
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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Many Idea Cloud Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTOR,
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalized terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” in this circular.

A notice convening the AGM of Many Idea Cloud Holdings Limited to be held at 10:00 a.m. on Friday, 27 June 2025 at 12/F, ERKE Group Mansion, 11 Guanyin Shan, Hualien Road, Siming District, Xiamen, Fujian Province, the PRC, at which, among other things, the above proposals will be considered, which set out on pages 17 to 22 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch 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 and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 April 2025

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at 10:00 a.m. on Friday, 27 June 2025 at 12/F, ERKE Group Mansion, 11 Guanyin Shan, Hualien Road, Siming District, Xiamen, Fujian Province, the PRC, notice of which is set out on pages 17 to 22 of this circular and any adjournment thereof
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company conditionally adopted by special resolution passed on 12 October 2022 with effect from the listing of shares of the Company on the Stock Exchange
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Act (As Revised) of the Cayman Islands, as amended, consolidated or otherwise modified from time to time
“Company”	Many Idea Cloud Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on 10 June 2021, the shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 6696)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange” or “Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Issue Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of Shares bought-back by the Company pursuant to the authority granted under the Repurchase Mandate
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	9 November 2022, on which the Shares are listed on the Hong Kong Stock Exchange and from which dealings in the Shares are permitted to commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the amended and restated memorandum of association of the Company adopted by special resolution passed on 12 October 2022
“Nomination Committee”	the nomination committee of our Board
“PRC”	the People’s Republic of China, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	prospectus of the Company dated 28 October 2022
“Repurchase Mandate”	a general unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of HK\$0.002 each
“Shareholder(s)”	holder(s) of the Shares
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buybacks, as amended, supplemented or otherwise modified from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors

Mr. Liu Jianhui

(Chairman and Chief Executive Officer)

Ms. Qu Shuo

Mr. Chen Shancheng

Mr. Chen Zeming

Non-executive Director

Ms. Liu Hong

Independent non-executive Directors

Ms. Wang Yingbin

Ms. Wong Yan Ki, Angel

Mr. Tian Tao

Ms. Xiao Huilin

Registered office

Ogier Global (Cayman) Limited

89 Nexus Way, Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

Principal place of business in Hong Kong

18th Floor

Nine Queen's Road Central

Central

Hong Kong

23 April 2025

To the Shareholder(s)

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTOR,
PROPOSED APPOINTMENT OF
INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM to seek approval of the Shareholders in respect of, among other matters, (i) the granting of general mandates to issue Shares and repurchase Shares; (ii) the re-election of Director; and (iii) the proposed appointment of new director, and to give you the notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matters.

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 28 June 2024, ordinary resolutions were passed to grant the Directors (i) a general unconditional mandate to allot, issue and deal in Shares not exceeding 20% of the aggregate number of Shares of the Company in issue at the date of the passing of the relevant resolution; (ii) a general unconditional mandate to repurchase Shares up to 10% of the aggregate number of Shares of the Company in issue at the date of the passing of the relevant resolution; and (iii) to extend the general mandate mentioned in (i) above by the addition of an amount representing the aggregate number of Shares of the Company repurchased by the Company pursuant to the mandate to repurchase Shares referred to (ii) above.

The above general mandates will continue in force until whichever of the following first occurs: (i) the conclusion of the AGM; or (ii) the date by which the AGM is required by the Articles or any applicable law(s); or (iii) the revocation or variation by ordinary resolution of the Shareholders in general meeting. It is therefore proposed to seek your approval by way of ordinary resolutions to be proposed at the AGM to approve the Issue Mandate and the Repurchase Mandate. Please refer to resolutions numbered 4 to 6 set out in the notice of AGM on pages 17 to 22 of this circular for details of the proposed Issue Mandate and Repurchase Mandate.

