
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;
4. PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
5. 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, 22 May 2026 at 3:00 p.m. is set out on pages 38 to 42 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.

24 April 2026

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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, 22 May 2026 at 3:00 p.m.
“Articles of Association”	the second amended and restated articles of association of the Company adopted by the Company at the Annual General Meeting on 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 HK10.0 cents per Share out of the Share Premium Account as recommended by the Board
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 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
“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 (excluding treasury shares) 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 (excluding treasury shares) 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\$10,261,531,000 as at 31 December 2025 based on the audited consolidated financial statements of the Company for the year ended 31 December 2025
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	shall 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
“Third Amended and Restated Memorandum and Articles of Association”	the third amended and restated memorandum of association and third amended and restated articles of association of the Company proposed to be adopted by the Company at the Annual General Meeting
“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

24 April 2026

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;
4. PROPOSED ADOPTION OF THE THIRD AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
5. 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; (iii) the proposed Final Dividend; (iv) the proposed amendments to the Articles of Association by way of adoption of the Third Amended and Restated Articles of Association.

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.39 below) to allot, issue and deal with new Shares (including the resale or transfer of treasury 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 5,854,929,756 Shares (excluding 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 allotted and issued by the Company under the Proposed General Mandate is 1,170,985,951 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 5,854,929,756 Shares (excluding 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 585,492,975 Shares.

The Board notes that 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 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 II 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 (“**Ms. PAN**”), Mr. LUO Qiuping (“**Mr. LUO**”), Ms. LUO Dong, Mr. POON Kwok Leung and Ms. XIAO Haishan as Executive Directors, and Mr. Bruno Robert MERCIER (“**Mr. 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. PAN, Mr. LUO and Mr. MERCIER 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. PAN, Mr. LUO and Mr. MERCIER set out in Appendix III explain how each individual contributes to the diversity of the Board.

Mr. MERCIER has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Board has assessed and reviewed the annual confirmation of independence of Mr. MERCIER, based on the criteria as set out in Rule 3.13 of the Listing Rules, and considered that Mr. MERCIER remains independent in accordance with the Listing

LETTER FROM THE BOARD

Rules. In addition, based on the biographical information disclosed to the Company, Mr. MERCIER does not hold seven or more listed company directorships and he continues to demonstrate his commitment to his roles with the Company.

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).

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

5. PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 26 March 2026 relating to the annual results of the Group for the year ended 31 December 2025 and subject to the satisfaction of the conditions set forth below, the Board recommended the payment of the Final Dividend of HK10 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 Wednesday, 3 June 2026. Such Final Dividend will not be subject to any withholding tax.

As at 31 December 2025, based on the audited consolidated financial statements of the Company for the year ended 31 December 2025, the amount standing to the credit of the Share Premium Account was approximately HK\$10,261,531,000. Following the payment of the Final Dividend, there will be a remaining balance of approximately HK\$9,704,875,000 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 Annual General Meeting 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.

LETTER FROM THE BOARD

Subject to the fulfilment of the above conditions, the Final Dividend is expected to be paid on or about Thursday, 11 June 2026 to the Shareholders whose names shall appear on the register of members of the Company on Wednesday, 3 June 2026.

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 Friday, 29 May 2026

Period of closure of register of members: Monday, 1 June 2026 to Wednesday, 3 June 2026

Final Dividend record date: Wednesday, 3 June 2026

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 Friday, 29 May 2026. 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.

LETTER FROM THE BOARD

6. PROPOSED ADOPTION OF THE THIRD AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 26 March 2026 in relation to the Company's proposal to amend the Articles of Association by way of adoption of the Third Amended and Restated Memorandum and Articles of Association to (a) enable the serving of notices and documents by electronic means, the execution of proxy instruments and other documents of the Company by electronic means, the receipt of notices and documents by Shareholders via their publication on the Company's website or the website of the Stock Exchange, and giving instructions by Shareholders by electronic means in accordance with the Articles; (b) enable the Company to hold and dispose of any repurchased Shares as treasury shares in accordance with applicable laws of the Cayman Islands and the Listing Rules; (c) enable Shareholders to receive corporate action proceeds and pay subscription monies for offers to Shareholders electronically; (d) allow interim dividends to be paid out of the Share Premium Account without the need of an ordinary resolution by Shareholders; and (e) make other amendments to the Articles of Association in order to introduce corresponding and house-keeping changes (collectively, the "**Proposed Amendments**").

