder of the Company, namely Ms. PAN Dong, controls the exercise of approximately 73.79% voting rights at a general meeting of the Company.

In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Proposed Repurchase Mandate, the percentage of voting rights at a general meeting of the Company held by such Controlling Shareholder would increase to approximately 81.99% of the issued Shares. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the repurchase would result in the number of listed securities in public hands to fall below the prescribed minimum percentage for that Company as determined by the Stock Exchange at the time of its listing under Rule 8.08 of the Listing Rules. The Directors do not propose to repurchase Shares which would result in the company having less than its prescribed minimum percentage of Shares in public hands.

6. SHARE REPURCHASE MADE BY THE COMPANY

There was no repurchase of Shares by the Company or any of its subsidiaries of the Shares during the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The Shares are trading on the Stock Exchange and the highest and lowest traded prices for Shares recorded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

Year	Month	Shares	
		Highest Price HK\$	Lowest Price HK\$
2024	April	2.29	1.91
	May	2.31	2.00
	June	2.17	1.93
	July	2.33	1.73
	August	2.08	1.75
	September	2.69	1.86
	October	3.55	2.57
	November	4.24	3.00
	December	4.44	2.98
2025	January	3.98	2.84
	February	3.54	2.96
	March	3.49	2.88
	April (up to the Latest Practicable Date)	3.82	3.01

The following sets out the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

Ms. LUO Dong (羅東), aged 51, was appointed as a Director of the Company on 12 February 2008. She was re-designated as an Executive Director on 22 June 2020. She is responsible for the supply chain management of the Group. Ms. LUO joined the Group after graduation. She has been working as the chief supply officer of the Group since December 2005.

Ms. LUO has 29 years of experience in the operation, purchase and manufacture management of the “Blue Moon (藍月亮)” brand products. She also held various positions successively, including the head of the laboratory, the head of the department of quality inspection, assistant manager of the technical quality department and the manager of the finished product department, and was primarily responsible for the manufacture management of household care products.

Ms. LUO graduated from Beijing Institute of Fashion Technology with a bachelor’s degree in applied chemistry.

Ms. LUO is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. LUO’s emoluments for year ended 31 December 2024 were HK\$36,818,000 as determined by the Board and the Remuneration Committee with reference to the directors’ duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Ms. LUO had interest in 63,400,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. LUO has not held any directorships in other listed public companies in the last three years, has no other major appointments or professional qualifications nor does he have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Ms. LUO which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. POON Kwok Leung (潘國樑), aged 45, was appointed as a Director of the Company and re-designated as an Executive Director on 22 June 2020. Mr. POON joined the Group in May 2008 as the financial controller. He was later appointed as the chief financial officer of the Group on 1 March 2016. He is responsible for the management of financial accounts and financing matters of the Group.

Mr. POON has extensive experience in auditing, accounting and financial management. Prior to joining the Group, he held various positions in PricewaterhouseCoopers, KPMG and the wholesale banking group (China corporates) division of CITIC Ka Wah Bank Limited.

Mr. POON graduated from the University of Hong Kong with a bachelor's degree of business administration in accounting and finance and received a bachelor of Chinese law degree from the School of Law of Tsinghua University subsequently. Mr. POON is a member of the Hong Kong Institute of Certified Public Accountants.

Mr. POON is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. POON's emoluments for year ended 31 December 2024 were HK\$6,877,000 as determined by the Board and the Remuneration Committee with reference to the directors' duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Mr. POON had interest in 11,500,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. POON has not held any directorships in other listed public companies in the last three years, has no other major appointments or professional qualifications nor does he have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. POON which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. XIAO Haishan (肖海珊), aged 48, was appointed as a Director of the Company and re-designated as an Executive Director on 22 June 2020 and as the Chief Operation Officer of the Group on 1 July 2017. She is responsible for the operation and human resource management of the Group. Ms. XIAO joined the Group in February 2011. She held various positions in the Group successively, including the assistant of the Group's chief executive officer, the operation director and the head of human resource centre of the Group. She is also a member of the Remuneration Committee of the Company.

