

---

**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 your licensed securities dealer or other registered institution in securities, 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 the transferee or to the bank manager, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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)**

**PROPOSED INTERIM DIVIDEND  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

A notice convening the Extraordinary General Meeting of Blue Moon Group Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 12 September 2025 at 3:00 p.m. is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the Extraordinary General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong Branch 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 Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Extraordinary 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 Extraordinary General Meeting.**

28 August 2025

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS . . . . .</b>	<b>1</b>
<b>LETTER FROM THE BOARD . . . . .</b>	<b>3</b>
<b>NOTICE OF EXTRAORDINARY GENERAL MEETING . . . . .</b>	<b>7</b>

---

## DEFINITIONS

---

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

“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 annual general meeting held on 16 June 2023
“Board”	the board of Directors
“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
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be held by at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 12 September 2025 at 3:00 p.m. for the Shareholders to consider and approve the declaration and payment of the Interim Dividend or any adjournment thereof
“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
“Interim Dividend”	the interim dividend of HK8.0 cents per Share out of the Share Premium Account as recommended by the Board
“Latest Practicable Date”	20 August 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan

---

## DEFINITIONS

---

“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately HK\$10,678,644,000 as at 30 June 2025, based on the unaudited consolidated financial statements of the Company for the six months ended 30 June 2025
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	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

28 August 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED INTERIM DIVIDEND  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

The purpose of this circular is to provide you with the notice of the Extraordinary General Meeting and further information on the proposed Interim Dividend.

---

## LETTER FROM THE BOARD

---

### **II. DECLARATION AND PAYMENT OF THE INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

As stated in the interim results announcement issued by the Company dated 21 August 2025 relating to the interim results of the Group for the six months ended 30 June 2025 and subject to the satisfaction of the conditions set forth below, the Board recommended the payment of the Interim Dividend of HK8.0 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 Monday, 22 September 2025. Such Interim Dividend will not be subject to any withholding tax.

As at 30 June 2025, based on the unaudited consolidated financial statements of the Company for the six months ended 30 June 2025, the amount standing to the credit of the Share Premium Account was approximately HK\$10,678,644,000. Following the payment of the Interim Dividend, there will be a remaining balance of approximately HK\$10,236,335,000 standing to the credit of the Share Premium Account.

### **III. CONDITIONS OF THE DECLARATION AND PAYMENT OF THE INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT**

The declaration and payment of the Interim 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 Extraordinary General Meeting approving the declaration and payment of the Interim Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the payment of the Interim Dividend, unable to pay its debts as they fall due in the ordinary course of business.

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

Subject to the fulfilment of the above conditions, the Interim Dividend is expected to be paid on or about Tuesday, 30 September 2025 to the Shareholders whose names shall appear on the register of members of the Company on Monday, 22 September 2025.

---

## LETTER FROM THE BOARD

---

For ascertaining entitlement to the Interim Dividend to be approved at the Extraordinary 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 Wednesday, 17 September 2025
Period of closure of register of members:	Thursday, 18 September 2025 to Monday, 22 September 2025
Interim Dividend record date:	Monday, 22 September 2025

In order to qualify for the Interim 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 Wednesday, 17 September 2025. During the above closure period, no transfer of Shares will be registered.

#### **IV. REASONS FOR AND EFFECT OF THE DECLARATION AND PAYMENT OF THE INTERIM 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 Interim 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 Interim 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 authorised 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 Interim Dividend is paid, be unable to pay its debts as they fall due in the ordinary course of business.

---

## LETTER FROM THE BOARD

---

### V. VOTING BY WAY OF POLL

Notice of the Extraordinary General Meeting is set out on pages 7 to 8 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 Extraordinary 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, the resolution set out in the notice of Extraordinary General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Extraordinary General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Extraordinary 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](http://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 Branch 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 Extraordinary General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 10 September 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 Extraordinary General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### VI. RECOMMENDATION

The Directors consider that the proposed Interim Dividend is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the declaration and payment of the Interim Dividend to be proposed at the Extraordinary General Meeting.

By order of the Board  
**Blue Moon Group Holdings Limited**  
**PAN Dong**  
*Chairman & Executive Director*



---

## NOTICE OF EXTRAORDINARY 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 extraordinary general meeting (the “**Extraordinary 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, 12 September 2025 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution:

#### **ORDINARY RESOLUTION**

“**THAT** the declaration and payment of an interim dividend of HK8.0 cents per ordinary share (the “**Interim Dividend**”) out of the share premium account of the Company be and is hereby approved and any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to take such action, do such things and execute such documents and deeds as he/she/they may at his/her/their absolute discretion consider necessary, desirable, appropriate and expedient for the purpose of or in connection with the foregoing.”

By order of the Board  
**Blue Moon Group Holdings Limited**  
**PAN Dong**  
*Chairman & Executive Director*

Hong Kong, 28 August 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

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*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 Branch 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 Extraordinary General Meeting, the register of members of the Company will be closed from Tuesday, 9 September 2025 to Friday, 12 September 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 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, no later than 4:30 p.m. on Monday, 8 September 2025.
5. The interim dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Wednesday, 17 September 2025. For the purpose of ascertaining shareholder's eligibility for the interim dividend, the register of members of the Company will be closed from Thursday, 18 September 2025 to Monday, 22 September 2025, both days inclusive. To qualify for the interim 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 Wednesday, 17 September 2025.
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 Extraordinary General Meeting, the Extraordinary General Meeting will be adjourned in accordance with the Articles of Association. The Company will post an announcement on the Company's website ([www.blumoon.com.cn](http://www.blumoon.com.cn)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the adjourned meeting. The Extraordinary General 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 Extraordinary General 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 Extraordinary 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 Extraordinary General Meeting as their proxy of attending the Extraordinary 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 Extraordinary 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.