
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Blue Moon Group Holdings Limited

藍月亮集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6993)

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

A notice convening the Annual General Meeting of Blue Moon Group Holdings Limited to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 24 June 2022 at 3:00 p.m. is set out on pages 13 to 17 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.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see page 17 of this circular for the following precautionary measures being implemented to prevent the spread of the Novel Coronavirus Disease ("COVID-19") at the Annual General Meeting:

- Compulsory body temperature checks and health declarations;
- Compulsory wearing of a surgical face mask for each attendee;
- No distribution of refreshment and corporate souvenirs; and
- Any other measures or requirements as specified by the Hong Kong Government.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. 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.

The Company will limit the attendance in person at the Annual General Meeting subject to compliance with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G) and/or any other laws or regulations as may be effective from time to time. The admission to the Annual General Meeting venue will be allocated on first-come-first-served basis or such other basis as considered appropriate by the Company.

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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, 24 June 2022 at 3:00 p.m.
“Articles of Association”	the amended and restated articles of association of the Company adopted on 23 November 2020
“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”	25 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	16 December 2020, the date on which dealings in the Shares commenced on the Stock Exchange
“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

DEFINITIONS

“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
“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)”	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
“%”	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

Non-executive Director:

Mr. CAO Wei

Independent Non-executive Directors:

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

Registered Office:

Cricket Square, Hutchins Drive
PO 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

29 April 2022

To the Shareholders

Dear Sir or Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

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

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Proposed General Mandate to the Directors to exercise all powers of the Company 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 5,861,085,500 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 1,172,217,100 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 5,861,085,500 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 586,108,550 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 nine Directors, namely Ms. PAN Dong, Mr. LUO Qiuping, Ms. LUO Dong, Mr. POON Kwok Leung and Ms. XIAO Haishan as Executive Directors, Mr. CAO Wei as Non-executive Director, and Mr. Bruno Robert MERCIER, Ms. NGAN Edith Manling and Mr. HU Yebi as Independent Non-executive Directors.

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

LETTER FROM 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 the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

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 29 March 2022 relating to the annual results of the Group for the year ended 31 December 2021, the Board recommended the payment of a final dividend of HK\$13.8 cents per ordinary Share to the Shareholders whose names appear on the register of members of the Company on Wednesday, 6 July 2022. 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 Friday, 29 July 2022 to the Shareholders whose names shall appear on the register of members of the Company on Wednesday, 6 July 2022.

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, 30 June 2022
Period of closure of register of members:	Monday, 4 July 2022 to Wednesday, 6 July 2022
Final dividend record date:	Wednesday, 6 July 2022

In order to qualify for the proposed final dividend, all transfer documents must be lodged with the Company's Hong Kong share registrar and transfer office, 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, 30 June 2022. During the above closure period, no transfer of Shares will be registered.

LETTER FROM THE BOARD

6. VOTING BY WAY OF POLL

Notice of the Annual General Meeting is set out on pages 13 to 17 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). 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 notarially 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 (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting (i.e. not later than 3:00 p.m. on Wednesday, 22 June 2022 (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.

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 5,861,085,500 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 586,108,550 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 2021) 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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they will 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 Shares to the Company, or has undertaken not to do so, if the Proposed Repurchase Mandate is exercised.

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 75.86% 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 84.28% 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 having less than the 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>	
2021	April	11.600	10.440	
	May	11.900	9.270	
	June	11.760	10.300	
	July	11.100	6.800	
	August	7.900	5.750	
	September	8.100	6.190	
	October	7.290	6.600	
	November	7.760	6.660	
	December	8.310	7.040	
	2022	January	7.540	6.620
		February	7.170	5.840
		March	6.140	4.460
April (up to the Latest Practicable Date)		6.550	5.370	

APPENDIX II 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. LUO Dong (羅東), aged 48, was appointed as a Director of the Company on 12 February 2008. She was re-designated as an Executive Director on 22 June 2020. She is responsible for the supply chain management of the Group. Ms. LUO joined the Group in December 2005. She has been working as the chief supply officer of the Group since 1 December 2005. She has also served as a director of Blue Moon Group Limited (藍月亮國際集團有限公司) since July 2007. In addition, she currently acts as the general manager of Blue Moon (Tianjin) Co., Ltd. (藍月亮(天津)有限公司), Blue Moon (Kunshan) Industrial Co., Ltd (藍月亮(昆山)實業有限公司) and Blue Moon (Guangzhou) Co., Ltd. (藍月亮(廣州)有限公司) (“**Blue Moon Guangzhou**”), as well as the general manager of Guangzhou Blue Moon Industrial Co., Ltd. (廣州藍月亮實業有限公司). She is also currently the executive director of Moon House (Nantong) Washing Co., Ltd. (月亮小屋(南通)洗滌有限公司).