As at the Latest Practicable Date, the number of issued Shares was 80,000,000 Shares and the Company did not have any treasury shares. Assuming no further Shares are to be issued or repurchased and that the Company does not have any treasury shares prior to the AGM, (i) the Issue Mandate will grant the Directors an authority to issue up to 16,000,000 Shares, representing 20% of the total number of issued Shares (excluding treasury shares, if any); and (ii) the Repurchase Mandate will grant the Directors an authority to repurchase up to 8,000,000 Shares, representing 10% of the total number of issued Shares (excluding treasury shares, if any).

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTOR

According to Article 108 of the Articles, at every 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 by rotation at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election. According to Article 112 of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next first general meeting of the Company after his appointment and be subject to re-election at such meeting.

In accordance with Article 108 of the Articles, Mr. Chen Shancheng, Ms. Wong Yan Ki, Angel (“**Ms. Wong**”) and Ms. Xiao Huilin (“**Ms. Xiao**”) shall retire from office of Directors by rotation at the AGM. Mr. Chen Shancheng, being eligible, will offer himself for re-election at the AGM. The biographical details Mr. Chen Shangcheng is set out in Appendix II to this circular.

The Company was informed by Ms. Wong that, she will not offer herself for re-election at the AGM in order to devote more time for pursuing her other business commitments. Accordingly, Ms. Wong will cease to act as an independent non-executive Director, the chairman of the audit committee of the Board and a member of each of the nomination committee and the remuneration committee of the Board with effect from the conclusion of the AGM. Ms. Wong has confirmed that she has no disagreement with the Board and there are no other matters with respect to her resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Company was also informed by Ms. Xiao that, she will not offer herself for re-election at the AGM due to her other personal pursuits. Accordingly, Ms. Xiao will cease to act as an independent non-executive Director with effect from the conclusion of the AGM. Ms. Xiao has confirmed that she has no disagreement with the Board and there are no other matters that needs to be brought to the attention of the Shareholders and the Stock Exchange with regard to her retirement.

The Board would like to take this opportunity to thank Ms. Wong and Ms. Xiao for their valuable contributions and service to the Company during their tenure of office.

The Nomination Committee has reviewed and considered Mr. Chen Shancheng’s experience, skills and knowledge, and recommended to the Board that his re-election be proposed for Shareholders’ approval at the AGM.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF NEW DIRECTOR

As Ms. Wong and Ms. Xiao have resigned from their position as an independent non-executive Director, the Board has proposed Ms. Zhou Yan (“**Ms. Zhou**”) as an independent non-executive Director, whose appointment shall be subject to approval of Shareholders at the AGM in accordance with the articles of association of the Company. The biographical details of Ms. Zhou are set out in Appendix III to this circular.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 22 of this circular is a notice convening the AGM to consider and, if appropriate, to approve, among others, the ordinary resolutions relating to the proposals for the granting of the Issue Mandate, the Repurchase Mandate, the re-election of Director and proposed appointment of Director.

FORM OF PROXY

A form of proxy for use at the AGM is enclosed herewith. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the AGM, you are requested to complete the form of proxy and return it to the Company’s branch 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 and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions put to vote at the AGM will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy (or being a corporation by its duly authorized representative) shall have one vote for each Share registered in his/her/its name in the register of members. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it has in the same manner.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the identity of the Shareholders entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 both dates inclusive, during which period no transfer of Shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 23 June 2025.

RECOMMENDATION

The Board considers that the ordinary resolutions in relation to the granting of the Issue Mandate, the Repurchase Mandate, the re-election of Director and the proposed appointment of new director to be proposed at the AGM are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of such resolutions at the AGM.

GENERAL

Your attention is also drawn to the appendices to this circular.

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

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by the company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the provisions of rule 10.06(1)(b); and
- (iii) its shareholders have given a specific approval or a general mandate to its directors to make the purchase(s), by way of an ordinary resolution which complies with rule 10.06(1)(c) and which has been passed at a general meeting of the issuer duly convened and held.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 80,000,000 Shares which have been fully paid, and the Company did not have any treasury shares. Subject to the passing of the ordinary resolution for repurchase of Shares and on the basis that no further new Shares are issued or repurchased and the Company does not have any treasury shares up to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 8,000,000 Shares (excluding treasury shares, if any), representing 10% of the aggregate number of the total issued Shares as at the date of the passing of the ordinary resolution for repurchase of Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (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; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made.