The proposed adoption of the Third Amended and Restated Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting and shall take effect upon the passing of such resolution.

Full particulars of the Proposed Amendments brought about by the adoption of the Third Amended and Restated Memorandum and Articles of Association are set out in Appendix I to this circular (marked-up against the Articles of Association). The Third Amended and Restated Memorandum and Articles of Association are written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the Third Amended and Restated Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed to the Company that the Proposed Amendments to the Articles of Association conform with the requirements of the Listing Rules to the extent applicable and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed to the Company that the Proposed Amendments to the Articles of Association do not contravene the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments to the Articles of Association for a company listed on the Stock Exchange.

7. VOTING BY WAY OF POLL

Notice of the Annual General Meeting is set out on pages 38 to 42 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

LETTER FROM THE BOARD

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.

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 4:30 p.m. on Wednesday, 20 May 2026 (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.

8. 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, the Final Dividend and the Proposed Amendments to the Articles of Association 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 are the Proposed Amendments to the existing Articles of Association brought about by the adoption of the Third Amended and Restated Memorandum and Articles of Association (shown with strikethrough to denote text to be deleted and underline to denote text to be added). Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association. If the serial numbering of the clauses of the existing Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the existing Articles of Association as so amended shall be changed accordingly, including cross references.

Proposed amendments to the existing Articles of Association (only showing Article no. those provisions in the existing Articles of Association with changes)

1. The regulations in Table A in the Schedule to the ~~Companies~~ Act (as ~~Revised~~defined in Article 2) do not apply to the Company.
2. (1) In these Articles, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.

<u>WORD</u>	<u>MEANING</u>
<u>“address”</u>	<u>for the purposes of these Articles, “address” includes an electronic address unless the Act or the Listing Rules require a postal address.</u>
<u>“ASR Code”</u>	<u>the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u>
<u>“Central Clearing and Settlement System”</u>	<u>the Central Clearing and Settlement System operated by HKSCC.</u>
<u>“Electronic System”</u>	<u>any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u>
<u>“HKSCC”</u>	<u>the Hong Kong Securities Clearing Company Limited.</u>
<u>“HK Stock Exchange”</u>	<u>The Stock Exchange of Hong Kong Limited.</u>

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

“Notice”	<u>written notice unless otherwise specifically stated and as further defined in these Articles; and, where the context so requires, shall include any other document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules) or communication to be served, issued, or given by the Company under these Articles or pursuant to applicable laws and regulations, including the Listing Rules and/or the rules of the competent regulatory authority. For the avoidance of doubt, Notice may be provided in physical or electronic form.</u>
“Register”	<u>the principal register of Members and where applicable, any branch register of Members including any branch register maintained in Hong Kong to be maintained at such place within or outside the Cayman Islands as the Board shall determine from time to time, and it shall include, where relevant, the register of holders as defined in the USM Rules.</u>
<u>“Securities and Futures Ordinance”</u>	<u>the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time.</u>
<u>“SFC”</u>	<u>the Securities and Futures Commission of Hong Kong.</u>
<u>“treasury shares”</u>	<u>shares repurchased and held by the Company in treasury as authorized by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the HK Stock Exchange.</u>
<u>“Uncertificated”</u>	<u>a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.</u>

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

“UNSRT System” an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.

“USM Rules” the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance.

2. (2) (e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, ~~and including where the representation takes the form of~~ electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or Notice and the Member’s election comply with all applicable Statutes, rules and regulations;
- (m) references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); ~~and~~
- (n) where a Member is a corporation, any reference in these Articles to a Member shall, where the context requires, refer to a duly authorised representative of such Member;
- (o) unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

- (p) any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and
- (q) all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

3. (2) Subject to the Act, the Company’s Memorandum and Articles of Association and, where applicable, the Listing Rules and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Act. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