Ms. LUO has 26 years of experience in the operation, purchase and manufacture management of the “Blue Moon (藍月亮)” brand products. Ms. LUO worked at Guangzhou Daoming Chemical Co., Ltd (廣州市道明化學有限公司) as the project development engineer from July 1993 to November 1994. She joined Guangzhou Blue Moon Guangzhou Blue Moon Co., Ltd. (廣州藍月亮有限公司) (“**Guangzhou Blue Moon Company**”) in December 1994 and acted as the project development engineer and technology engineer from December 1994 to December 1995. She also held various positions successively in Guangzhou Blue Moon Company between December 1995 and November 2002, including the head of the laboratory, the head of the department of quality inspection, assistant manager of the technical quality department and the manager of the finished product department, and was primarily responsible for the manufacture management of household care products. She acted as the chief supply officer of Guangzhou Blue Moon Company from November 2002 to November 2005, and she was primarily responsible for the supply chain management of Guangzhou Blue Moon Company.

Ms. LUO graduated from Beijing Institute of Fashion Technology (北京服裝學院) with a bachelor’s degree in applied chemistry in July 1993.

The Company has entered into a letter of appointment with Ms. LUO on 22 June 2020 for an initial term of three year with effect from the Listing Date. She is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. LUO’s emoluments for year ended 31 December 2021 were HK\$16,897,000 as determined by the Board and the Remuneration Committee with reference to the directors’ duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Ms. LUO had interest in 4,800,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. LUO has not held any directorships in other listed public companies in the last three years, nor does she have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

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

APPENDIX II DETAILS OF DIRECTORS STANDING FOR RE-ELECTION

Mr. POON Kwok Leung (潘國樑), aged 42, was appointed as a Director of the Company and re-designated as an Executive Director on 22 June 2020. Mr. POON joined the Group in May 2008 as the financial controller. He was later appointed as the chief financial officer of the Group on 1 March 2016. He is responsible for the management of financial accounts and financing matters of the Group.

Mr. POON has extensive experience in auditing, accounting and financial management. He held positions of associate and later, senior associate in PricewaterhouseCoopers Ltd. from September 2001 to November 2004, and the position of assistant manager in KPMG from November 2005 to May 2006. Prior to joining the Group, Mr. POON held a managerial position in the wholesale banking group (China corporates) division of CITIC Ka Wah Bank Limited from September 2006 to October 2007 where Mr. POON was primarily responsible for developing and maintaining client relationships.

Mr. POON graduated from the University of Hong Kong in November 2001 with a bachelor's degree of business administration in accounting and finance. He also received a bachelor of Chinese law degree from the School of Law of Tsinghua University in July 2008. Mr. POON has been a member of the Hong Kong Institute of Certified Public Accountants since October 2004.

The Company has entered into a letter of appointment with Mr. POON on 22 June 2020 for an initial term of three year with effect from the Listing Date. He is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. POON's emoluments for year ended 31 December 2021 were HK\$4,049,000 as determined by the Board and the Remuneration Committee with reference to the directors' duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Mr. POON had interest in 4,500,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. POON has not held any directorships in other listed public companies in the last three years, nor does he have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

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

Ms. XIAO Haishan (肖海珊), aged 45, was appointed as a Director of the Company and re-designated as an Executive Director on 22 June 2020 and as the Chief Operation Officer of the Group on 1 July 2017. She is responsible for the operation and human resource management of the Group. Ms. XIAO first joined the Group in February 2011. From February 2011 to June 2017, she held various positions in the Group successively, including the assistant of the Group's chief executive officer, the operation director and the head of human resource centre of the Group. She currently acts as the executive director and general manager of Blue Moon (Chongqing) Co., Ltd. (藍月亮(重慶)有限公司), as well as the executive director of Xingshuo (Guangzhou) Industrial Co., Ltd. (星朔(廣州)實業有限公司), Blue Moon Guangzhou, Moon House (Shenzhen) Data Technology Co., Ltd. (月亮小屋(深圳)數據技術有限公司), Villa La Luna (China) Co., Ltd. (月亮小屋(中國)有限公司) and Blue Moon (China) Co., Ltd. (藍月亮(中國)有限公司). She is also a member of the Remuneration Committee of the Company.