To the extent that any treasury shares are deposited with Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS, (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

4. FUNDING OF REPURCHASES

Any repurchase of the Shares would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Companies Law, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Companies Law, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

5. GENERAL

The Directors consider that if the Repurchase Mandate was to be exercised in full, it might not have a material adverse impact on the working capital or the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the each of the previous twelve months to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.228	0.167
May	0.280	0.171
June	0.265	0.198
July	0.217	0.148
August	0.182	0.142
September	0.181	0.126
October	0.224	0.162
November	0.295	0.146
December	0.365	0.247
2025		
January	0.345	0.176
February (<i>Note</i>)	6.70	3.98
March	6.47	3.11
April (up to and including the Latest Practicable Date)	7.68	0.57

Note: The Share prices from this month onwards have been adjusted after the Share consolidation on 12 February 2025.

7. UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Cayman Islands.

**8. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE
CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, 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. As a result, a Shareholder (within the meaning under the Takeovers Code), 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.

As at the Latest Practicable Date, Mr. Liu Jianhui and Ms. Qu Shuo are deemed to hold 16,257,278 Shares, representing approximately 20.32% of the issued share capital of the Company (excluding treasury shares, if any), within the meaning of Part XV of the SFO. In the event that the Directors should exercise in full the Repurchase Mandate, the interests in the Company of Mr. Liu Jianhui and Ms. Qu Shuo will be increased to approximately 22.58% of the issued Shares (excluding treasury shares, if any).

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

In the opinion of the Directors, such increase would not give rise to an obligation to make a general offer under Rule 26 of the Takeovers Code. On the basis that the issued share capital of the Company remains the same, the Directors are not aware of any consequences which may arise under Rules 26 and 32 of the Takeovers Code. The Directors do not intend to exercise the Repurchase Mandate to an extent which would, in the circumstances, trigger any potential consequences under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company (excluding treasury shares, if any) would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding to the Latest Practicable Date.

11. CONFIRMATION

The Company confirms that this explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

APPENDIX II DETAILS OF THE DIRECTOR PROPOSED FOR RE-ELECTION

The following is the particulars of the retiring Director (as required by the Listing Rules) proposed for re-election.

Save as disclosed herein and as at the Latest Practicable Date, the following Director has none interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, the following Director holds none directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, the following Director holds none other positions with the Group. Save as disclosed herein and as at the Latest Practicable Date, the following Director has none relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Director which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chen Shancheng (陳善成先生) (“**Mr. Chen SC**”), aged 43, is an executive Director. Mr. Chen SC is primarily responsible for analysing and planning business strategies and looking for investment and acquisition opportunities for the Group. Prior to joining the Group, from August 2011 to June 2014, Mr. Chen SC served as a financial controller of A’ba State Zhonghe New Energy Co., Ltd. (formerly known as A’ba Prefecture Minfeng Lithium Industry Co., Ltd.) and Malkang Jinxin Mining Co., Ltd., a subsidiary of A’ba Prefecture Zhonghe New Energy Co., Ltd. Mr. Chen SC gained his strategic planning and investment experience through, for example, participating in certain investment projects involving negotiations, building financial models and reviewing financial statements of target activities and assets.

As at the Latest Practicable Date, Mr. Chen SC did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Mr. Chen SC has entered into a service contract with the Company for a period of three years commencing from 12 October 2022. Mr. Chen SC is entitled to an annual salary of RMB947,232, In addition, Mr. Chen SC is also entitled to a discretionary management bonus taking into consideration the financial performance of the Group and his individual contribution to the Group for the financial year concerned.

APPENDIX III DETAILS OF THE DIRECTOR PROPOSED FOR APPOINTMENT

The following is the particulars of the new Director (as required by the Listing Rules) proposed for appointment.