10. Subject to the Act and without prejudice to Article 8, all or any of the special rights for the time being attached to the shares or any class of shares may, unless otherwise provided by the terms of issue of the shares of that class, from time to time (whether or not the Company is being wound up) be varied, modified or abrogated with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company shall, *mutatis mutandis*, apply, but so that:
- (a) the necessary quorum (including at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class (excluding treasury shares); and
18. Every person whose name is entered as a Member in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System or the Central Clearing and Settlement System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, every person whose name is entered, upon an allotment of shares, as a Member in the Register shall be entitled, without payment, to receive one certificate for all such shares of any one class or several certificates each for one or more of such shares of such class upon payment for every certificate after the first of such reasonable out-of-pocket expenses as the Board from time to time determines. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the HK Stock Exchange.
19. Where share certificates are issued, they shall be issued within the relevant any time limit as prescribed by the Act, the ASR Code or as the Designated Stock Exchange may from time to time determine, whichever is the shorter, if such a time limit is applicable, after allotment or, except in the case of a transfer which the Company is for the time being entitled to refuse to register and does not register, after lodgment of a transfer with the Company.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

20. (1) Upon every transfer of shares the certificate held by the transferor (if one has been issued) shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued to the transferee in respect of the shares transferred to him at such fee as is provided in paragraph (2) of this Article. If any of the shares included in the certificate so given up shall be retained by the transferor a new certificate for the balance shall be issued to him upon his request at the aforesaid fee payable by the transferor to the Company in respect thereof.
20. (2) The fee referred to in paragraph (1) above shall be an amount not exceeding the relevant maximum amount ~~as the Designated Stock Exchange may from time to time determine~~ prescribed by the ASR Code provided that the Board may at any time determine a lower amount for such fee.
21. If a share certificate shall be damaged or defaced or alleged to have been lost, stolen or destroyed a new certificate representing the same shares may be issued to the relevant Member upon request and on payment of such fee as ~~the Designated Stock Exchange may determine~~ prescribed by the ASR Code to be the maximum fee payable or such lesser sum as the Board may determine and, subject to compliance with such terms (if any) as to evidence and indemnity and to payment of the costs and reasonable out-of-pocket expenses of the Company in investigating such evidence and preparing such indemnity as the Board may think fit and, in case of damage or defacement, on delivery of the old certificate to the Company provided always that where share warrants have been issued, no new share warrant shall be issued to replace one that has been lost unless the Directors are satisfied beyond reasonable doubt that the original has been destroyed.
- 43.(3) The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any Electronic System.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

44. The Register ~~and branch register of Members maintained in Hong Kong, as the case may be,~~ shall be open to inspection for at least two (2) hours during business hours by Members and holders of Prescribed Securities (as defined in the USM Rules) without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.
45. Subject to the Listing Rules, notwithstanding any other provision of these Articles, the Company or the Directors may fix any date as the record date for:
- (a) determining the Members entitled to receive any dividend, distribution, allotment or issue;
 - (b) determining the Members entitled to receive Notice of and to vote at any general meeting of the Company.
46. (2) Notwithstanding the provisions of ~~sub-paragraph~~ subparagraph (1) above, for so long as any shares are listed on the Designated Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares. The register of members of the Company in respect of its listed shares (whether the Register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the Listing Rules that are or shall be applicable to such listed shares.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

47. The Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Designated Stock Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. Without prejudice to the last preceding Article, the Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. Nothing in these Articles shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
49. (b) if applicable, the instrument of transfer is in respect of only one class of share;
- (c) for certificated shares, the instrument of transfer is lodged at the Office or such other place at which the Register is kept in accordance with the Act or the Registration Office (as the case may be) accompanied by the relevant share certificate(s) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and, if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do); and
55. (2) (c) the Company, if so required by the Listing Rules, has given notice of its intention to sell such shares to, and caused advertisement both in daily newspaper and in a newspaper circulating in the area of the last known address of such Member or any person entitled to the share under Article 54 and where applicable, in each case in accordance with the requirements of, the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.

- Proposed amendments to the existing Articles of Association (only showing those provisions in the existing Articles of Association with changes)**
- Article no.**
56. An annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within six (6) months after the end of the Company's financial year(unless a longer period would not infringe the Listing Rules, if any).
57. Each general meeting, other than an annual general meeting, shall be called an extraordinary general meeting. All general meetings (including an annual general meeting, extraordinary general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 64A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.
58. The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Member(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location which will be the Principal Meeting Place, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.
59. (1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, if it is so agreed:

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

64. Subject to Article 64C, the chairman may (without the consent of the meeting) or shall at the direction of the meeting, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) ~~as the meeting shall determine~~, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' Notice of the adjourned meeting shall be given specifying the details set out in Article 59(2) but it shall not be necessary to specify in such Notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid, it shall be unnecessary to give Notice of an adjournment.
66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.
73. (2) All Members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.

