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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in iDreamSky Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
CLOSURE OF THE REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of iDreamSky Technology Holdings Limited (the “Company”) to be held at Earth Room, 16/F, Unit 3, Block A, Kexing Science Park, Nanshan District, Shenzhen, China on Friday, 28 June 2024 at 10:30 a.m. is set out on pages 22 to 27 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at www.idreamsky.com.

If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the AGM (i.e. before 10:30 a.m. on Wednesday, 26 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

6 June 2024

CONTENTS

	<i>Pages</i>
Definitions	1
 Letter from the Board	
1. Introduction.	5
2. Proposed Re-election of Directors.	6
3. Proposed Re-appointment of Auditor.	7
4. Proposed Grant of the Issue Mandate, Repurchase Mandate and Extension Mandate	7
5. Annual General Meeting.	8
6. Actions to be Taken.	8
7. Closure of the Register of Members.	9
8. Voting by Way of Poll.	9
9. Responsibility Statement	9
10. Recommendation.	10
 Appendix I — Details of Directors Proposed for Re-election	11
 Appendix II — Explanatory Statement	17
 Notice of Annual General Meeting	22

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Earth Room, 16/F, Unit 3, Block A, Kexing Science Park, Nanshan District, Shenzhen, China on Friday, 28 June 2024 at 10:30 a.m., or any adjournment thereof, and the notice of which is set out on pages 22 to 27 of this circular
“Board”	the board of Directors of the Company from time to time or a duly authorized committee thereof
“Business Day”	any day (excluding Saturday and Sunday) on which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing securities
“Chairman”	chairman of the Board
“Companies Act”	the Companies Act of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	iDreamSky Technology Holdings Limited (创梦天地科技控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange under stock code 1119
“controlling shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to extend the Issue Mandate by an amount representing the aggregate amount of Shares repurchased under the Repurchase Mandate
“Group”	the Company, its subsidiaries and its PRC consolidated affiliated entities from time to time

DEFINITIONS

“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and/or deal with (including sell or transfer any treasury shares) Shares of not exceeding 20% of the aggregate number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution granting the Issue Mandate
“Latest Practicable Date”	3 June 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles of Association”	the memorandum of association and articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Notice of AGM”	the notice convening the AGM as set out on pages 22 to 27 of this circular
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Director at the AGM to exercise the powers of the Company to repurchase Shares of not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	the lawful currency of the PRC

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) of with nominal value of USD0.0001 each in the share capital of the Company, or if there has been a capitalization issue, sub-division, reduction, consolidation, reclassification or reconstruction of the share capital of the Company, the shares forming part of the ordinary equity share capital of the Company of such nominal amount as shall result from any such capitalization issue, sub-division, reduction, consolidation, reclassification or reconstruction
“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Shenzhen iDreamSky”	Shenzhen iDreamSky Technology Co., Ltd. (深圳市創夢天地科技有限公司), a company established in the PRC and a PRC Consolidated Affiliated Entity of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“Tencent”	Tencent Holdings Limited, one of the Company’s substantial shareholders, a limited liability company incorporated under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange under stock code 700
“treasury shares”	has the meaning given by the Listing Rules that will come into effect on 11 June 2024
“USD”	U.S. dollars, the legal currency of the United States of America

DEFINITIONS

“%”

percent

The English names of the PRC nationals, enterprises and entities are translation and/or transliterations of their Chinese names and are included for identification purposes only. In the event of inconsistency between the Chinese names and translations and/or transliterations, the Chinese names shall prevail.



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)

Executive Directors:

Mr. Chen Xiangyu (*Chairman*)
Mr. Guan Song
Mr. Jeffrey Lyndon Ko
Mr. Yang Jialiang

Non-executive Directors:

Mr. Zhang Han
Mr. Yang Ming

Independent Non-executive Directors:

Ms. Yu Bin
Mr. Li Xintian
Mr. Zhang Weining
Mr. Mao Rui

Registered Office:

The offices of Maples Corporate
Services Limited
P.O. Box 309, Uglan House
Grand Cayman, KY1-1104
Cayman Islands

Head office in the PRC:

16/F, Unit 3, Block A
Kexing Science Park
No. 15 Ke Yuan Road
Nanshan District
Shenzhen
Guangdong Province
PRC

6 June 2024

To the Shareholders

Dear Sirs/Madams

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
CLOSURE OF THE REGISTER OF MEMBERS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you Notice of AGM and the information relating to the proposals for (i) the re-election of Directors; (ii) the re-appointment of the auditor of the Company; and (iii) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to the Article 16.2 of the Memorandum and Articles of Association, Mr. Yang Jialiang and Mr. Yang Ming shall hold office only until the AGM and shall then be eligible and offer themselves for re-election at the AGM.