Ms. Zhou Yan (周燕女士), aged 35, has over 8 years of experience in the areas of accounting, audit and investment banking. From September 2015 to January 2020, she served as Senior Associate of Assurance at PricewaterhouseCoopers Hong Kong. From November 2020 to August 2021, she worked as Assistant Vice President of Central China International Capital Limited, a Hong Kong incorporated company focusing on corporate finance and capital market practices. From December 2021 to March 2023, she served as Assistant Vice President of Dongxing Securities (Hong Kong) Co., Ltd., a Hong Kong incorporated company focusing on securities and financial services. She is currently an Assistant Vice President of Equity Capital Market of Dongxing Securities (Hong Kong) Co., Ltd., a Hong Kong incorporated company focusing on securities and financial services. Ms. Zhou obtained a Master of Science in Accountancy from The Hong Kong Polytechnic University in October 2014 and a Bachelor Degree of Financial Management from Xiamen University Tan Kah Kee College in June 2013. She is a practicing member of The Hong Kong Institute of Certified Public Accountants.

As at the Latest Practicable Date, Ms. Zhou did not hold any Shares and underlying Shares, within the meaning of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, Ms. Zhou holds none directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to Ms. Zhou which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Subject to approval by the Shareholders at the AGM, Ms. Zhou will enter into a service contract with the Company for a term of three years, subject to the retirement by rotation and re-election at the AGM in accordance with the Articles and the Listing Rules. Ms. Zhou's remuneration will be HK\$180,000 per annum, subject to revision in future by the decision of the Board based on the recommendation of the Company's remuneration committee. Such remuneration is determined with reference to her role and duties, performance and responsibilities as well as the prevailing market conditions.

APPENDIX III DETAILS OF THE DIRECTOR PROPOSED FOR APPOINTMENT

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTOR

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the appointment of Ms. Zhou as an independent non-executive Director. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

The Nomination Committee had assessed the independence of the INED based on the independence criteria as set out in Rule 3.13 of the Listing Rules, and confirmed that, Ms. Zhou Yan, shall be independent.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN THAT an annual general meeting of Many Idea Cloud Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 27 June 2025 at 12/F, ERKE Group Mansion, 11 Guanyin Shan, Hualien Road, Siming District, Xiamen, Fujian Province, the PRC for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Director(s)**”) and auditor for the year ended 31 December 2024.
2.
 - (a)
 - (i) To re-elect Mr. Chen Shancheng as an executive Director.
 - (ii) To appoint Ms. Zhou Yan as an independent non-executive Director.
 - (b) To authorize the board of Directors of the Company (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as auditor and to authorize the Board to fix its remuneration.

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4. “THAT:

- (a) subject to the following provisions of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.002 each in the share capital of the Company (including any sale and transfer of treasury shares) (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued (including the treasury Shares resold and/or transferred, if permitted under the Listing Rules) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares of the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; shall not exceed 20% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed (and the Company may hold the Shares so purchased in treasury) and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price determined by the Directors;

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- (c) the aggregate number of Shares of the Company in issue, which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is 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 the articles of association of the Company or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of Shares out of treasury that are held as treasury shares) and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the additional thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate number of Shares of the Company in issue (excluding treasury shares, if any) as at the date of passing the resolution.”

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

Hong Kong, 23 April 2025

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Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 24 June 2025 to Friday, 27 June 2025 both dates inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar in Hong Kong, 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 Monday, 23 June 2025.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. For the avoidance of doubt, holders of treasury Shares of the Company (if any) are not entitled to vote at the AGM.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney or other person duly authorized, and must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. With respect to resolution numbered 2 of this notice, details of his information which is required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") in respect of proposed re-election or appointment of Mr. Chen Shancheng and Ms. Zhou Yan are set out in Appendix II and Appendix III to the circular of the Company dated 23 April 2025 respectively.
6. With respect to resolution numbered 4 of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new shares (including to sell or transfer any treasury shares) of the Company. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. With respect to resolution numbered 5 of this notice, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix I to the circular of the Company dated 23 April 2025.

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8. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting. On a poll, votes may be given either personally or by proxy.

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.