- Proposed amendments to the existing Articles of Association (only showing those provisions in the existing Articles of Association with changes)**
- Article no.**
73. (3) Where the Company has knowledge that any Member is, under the Listing Rules, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such Member in contravention of such requirement or restriction shall not be counted.
75. Any Member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Member. In addition, a proxy or proxies representing either a Member who is an individual or a Member which is a corporation shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise.
76. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or signed by an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
81. (1) Any corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any meeting of any class of Members. The person so authorised shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual Member and such corporation shall for the purposes of these Articles be deemed to be present in person at any such meeting if a person so authorised is present thereat.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

81. (2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to speak and to vote and, where a show of hands is allowed, the right to vote individually on a show of hands.
83. (3) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.
83. (5) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director (including a managing or other executive Director) at any time before the expiration of his term of office notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).
134. Dividends (including interim dividends) may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. ~~With the sanction of an ordinary resolution~~ Dividends (including interim dividends) may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Act.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

136. The Board may from time to time pay to the Members such interim dividends as ~~appear to the Board to be justified by the profits of the Company~~ and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.
139. Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address or, in the case of joint holders, addressed to the holder whose name stands first in the Register in respect of the shares at his address as appearing in the Register or addressed to such person and at such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the Register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. For the avoidance of doubt and notwithstanding the above, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer or the combination of methods, on such terms and conditions as the Directors may determine.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), ~~and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.~~
152. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall by ordinary resolution appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
152. (2) The Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
154. The remuneration of the Auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the Members may by ordinary resolution determine.
158. (1) Any Notice or document (including any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles by the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:
- (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5); ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~3) without the need for any additional consent or notification;

**Proposed amendments to the existing Articles of Association (only showing
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- (f) by publishing it on the Company's website or the website of the Designated Stock Exchange or the Company's website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available there (a "notice of availability"); or without the need for any additional consent or notification; or
- 158.(2) ~~The notice of availability may be given by any of the means set out above other than by posting it on a website.~~
158. (32) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
158. (4) ~~Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.~~
158. (53) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.
158. (64) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

159. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent; ~~A Notice, documents or publication placed (e) if published on either the Company's website or the website of the Designated Stock Exchange or the Company's website, shall be deemed to have been,~~ is deemed given or served by the Company on the day ~~on which the notice, document or publication~~ it first so appears on the ~~website of the Designated Stock Exchange or the Company's website~~ to which the relevant person may have access, ~~or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~ relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (~~dc~~) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (~~ed~~) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.
160. (1) ~~Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of~~ in any manner permitted by these Articles shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the Notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.

**Proposed amendments to the existing Articles of Association (only showing
Article no. those provisions in the existing Articles of Association with changes)**

160. (2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it in any manner permitted by these Articles addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic or postal address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
160. (3) Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every Notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
162. (2) Unless otherwise provided by the Act, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.
166. No Article shall be rescinded, altered or amended and no new Article shall be made until the same has been approved by a special resolution of the Members. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.

Proposed amendments to the existing Articles of Association (only showing those provisions in the existing Articles of Association with changes)

Article no.

PAYMENT OF CORPORATE ACTION PROCEEDS AND ELECTRONIC INSTRUCTIONS

168. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

- (a) accept instructions or notices from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, dividends or distributions elections and responses to corporate communications) including those which seek their instructions on how they wish to exercise their rights or make an election as securities holders of the Company) transmitted by electronic means, including electronic address(es), electronic platform or facilities for purpose of receiving such instructions or notices in such manner and subject to reasonable authentication measures as the Board may from time to time determine. Any instruction or notice sent by electronic means to the Company under this Article is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address(es), electronic platform or facilities provided in accordance with this Article or if no electronic address(es), electronic platform or facilities is so designated by the Company for the receipt of such instruction or notice. To the extent any notice or instruction is required under applicable laws and/or regulations to be accompanied by hard copy documents, such as physical title instruments or powers of attorney, such notice or instruction shall be submitted to the Company in hard copy form together with such hard copy documents in accordance with the requirements of the applicable laws and/or regulations; and

