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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)

**PROPOSED ADOPTION OF SECOND AMENDED
AND RESTATED MEMORANDUM AND
ARTICLES OF ASSOCIATION**

This announcement is made by Blue Moon Group Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated memorandum of association and amended and restated articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) and to adopt the second amended and restated memorandum of association and second amended and restated articles of association (the “**Second Amended and Restated Memorandum and Articles of Association**”) in order to, among other things, (i) permit the Company to hold hybrid general meetings and electronic general meetings; (ii) bring the Existing Memorandum and Articles of Association in line with relevant requirements of the applicable laws and the Listing Rules, including the amendments in respect of the shareholder protection standards set out in Appendix 3 and Chapter 13 of the Listing Rules, which became effective from 1 January 2022; and (iii) introduce corresponding as well as house-keeping amendments (collectively, the “**Proposed Amendments**”).

Major changes brought about by the Proposed Amendments include the following:

1. to insert “Act”, “announcement”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting” and “Principal Meeting Place” for use in the relevant provisions including new provisions relating to hybrid and electronic meetings and to update the relevant provisions in the Second Amended and Restated Memorandum and Articles of Association in this regard;
2. to allow all general meetings (including an annual general meeting or extraordinary general meeting or any adjourned or postponed meeting) to be held as physical meetings and at any meeting locations, as hybrid meetings or as electronic meetings, as may be determined by the Board in its absolute discretion;

3. to provide for the proceedings and requirements of general meetings which are held as a physical meetings and at any meeting locations, as hybrid meetings or as electronic meetings, and the powers of the Board and the chairman of the general meetings and ancillary provisions in relation to holding of such meetings;
4. to provide that the Company shall hold an annual general meeting in each financial year and such annual general meeting shall be held within six months after the end of the Company's financial year;
5. to provide that an annual general meeting of the Company must be called by notice in writing of not less than twenty-one days, while all other general meetings (including an extraordinary general meeting) shall be called by notice in writing of not less than fourteen days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Companies Act if it is so agreed under the circumstances set out in the Second Amended and Restated Memorandum and Articles of Association;
6. to clarify that, in relation to the rights and powers that a person, who is authorised by a clearing house being a shareholder of the Company (each a "**Shareholder**" and collectively, the "**Shareholders**") to act as its representatives at any meeting of the Company, is entitled to exercise, including the right to speak and vote;
7. to allow, for quorum purposes only, two persons appointed by the clearing house as authorised representative or proxy to form a quorum for a general meeting of the Company for all purposes;
8. to provide that a resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands in which case every Shareholder present in person or by proxy shall have one vote;
9. to provide that 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;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
11. to allow the Company to provide an electronic address for the receipt of any document or information relating to proxies for a general meeting and ancillary provisions in relation thereto;

12. to provide that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election;
13. to amend the exceptions for the prohibition on a Director from voting (or being counted in the quorum) in relation to any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested;
14. to clarify that the removal of the auditor of the Company (the “**Auditor**”) before the expiration of its term of office shall be approved by the Shareholders by way of an ordinary resolution at any general meeting;
15. to provide that the Directors may fill any casual vacancy in the office of Auditor and fix the remuneration of such Auditor, who shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders in accordance with the Second Amended and Restated Memorandum and Articles of Association;
16. to provide that the financial year end of the Company shall be the 31st of December in each year, unless otherwise determined by the Directors; and
17. to make other amendments to update, modify or clarify provisions and/or defined term(s) where the Board considers appropriate in accordance with or to better align with the wordings in the applicable laws of Cayman Islands and the Listing Rules.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company to be held on Friday, 16 June 2023 (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular of the AGM containing, among other matters, details of the Proposed Amendments, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 29 March 2023

As at the date of this announcement, the Board comprises 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.