Ms. XIAO held various positions successively in the marketing department of the Group, including planning associate, branding manager and manager of the marketing department.

Ms. XIAO graduated from Wuhan University with a bachelor's degree in economics and received a master of business administration degree from Zhejiang University subsequently.

Ms. XIAO is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. XIAO's emoluments for year ended 31 December 2024 were HK\$5,193,000 as determined by the Board and the Remuneration Committee with reference to the directors' duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Ms. XIAO had interest in 6,837,500 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. XIAO has not held any directorships in other listed public companies in the last three years, has no other major appointments or professional qualifications nor does he have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Ms. XIAO which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Blue Moon Group Holdings Limited

藍月亮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6993)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Blue Moon Group Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 6 June 2025, at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions:

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditor of the Company for the year ended 31 December 2024.
2. To declare a final dividend of HK6.0 cents per ordinary share of the Company out of the share premium account of the Company for the year ended 31 December 2024.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4. (a) To re-elect the following retiring Directors of the Company:
 - (i) Ms. LUO Dong as an Executive Director of the Company.
 - (ii) Mr. POON Kwok Leung as an Executive Director of the Company.
 - (iii) Ms. XIAO Haishan as an Executive Director of the Company.
- (b) To authorise the board of directors of the Company to fix the Directors’ remuneration.

As special business, to consider and, if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5 “**THAT:**

- (a) subject to paragraph 5(c) and 6(a) below and subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise

NOTICE OF ANNUAL GENERAL MEETING

by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company or securities convertible into shares of the Company or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of shares of the Company allotted or agreed to be allotted by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any exercise of outstanding share options granted under the Pre-IPO Share Option Scheme; or (iii) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend scheme or other similar arrangement; or (iv) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding any treasury shares) at the date of passing of this resolution; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the time of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the end of the period within which the next annual general meeting of the Company is required by any applicable laws or the second amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”) to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on

NOTICE OF ANNUAL GENERAL MEETING

the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).

Any reference to an allotment, issue, conversion, grant or dealing of shares of the Company shall include the resale or transfer of shares of the Company held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

6 **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) all the powers of the Company to repurchase shares in the Company on the Stock Exchange, or on any other stock exchange on which shares in the Company may be listed (and which is recognised by the Securities and Futures Commission and the Stock Exchange for this purpose), and made in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate nominal amount of shares so repurchased shall not exceed 10% of the total number of issued shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as defined in paragraph (c) below) to repurchase its shares at a price determined by the Directors; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the end of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

By Order of the Board

PAN Dong

Chairman & Executive Director

Hong Kong, 25 April 2025

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Unit 4606, 46/F
COSCO Tower
Grand Millennium Plaza
No. 183 Queen's Road Central
Hong Kong

Notes:

- 1 Any member of the Company entitled to attend, speak and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- 2 In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish and in such event, the proxy form shall be deemed to be revoked.
- 3 In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
- 4 For the purpose of ascertaining Shareholder's eligibility to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend, speak and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 2 June 2025.
- 5 The final dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Tuesday, 17 June 2025. For the purpose of ascertaining shareholder's eligibility for the final dividend, the register of members of the Company will be closed from Friday, 13 June 2025 to Tuesday, 17 June 2025, both days inclusive. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 12 June 2025.

NOTICE OF ANNUAL GENERAL MEETING

- 6 The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.
- 7 If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 6:30 a.m. and 9:30 a.m. on the day of the above Meeting, the above meeting will be adjourned in accordance with the Articles of Association. The Company will post an announcement on the Company's website (www.bluemoon.com.cn) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The above meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the above Meeting under bad weather conditions bearing in mind their own situations.

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company strongly recommends the Shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy of attending the Annual General Meeting in person, by completing and return the proxy form attached to this document. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish and in such event, the form of proxy shall be deemed to be revoked.