**Proposed amendments to the existing Articles of Association (only showing
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- (b) pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any payment method(s) as the Board may determine from time to time, including any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, Clearing House Automated Transfer System (CHATS), Faster Payment System (FPS) autopay, electronic funds transfer or by such other means as the Board considers appropriate. The Company shall not be responsible for any loss arising from such payment after it has been made in accordance with the instructions or payment details provided by the Member or the person entitled thereto. Payment by cheque, funds transfer system, electronic payment or any other payment method(s) as so determined by the Board in accordance with these Articles shall be sent at the risk of the Member or the person entitled thereto and constitute a good discharge to the Company, and for the avoidance of doubt, any notice, document, information or instruction sent to the Company by electronic means will not be treated as validly delivered to or deposited with the Company, if the same is not received by the Company at its designated electronic address(es), electronic platform or via its designated electronic means of submission for such notice, document, information or instruction, or if no electronic address, electronic platform or electronic means of submission is so designated by the Company for the receipt of such notice, document, information or instruction.

Proposed amendments to the existing Articles of Association (only showing those provisions in the existing Articles of Association with changes)

UNCERTIFICATED SECURITIES AND ELECTRONIC PROCESSES

169. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Designated Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

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 5,854,929,756 Shares of nominal value of HK\$0.01 each (excluding treasury shares) and the Company held 9,161,500 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 585,492,975 Shares, which are fully paid-up and represent 10% of the Shares in issue (excluding treasury shares) 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 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.

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 2025) 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 Proposed Repurchase Mandate 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 73.89% 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 82.10% of the issued Shares (excluding treasury 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. 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

During the six months preceding the Latest Practicable Date, the Company has repurchased its shares on the Stock Exchange as follows:

Repurchase date	Number of Shares repurchased	Highest price per Share paid (HK\$)	Lowest price per Share paid (HK\$)
27 March 2026	577,500	2.75	2.65
30 March 2026	372,000	2.78	2.72
31 March 2026	11,000	2.84	2.84
1 April 2026	186,000	2.90	2.88
2 April 2026	274,500	2.95	2.93
9 April 2026	802,500	2.96	2.87
10 April 2026	494,000	2.99	2.98
13 April 2026	3,000,000	2.96	2.90
14 April 2026	489,500	2.96	2.95
15 April 2026	1,343,000	2.99	2.96
16 April 2026	1,611,500	3.03	3.00

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\$	
2025	April	3.85	3.01	
	May	4.03	3.57	
	June	4.29	3.73	
	July	4.34	3.79	
	August	3.85	3.28	
	September	4.25	3.13	
	October	3.33	2.89	
	November	3.04	2.68	
	December	2.97	2.68	
	2026	January	2.98	2.57
		February	2.96	2.74
		March	2.89	2.50
April (up to the Latest Practicable Date)		3.05	2.85	

APPENDIX III DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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

Ms. PAN Dong (潘東), aged 60, was appointed as a Director and the Chairman of the Company on 27 December 2007. She was re-designated as an Executive Director on 22 June 2020. She is primarily responsible for the technological development of the Group. Ms. PAN joined the Group on 1 August 1997 as the Chief Technology Officer and is currently the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company.

Ms. PAN holds a master's degree in organic chemistry and a master of business administration degree.

Ms. PAN is the wife of Mr. LUO Qiuping, the Executive Director and Chief Executive Officer of the Company.

Ms. PAN is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. PAN's emoluments for year ended 31 December 2025 were HK\$618,000 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. PAN had interest in 4,326,400,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. PAN 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 she have any relationship with any 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. PAN 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. LUO Qiuping (羅秋平), aged 62, was appointed as a Director and the Chief Executive Officer of the Company on 12 February 2008. He was re-designated as an Executive Director on 22 June 2020. He is primarily responsible for the strategic planning and overall management of the Group. Mr. LUO joined the Group in November 1994 and has been acting as the Chief Executive Officer of the Group since December 1994.

Mr. LUO holds a master's degree in organic chemistry. He was certified as a chemical engineer by the Guangzhou Municipal Science & Technology Commission (廣州市科學技術委員會) of the PRC.

