Blue River Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 498)

PROPOSED ADOPTION OF NEW BYE-LAWS

This announcement is made by Blue River 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**") in relation to the proposed adoption of an amended and restated bye-laws of the Company (the "**New Bye-laws**").

The board of directors of the Company (the "**Board**") proposes to seek the approval of the shareholders of the Company (the "**Shareholders**") for certain amendments to the existing bye-laws of the Company (the "**Existing Bye-laws**") and the adoption of the New Bye-laws consolidating the proposed amendments and all previous amendments made.

The Board wishes to amend the Existing Bye-laws in order to, *inter alia*, (i) bring the Existing Bye-laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; (ii) allow the Company to acquire and hold its shares as treasury shares in view of the recent amendments of the Listing Rules which took effect from 11 June 2024; and (iii) introduce house-keeping changes for alignment with the Listing Rules and the applicable laws of Bermuda. In view of the proposed amendments to the Existing Bye-laws, the Board proposes to adopt the New Bye-laws in substitution for, and to the exclusion of, the Existing Bye-laws.

The proposed amendments to the Existing Bye-laws by way of adoption of the New Bye-laws are subject to, and will become effective upon, the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**").

A circular containing, among other matters to be tabled at the AGM, details of the proposed amendments to the Existing Bye-laws and the adoption of the New Bye-laws, together with a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board

Blue River Holdings Limited

HO Sze Nga

Company Secretary

Hong Kong, 24 July 2024

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors:	*Independent Non-Executive Directors:*
Benny KWONG	William GILES
(Chairman and Managing Director)	YU Chung Leung
AU Wai June	LAM John Cheung-wah