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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**Blue Moon Group Holdings Limited****藍月亮集團控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 6993)****1. PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
2. RE-ELECTION OF DIRECTORS;  
3. PROPOSED FINAL DIVIDEND;  
AND  
4. NOTICE OF ANNUAL GENERAL MEETING**

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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, 7 June 2024 at 3:00 p.m. is set out on pages 13 to 16 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.**

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## DEFINITIONS

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*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, 7 June 2024 at 3:00 p.m.
“Articles of Association”	the second amended and restated memorandum of association and second amended and restated articles of association of the Company adopted by the Company at the AGM dated 16 June 2023
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act of the Cayman Islands, Cap. 22 (Act 3 of 1961), as amended or supplemented or otherwise modified from time to time
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	16 April 2024, 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

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## DEFINITIONS

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“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Company under the Proposed General Mandate
“Proposed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares up to 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Prospectus”	the Company’s prospectus dated 4 December 2020
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	all have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong from time to time
“%”	per cent.



**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

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

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

**1. INTRODUCTION**

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

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## LETTER FROM THE BOARD

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### 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.14 below) to allot, issue and deal with new Shares not exceeding 20% of the total number of issued 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 5,862,993,406 Shares. Assuming no changes to the number of Shares in issue between the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 1,172,598,681 Shares.

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

### 3. GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed to approve the granting of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares 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 5,862,993,406 Shares. Assuming no changes to the number of Shares in issue between the Latest Practicable Date up to the date of the Annual General Meeting, the maximum number of Shares that can be repurchased by the Company under the Proposed Repurchase Mandate is 586,299,340 Shares.

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

### 4. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eight Directors, namely Ms. PAN Dong, Mr. LUO Qiuping (“**Mr. LUO**”), Ms. LUO Dong, Mr. POON Kwok Leung and Ms. XIAO Haishan as Executive Directors, and Mr. Bruno Robert MERCIER, Ms. NGAN Edith Manling (“**Ms. NGAN**”) and Mr. HU Yebi (“**Mr. HU**”) 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, Mr. LUO, Ms. NGAN and Mr. HU will retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves for re-election.

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## LETTER FROM THE BOARD

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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 Mr. LUO, Ms. NGAN and Mr. HU set out in Appendix II explains how each individual contributes to the diversity of the Board.

Ms. NGAN and Mr. HU have confirmed their 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 each of the retiring independent non-executive Directors, namely Ms. NGAN and Mr. HU, based on the criteria as set out in Rule 3.13 of the Listing Rules, and considered that Ms. NGAN and Mr. HU remain independent in accordance with the Listing Rules. In addition, based on the biographical information disclosed to the Company, none of Ms. NGAN and Mr. HU holds seven or more listed company directorships and both of them continue to demonstrate their commitment to their 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 II to this circular.

### **5. PROPOSED FINAL DIVIDEND**

As stated in the announcement issued by the Company dated 26 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of a final dividend of HK\$6.0 cents per ordinary Share to the Shareholders whose names appear on the register of members of the Company on Tuesday, 18 June 2024. Such final dividend will not be subject to any withholding tax.

The proposed final dividend is subject to approval by the Shareholders at the Annual General Meeting and a resolution in respect of the proposed final dividend will be proposed to the Shareholders for voting at the Annual General Meeting. If the resolution for the proposed final dividend is passed at the Annual General Meeting, the proposed final dividend is expected to be paid on or about Monday, 24 June 2024 to the Shareholders whose names shall appear on the register of members of the Company on Tuesday, 18 June 2024.

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## LETTER FROM THE BOARD

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

Latest time to lodge transfer documents:	no later than 4:30 p.m. on Thursday, 13 June 2024
Period of closure of register of members:	Friday, 14 June 2024 to Tuesday, 18 June 2024
Final dividend record date:	Tuesday, 18 June 2024

In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 13 June 2024. During the above closure period, no transfer of Shares will be registered.

### 6. VOTING BY WAY OF POLL

Notice of the Annual General Meeting is set out on pages 13 to 16 of this circular. Pursuant to Rule 13.39(4) of the Listing Rules and Articles 66(1) of the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the annual general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of Annual General Meeting will be taken by way of poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

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](http://www.bluemoon.com.cn)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's Hong Kong share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 5 June 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

### 7. RECOMMENDATION

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

By Order of the Board  
**PAN Dong**  
*Chairman & Executive Director*



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

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Shares of the Company comprised 5,862,993,406 Shares of nominal value of HK\$0.01 each.