From July 1998 to July 2003, she held various positions successively in the marketing department of Guangzhou Blue Moon Company, including planning associate, branding manager and manager of the marketing department. From July 2007 to January 2011, Ms. XIAO acted as the general manager of Guangzhou Van Management Consulting Company Limited (廣州先基管理顧問有限公司), a company principally engaged in management consulting services, where she was primarily responsible for management of business operation.

Ms. XIAO graduated from Wuhan University with a bachelor's degree in economics in June 1998. She received a master of business administration degree from Zhejiang University in June 2007.

The Company has entered into a letter of appointment with Ms. XIAO on 22 June 2020 for an initial term of three year with effect from the Listing Date. She is also subject to retirement and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. XIAO's emoluments for year ended 31 December 2021 were HK\$3,275,000 as determined by the Board and the Remuneration Committee with reference to the directors' duties, responsibilities and performances and the results of the Group.

As at the Latest Practicable Date, Ms. XIAO had interest in 900,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. XIAO has not held any directorships in other listed public companies in the last three years, nor does she have any relationship with and Directors, senior management, Substantial or Controlling Shareholders of the Company.

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



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, 24 June 2022 at 3:00 p.m. for the following purposes:

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 2021.
2. To declare a final dividend of HK\$13.8 cents per ordinary share of the Company for the year ended 31 December 2021.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.
4. (a) To re-elect the following retiring Directors of the Company:
 - (i) Ms. LUO Dong as an Executive Director of the Company.
 - (ii) Mr. POON Kwok Leung as an Executive Director of the Company.
 - (iii) Ms. XIAO Haishan as an Executive Director of the Company.
- (b) To authorise the board of directors of the Company to fix the Directors’ remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 the “lock-up” provisions under Rule 10.08 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 articles of association of the Company 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 of the Company 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, 29 April 2022

Registered Office:

Cricket Square, Hutchins Drive
PO 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 and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend 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 notarially 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.
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 and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 21 June 2022 to Friday, 24 June 2022, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend 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, 20 June 2022.
5. The final dividend will be payable to the shareholders whose names appear on the register of members of the Company on Wednesday, 6 July 2022. For the purpose of ascertaining shareholder's eligibility for the final dividend, the register of members of the Company will be closed from Monday, 4 July 2022 to Wednesday, 6 July 2022, 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, 30 June 2022.
6. Concerning item 4 above, the board of directors of the Company proposes that the retiring Directors who will offer themselves for re-election, namely Ms. LUO Dong, Mr. POON Kwok Leung and Ms. XIAO Haishan be re-elected as directors of the Company.
7. Concerning item 5 above, the approval is being sought from members for a general mandate to authorise allotment of shares, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any shares of the Company not exceeding 20% of the total number of issued shares of the Company. The Directors wish to state that they have no immediate plans to issue shares in the Company.
8. Concerning item 6 above, the approval is being sought from members for a general mandate to repurchase shares in the Company, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any shares in the Company up to 10% of the total number of issued shares of the Company.
9. Concerning item 7 above, the approval is being sought from members to extend the general mandate to allot shares by adding the repurchased securities to the 20% general mandate.

NOTICE OF ANNUAL GENERAL MEETING

10. The translation into Chinese language of the notice is for reference only. In case of any discrepancies, the English version shall prevail.
11. 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. 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 view of the COVID-19 pandemic, the Company will implement of the following precautionary measures at the Annual General Meeting to ensure the health and safety of attending Shareholders, staff and other stakeholders:

- (1) Compulsory body temperature check will be carried out for every attendee at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry to the Annual General Meeting venue and may not allowed to attend the Annual General Meeting.
- (2) Compulsory wearing of surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (3) No distribution of refreshment and corporate souvenirs at the Annual General Meeting.
- (4) Any other measures or requirements as specified by the Hong Kong Government.

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 form attending and voting in person at the Annual General Meeting or any adjournment thereof should they subsequently so wish.

The Company will limit the attendance in person at the Annual General Meeting subject to compliance with the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Cap. 599G) and/or any other laws, or regulations as may be effective from time to time. The admission to the Annual General Meeting venue will be allocated on first-come-first-served basis or such other basis as considered appropriate by the Company.