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多想雲

MANY IDEA
CLOUD

Many Idea Cloud Holdings Limited

多想雲控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6696)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Many Idea Cloud Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 8 March 2024 at 12/F, ERKE Group Mansion, 11 Hualien Road, Siming District, Xiamen, the PRC for the purpose of considering the following and, if thought fit, passing with or without modification, the following resolutions. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 25 January 2024 (the “**Circular**”) of which the notice convening the EGM forms part.

ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of all conditions as set out in the paragraph headed “Conditions of the Open Offer” in the “Letter from the Board” in the Circular:
 - (A) the underwriting agreement dated 28 December 2023 (the “**Underwriting Agreement**”) entered into between the Company and Many Idea Liujianhui Limited (the “**Underwriter**”), (a copy of the Underwriting Agreement marked “**A**” has been produced to this EGM and initialled by the chairman of this EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
 - (B) the issue by way of open offer (the “**Open Offer**”) of up to 400,000,000 new Shares (the “**Open Offer Shares**”) (assuming no further change in the issued share capital of the Company up to the Record Date (as defined below)), to the shareholders of the Company (the “**Qualifying Shareholders**”) whose names appear on the register of members of the Company as at 4:30 p.m. on Wednesday 20 March 2024 (or such other time and date as the Company may determine) (the “**Record Date**”), save for the Shareholders whose addresses as at the Record Date are outside of Hong Kong (if any) to whom the Directors, based on the enquiries made by the Directors, consider it necessary or expedient not to offer the Open Offer Shares on account either of the legal restrictions under the laws of the

relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s) (the “**Non-Qualifying Shareholders**”), on the basis of one (1) Open Offer Share for every two (2) existing Shares held on the Record Date at the subscription price of HK\$0.15 per Open Offer Share and otherwise on terms and conditions set out in the Circular (a copy of the Circular marked “**B**” has been produced to this EGM and initialled by the chairman of this EGM for the purpose of identification), be and is hereby approved;

- (C) the placing agreement dated 28 December 2023 entered into between the Company and Metaverse Securities Limited (the “**Placing Agent**”) (the “**Placing Agreement**”), in relation to the placing of those Open Offer Shares that are not subscribed by the Qualifying Shareholders, aggregated fractional Open Offer Shares, and Open Offer Shares which would otherwise have been allotted to the Non-Qualifying Shareholders (the “**Unsubscribed Shares**”) by the Placing Agent on a best effort basis (a copy of the Placing Agreement marked “**C**” has been produced to this EGM and initialled by the chairman of this EGM for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (D) any one or more Directors be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Open Offer Shares, the implementation of the Open Offer, to give effect to or in connection with the Open Offer, or any transaction contemplated thereunder.”

SPECIAL RESOLUTION

2. “**THAT:**

- (A) subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong and the satisfaction of any conditions attached to the Whitewash Waiver granted, the waiver pursuant to Note 1 of the Notes on dispensations from Rule 26 of the Takeovers Code waiving any obligation of the Underwriter to make a mandatory general offer to the Shareholders in respect of the shares of the Company not already owned or agreed to be acquired by the Underwriter and parties acting in concert with it which would arise under Rule 26 of the Takeovers Code as a result of the fulfilment of the underwriting obligations by the Underwriter pursuant to the Underwriting Agreement (“**Whitewash Waiver**”) be and is hereby approved; and

- (B) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Whitewash Waiver and the transactions contemplated thereunder.”

On behalf of the Board
Many Idea Cloud Holdings Limited
Liu Jianhui
Chairman of the Board

Hong Kong, 25 January 2024

Registered Office in Cayman Islands:
Ogier Global (Cayman) Limited
89 Nexus Way, Camana Bay
Grand Cayman, KY1-9009
Cayman Islands

Principal Place of Business in Hong Kong:
2408, World-Wide House
19 Des Voeux Road Central
Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on behalf of him/her/it. A proxy needs not be a member. A member of the Company who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of the Company in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy 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 authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof should such member so wishes and, in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Tuesday, 5 March 2024 to Friday, 8 March 2024, both dates inclusive, during which no transfer of shares will be registered. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Friday, 8 March 2024. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 4 March 2024.
4. In the case of joint holders of any share, this form of proxy must be signed by the shareholder whose name stands first in the register of members of the Company. Where there are joint holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled to it; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.

5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. If a Typhoon Signal No. 8 or above is hoisted, “extreme conditions” caused by super typhoons, or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the Company’s website and HKExnews website to notify the shareholders of the Company of the date, time and place of the rescheduled EGM.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this notice will be decided by poll at the above meeting.

As at the date of this notice, the Board comprises Mr. Liu Jianhui, Ms. Qu Shuo, Mr. Chen Shancheng and Mr. Chen Zeming as executive Directors, Ms. Liu Hong as non-executive Director, and Ms. Wang Yingbin, Ms. Wong Yan Ki, Angel, Mr. Tian Tao and Ms. Xiao Huilin as independent non-executive Directors.