Subject to the passing of the resolution granting the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 586,299,340 Shares, which are fully paid-up and represent 10% of the Shares in issue as at the date of passing of the relevant resolution at the Annual General Meeting, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

## **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 2023) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. The Directors do not propose to exercise the Proposed Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the net working capital or the gearing ratio of the Company.

## **4. DIRECTORS' UNDERTAKING AND CONNECTED PERSONS**

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

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

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

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

## 5. THE TAKEOVERS CODE AND MINIMUM PUBLIC FLOAT

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, a Controlling Shareholder of the Company, namely Ms. PAN Dong, controls the exercise of approximately 75.83% 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 84.26% of the issued Shares. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Proposed Repurchase Mandate. In any event, the Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement pursuant to the Takeovers Code.

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

## 6. SHARE REPURCHASE MADE BY THE COMPANY

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

## 7. SHARE PRICES

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

Year	Month	Shares		
		Highest Price <i>HK\$</i>	Lowest Price <i>HK\$</i>	
2023	April	5.10	4.54	
	May	4.70	4.17	
	June	4.55	3.80	
	July	4.12	3.81	
	August	4.06	3.59	
	September	3.76	2.44	
	October	2.97	2.08	
	November	2.33	2.01	
	December	2.18	1.85	
	2024	January	2.17	1.68
		February	2.15	1.69
		March	2.00	1.75
April (up to the Latest Practicable Date)		2.09	1.91	

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## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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

**Mr. LUO Qiuping** (羅秋平), aged 60, 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 as a director of Blue Moon 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 Guangzhou Municipal Science & Technology Commission (廣州市科學技術委員會) of the PRC.

Mr. LUO is the husband of Ms. PAN Dong, 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 2023 were HK\$8,121,000 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 4,446,000,000 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 and Directors, senior management, Substantial or Controlling Shareholders of the Company.

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Mr. 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.

**Ms. NGAN Edith Manling** (顏文玲), aged 59, was appointed as an Independent Non-executive Director of the Company on 22 June 2020 with effect upon the date of the Prospectus. She is the chairman of the Audit Committee and a member of the Remuneration Committee of the Company.

Ms. NGAN is currently an independent non-executive director and a member of the audit and compensation committees of Tencent Music Entertainment Group ("TME"), a company listed on the New York Stock Exchange and also the Main Board of the Stock Exchange. She is also an independent non-executive director, the chairman of the audit committee and a member of the nomination, remuneration, risk and compliance committees of Asia Financial Holdings Limited ("AFHL"), as well as an independent non-executive director and a member of the audit committee of Swire Pacific Limited ("SPL"). She resigned as an independent non-executive director, the chairman of the environmental, social and governance committee and a member of the audit, nomination and remuneration committees of HKBN Ltd. ("HKBN") in September 2023. All of AFHL, SPL and HKBN are listed on the Main Board of the Stock Exchange.

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## APPENDIX II            DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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Ms. NGAN has extensive experience in public and private financial and corporate management, governance and business development. Between 1996 to 2010, she held regional management positions in financial groups including Invesco, Principal and ABN AMRO. From 2010 to 2017, Ms. NGAN led educational and professional institutions successively at the Asia Society Hong Kong Centre, the Hong Kong Securities and Investment Institution, and RICS International.

Ms. NGAN is also an active member of the community and serves on various investment committees of government funds. She was the chairman of the audit committee of Lingnan University between 2014 and 2018 during her tenure as Council Member from 2012 to 2018, after which she was appointed to the Court of Lingnan University as a Court Member. She is also currently a member of Investment Sub-Committee of Beat Drugs Fund Association and the Innovation and Technology Venture Fund Advisory Committee. She was awarded the Medal of Honour by the Hong Kong SAR Government in July 2014.

Ms. NGAN received her Bachelor of Science degree in industrial engineering and engineering management from Stanford University and is a fellow of the Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Directors.

Ms. NGAN is subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Ms. NGAN's emoluments for year ended 31 December 2023 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, Ms. NGAN did not have any interest in Shares within the meaning of Part XV of the SFO.

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

Further, there are no other matters that need to be brought to the attention of the Shareholders and there is no information relating to Ms. NGAN 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. HU Yebi** (胡野碧) (with former name as HU Guiping (胡貴平)), aged 60, was appointed as an Independent Non-executive Director of the Company on 22 June 2020 with effect upon the date of the Prospectus. Mr. HU is responsible for supervising and providing independent judgement to the Board. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee of the Company.

