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iDreamSky Technology Holdings Limited

创梦天地科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1119)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of iDreamSky Technology Holdings Limited (the “Company”) will be held at Earth Room, 16/F, Unit 3, Block A, Kexing Science Park, Nanshan District, Shenzhen, China on Thursday, 28 December 2023 at 10:30 a.m. for the following purposes.

ORDINARY RESOLUTIONS

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

(A) “**THAT:**

- (i) the issue mandate and extension mandate granted to the Directors at the annual general meeting of the Company held on 30 June 2023 (the “**2022 Annual General Meeting**”) be and are hereby revoked (without prejudice to any valid exercise of the Existing General Mandate prior to the passing of this resolution);
- (ii) subject to paragraph (iv) below, pursuant to the Rules Governing the Listing of the Securities of the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue or otherwise deal with additional Shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares in the Company, which might require the exercise of such powers be and the same as hereby generally and unconditionally approved;
- (iii) the approval in paragraph (ii) above shall authorise the Directors during the Relevant Period 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;

(iv) the number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (ii) above, otherwise than pursuant to:

- (1) a Rights Issue (as defined below);
- (2) the exercise of any options granted under any share option scheme of the Company adopted from time to time in accordance with the Listing Rules;
- (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time; or
- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the sum of:
 - (a) 20% of the issued share capital of the Company as at the date of passing of this resolution; and
 - (b) (if the Board is authorized by resolution 1(B)) the total number of shares of the Company repurchased by the Company pursuant to the repurchase mandate passed at the 2022 Annual General Meeting (up to a maximum of 10% of the issued share capital of the Company as at the date of the 2022 Annual General Meeting),

and the approval shall be limited accordingly; and

(v) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or other applicable laws or the memorandum and articles of association of the Company to be held; and

- (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares in the Company open for a period fixed by the Directors to holders of Shares in the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares in the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

subject to the approval of resolution 1(A) as set out in this notice of EGM, extend the general mandate granted to the Directors under the resolution 1(A) as set out in this notice of EGM, by ways of adding the number of Shares equal to the total number of Shares repurchased by the Company pursuant to the repurchase mandate passed on the 2022 Annual General Meeting, to the number of Shares to be allotted or agreed to be allotted by the Directors of the Company, conditionally or unconditionally, pursuant to the general mandate, and such extended number shall not exceed 10% of the issued share capital of the Company as at the date of the 2022 Annual General Meeting (such aggregate number shall be adjusted if the number of all or any Shares of the Company becomes higher or lower upon this resolution is passed).”

2. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (A) the Distribution Transactions contemplated under the game cooperation framework agreement dated 10 November 2023 entered into between the Company and Shenzhen Tencent Computer Systems Company Limited (深圳市騰訊計算機系統有限公司) (the “**Game Cooperation Framework Agreement**”), details of which are more particularly described in the circular of the Company dated 11 December 2023, be and are hereby confirmed, ratified and approved;
- (B) the proposed annual caps for the Distribution Transactions contemplated under the Game Cooperation Framework Agreement be and are hereby approved; and

(C) any one executive Director of the Company be and is hereby authorized to do all such further acts or things, negotiate, approve, agree, sign, initial, ratify and/or execute all such further documents and take all steps deemed by him to be necessary, desirable or expedient.”

By Order of the Board
iDreamSky Technology Holdings Limited
Chen Xiangyu
Chairman

Shenzhen, PRC, 11 December 2023

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend, speak and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the office of the Hong Kong share registrar of the Company, 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 appointed for holding the EGM or any adjournment thereof.
3. To ascertain the shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 21 December 2023 to Thursday, 28 December 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, 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 Wednesday, 20 December 2023.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the meeting will be taken by poll except where the chairman, 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 and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
5. In respect of the resolution numbered 1 above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval for the Refreshed General Mandate is being sought from the shareholders for the purposes of the Listing Rules.
6. As at the date of this notice, the Board comprises Mr. Chen Xiangyu as the chairman of the Board and executive Director, Mr. Guan Song, Mr. Jeffrey Lyndon Ko and Mr. Yang Jialiang as executive Directors, Mr. Zhang Han and Mr. Yang Ming as non-executive Directors, and Ms. Yu Bin, Mr. Li Xintian, Mr. Zhang Weining and Mr. Mao Rui as independent non-executive Directors.