APPENDIX III DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr. LUO is the husband of Ms. PAN Dong, the Chairman and Executive Director of the Company.

Mr. 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 2025 were HK\$7,998,000 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. LUO had interest in 4,326,400,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. 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 any 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. 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. Bruno Robert MERCIER, aged 66, was appointed as an Independent Non-executive Director of the Company on 22 June 2020 with effect upon the date of the Prospectus. Mr. MERCIER is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company.

Mr. MERCIER is currently an independent non-executive director and a member of each of the audit committee and the nomination committee of Green Tea Group Limited, a company listed on the Main Board of the Stock Exchange (6831.HK). He is also a board director of Gramona SA, a family-owned Spanish premium winery, and a member of the Supervisory Board of City Holdings Co., Ltd, a private company incorporated in Yangon, Myanmar, engaged in retail, food service and distribution in Myanmar since 7 February 2022.

Mr. MERCIER is also advisor to corporations as well as to a number of private equity/venture capital funds, and an investor in tech start-ups focused on retail and consumer goods.

From 2011 to July 2017, Mr. MERCIER was chief executive officer and executive director of Sun Art Retail Group, one of China's largest and most profitable food retailers, listed on the Stock Exchange (6808.HK). Concurrently, he was the chairman of the board of RT Mart International in Taiwan. From 1999 to 2011, Mr. MERCIER worked in the Auchan Group in different roles as development director, store manager and chief executive officer of Auchan China, one of the subsidiaries of Sun Art Retail Group.

APPENDIX III DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr. MERCIER holds a master of business administration degree and a certificate in corporate governance from INSEAD, and an engineering degree from the École Nationale Supérieure Agronomique de Toulouse in France.

Mr. MERCIER also has many years of experience working in the consumer goods and consulting industries from 1983 to 1998, notably with Groupe Pernod Ricard, a global wines and spirits producer, in their China and Thailand operations as well as with McKinsey & Company in France and Asia. Mr. MERCIER has spent more than 30 years in Asia, mainly in China, speaks fluent Chinese, is an honorary citizen of the city of Suzhou and was awarded the Golden Magnolia medal by Shanghai City government in 2011.

Mr. MERCIER is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. MERCIER's emoluments for year ended 31 December 2025 were HK\$650,000 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. MERCIER had interest in 54,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. MERCIER 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 any 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. MERCIER 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, 22 May 2026, 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 2025.
2. To declare a final dividend of HK10.0 cents per ordinary share of the Company out of the share premium account of the Company for the year ended 31 December 2025.
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. PAN Dong as an Executive Director of the Company.
 - (ii) Mr. LUO Qiuping as an Executive Director of the Company.
 - (iii) Mr. Bruno Robert MERCIER as an Independent Non-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 by the directors of the Company (the “**Directors**”) during the Relevant Period

NOTICE OF ANNUAL GENERAL MEETING

(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 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

NOTICE OF ANNUAL GENERAL MEETING

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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT**, conditional upon the passing of resolutions numbered 5 and numbered 6 set out in the notice convening this meeting, the number of shares in the Company which are repurchased by the Company pursuant to resolution numbered 6 shall be added to the aggregate number of shares in the Company which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by the Company pursuant to resolution numbered 5.”

As special business, to consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

8. “**THAT**:
- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Existing Articles**”) as set forth in Appendix I to the circular of the Company dated 24 April 2026 be and are hereby approved;
 - (b) the third amended and restated memorandum and articles of association of the Company (the “**Amended Articles**”) in the form produced to the meeting marked “A” and for identification purpose signed by the chairman of the meeting be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect respectively; and
 - (c) any one Director, registered office provider or officer of the Company be and is hereby authorised to do all things necessary to implement the Proposed Amendments and the adoption of the Amended Articles and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By Order of the Board

PAN Dong

Chairman & Executive Director

Hong Kong, 24 April 2026

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 ANNUAL 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 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 Shareholders' eligibility to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, 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, 18 May 2026.
5. The final dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Wednesday, 3 June 2026. For the purpose of ascertaining Shareholders' eligibility for the final dividend, the register of members of the Company will be closed from Monday, 1 June 2026 to Wednesday, 3 June 2026, 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 Friday, 29 May 2026.
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 returning 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.