Mr. HU has over 20 years of experience in the fields of securities, financial services as well as mergers and acquisitions.

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## APPENDIX II      DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

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From March 1994 to March 2002, Mr. HU worked at DBS Asia Capital Limited, where his last position was managing director of the equity capital markets division. Since April 2004, Mr. HU has been the director of, and since June 2006, has been the chairman of Vision Finance Group Limited (formerly known as Partners Capital Asset Management Limited), a Hong Kong-based comprehensive financial services company focusing on investment holding.

Mr. HU was also an executive director of each of Hua Lien International (Holding) Company Limited (stock code: 00969) from December 2010 to July 2017, Tai United Holdings Ltd. (stock code: 00718) from July 2014 to October 2016, Beijing Properties Holdings Limited (stock code: 00925) from December 2015 to November 2018, China Healthwise Holdings Limited (stock code: 00348) (“**China Healthwise**”) from October 2016 to March 2017 and Beijing Enterprise Medical and Health Industry Group Limited (stock code: 02389) from May 2017 to October 2018, respectively, each a company listed on the Main Board of the Stock Exchange. He was also the vice chairman of the board of China Healthwise from October 2016 to March 2017. Mr. HU was the executive director (April 2015 to November 2018) of Beijing Sports and Entertainment Industry Group Limited (stock code: 01803), a company listed on the Main Board of the Stock Exchange, and has been its non-executive director since November 2018. Since December 2018, he has acted as the independent non-executive director of China Grand Pharmaceutical and Healthcare Holdings Limited (stock code: 00512), a company listed on the Main Board of the Stock Exchange. He has also acted as the independent non-executive director of Gemdale Corporation (600383.SH), a company listed on the Shanghai Stock Exchange, since August 2019.

Mr. HU received his postgraduate certificate in management engineering from Beijing Institute of Technology (北京理工大學) (formerly known as Beijing Institute of Technology (北京工業學院)) in August 1986. He received his master of business administration degree from Netherlands International Institute of Management (Research — instituut voor Bedrijfswetenschappen) in September 1989.

Mr. HU is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association. Mr. HU’s emoluments for year ended 31 December 2023 were HK\$627,000 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. HU did not have any interest in Shares within the meaning of Part XV of the SFO.

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

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



**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, 7 June 2024, 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 2023.
2. To declare a final dividend of HK\$6.0 cents per ordinary share of the Company for the year ended 31 December 2023.
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) Mr. LUO Qiuping as an Executive Director of the Company.
  - (ii) Ms. NGAN Edith Manling as an Independent Non-executive Director of the Company.
  - (iii) Mr. HU Yebi as an Independent Non-executive Director of the Company.
- (b) To authorise the board of directors of the Company to fix the Directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company or securities convertible into shares of the Company or options, warrants or similar rights to subscribe for shares of the Company or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers during or after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of shares of the Company allotted or agreed to be allotted by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any exercise of outstanding share options granted under the Pre-IPO Share Option Scheme; or (iii) an issue of shares in lieu of the whole or part of a dividend on shares pursuant to any scrip dividend scheme or other similar arrangement; or (iv) pursuant to a specific authority granted by the shareholders of the Company, shall not exceed 20% of the total number of issued shares of the Company 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 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).”



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## NOTICE OF ANNUAL GENERAL MEETING

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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 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.”
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.”

By Order of the Board

**PAN Dong**

*Chairman & Executive Director*

Hong Kong, 26 April 2024

***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

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend, speak and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish and in such event, the proxy form shall be deemed to be revoked.
3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
4. For the purpose of ascertaining Shareholder's eligibility to attend, speak and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, 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, 3 June 2024.
5. The final dividend will be payable to the Shareholders whose names appear on the register of members of the Company on Monday, 24 June 2024. For the purpose of ascertaining shareholder's eligibility for the final dividend, the register of members of the Company will be closed from Friday, 14 June 2024 to Tuesday, 18 June 2024, both days inclusive. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 13 June 2024.
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](http://www.bluemoon.com.cn)) and the Stock Exchange's website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify Shareholders of the date, time and place of the adjourned meeting.

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

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company strongly recommends the Shareholders to exercise their voting rights by appointing the Chairman of the Annual General Meeting as their proxy of attending the Annual General Meeting in person, by completing and return the proxy form attached to this documents. 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.