Pursuant to the Article 16.19 of the Memorandum and Articles of Association, Mr. Guan Song, Mr. Jeffrey Lyndon Ko, and Mr. Zhang Weining shall retire by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Mr. Zhang Weining, the retiring independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, Mr. Zhang Weining confirmed that (i) he is independent with respect to the factors set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or any of the subsidiaries of the Company and does not have any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his re-election. The Board has confirmed, he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company, and does not hold any interests of the Company in any form. The nomination committee of the Company and the Board thus considered that Mr. Zhang Weining is independent in accordance with the independence guidelines set out in the Listing Rules.

Mr. Zhang Weining has demonstrated his ability to provide an independent, balanced and objective view to the Company's matters. In addition, he has profound professional accumulation in international business operations, financial management and law. Mr. Zhang Weining's massive experience and professional advice can help the Company to continuously improve its corporate governance level.

Mr. Zhang Weining does not act as directors of seven or more listed companies. The Board believes that he can commit sufficient time to assume his director's duties. Mr. Zhang Weining has served as an independent non-executive director of the Company for less than nine years.

The Company has adopted, and has complied with, a nomination policy for directorship. The Board has considered the qualifications, skills, knowledge, ability and experience of the Directors subject to the re-election at the AGM, and their time commitment and attention to perform their Directors' duties, as well as the current structure and composition of the Board. The Board is of the view that these Directors have different cultural, educational and professional background and

LETTER FROM THE BOARD

have abundant experiences in their respective areas of expertise. The Board also believes that these Directors have brought, and will continue to bring, their respective skills, experiences and perspectives to the Board with a view of contributing to the diversity of the Board.

Brief biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

3. PROPOSED RE-APPOINTMENT OF AUDITOR

The Board proposes to re-appoint PricewaterhouseCoopers as the auditor of the Company for the year ending 31 December 2024 and hold the office until the conclusion of the next annual general meeting of the Company. PricewaterhouseCoopers have indicated their willingness to be re-appointed as auditor of the Company for the said period. A resolution will also be proposed to authorize the Board to fix the auditor's remuneration for the ensuing year.

4. PROPOSED GRANT OF THE ISSUE MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

To ensure flexibility and give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the Issue Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution will be proposed to give the Directors the Issue Mandate to exercise the power of the Company to allot, issue and/or deal with Shares (including sell or transfer any treasury shares) of not exceeding 20% of the aggregate number of issued Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution granting the Issue Mandate.

As at the Latest Practicable Date, a total of 1,569,999,945 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM, the Company will be allowed under the Issue Mandate to issue a maximum of 313,999,989 Shares.

At the AGM, an ordinary resolution will also be proposed to give the Directors the Repurchase Mandate to exercise the powers of the Company to repurchase in the open market Shares of not exceeding 10% of the aggregate number of the issued Shares (excluding treasury shares (if any)) as at the date of passing of the relevant resolution granting the Repurchase Mandate. As at the Latest Practicable Date, the Directors have no present intention to repurchase any Shares in the open market (i.e. on the Stock Exchange or another stock exchange recognized for this purpose by the Stock Exchange) and would only exercise the power to repurchase in

LETTER FROM THE BOARD

circumstances where they consider that the repurchase would be in the best interests of the Company. Pursuant to the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote in favor of or against the resolution in respect of the proposed Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

In addition, an ordinary resolution regarding the Extension Mandate will also be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued Shares (excluding treasury shares (if any)) as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted, issued and/or deal with (including sell or transfer any treasury shares) under the Issue Mandate.

The Issue Mandate and the Repurchase Mandate would expire on the earlier of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of Company is required by the Companies Act or any applicable laws or the Memorandum and Articles of Association to be held; or (c) the revocation or variation by ordinary resolution(s) by the Shareholders in a general meeting prior to the next annual general meeting of the Company.

5. ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 22 to 27 of this circular to consider the resolutions relating to, inter alia, (i) the proposed re-election of Directors; (ii) the proposed re-appointment of the auditor; and (iii) the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

6. ACTIONS TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.idreamsky.com. If you do not intend or are unable to attend the AGM and wish to appoint a proxy/proxies to attend and vote on your behalf, you are requested to complete the form of proxy and return it to 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 in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish, and in such event the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

7. CLOSURE OF THE REGISTER OF MEMBERS

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.

8. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the AGM 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.

There is no Shareholder who has any material interest in the proposed resolutions regarding the proposed re-election of Directors, the proposed re-appointment of the auditor of the Company, and the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate. Therefore, none of the Shareholders is required to abstain from voting on such resolutions.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors (including the independent non-executive Directors) believe that the proposed re-election of Directors, the proposed re-appointment of the auditor of the Company, and the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate are in the interests of the Company and the Shareholders. Accordingly, the Board (including the independent non-executive Directors) recommends you to vote in favor of the relevant ordinary resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

iDreamSky Technology Holdings Limited

Chen Xiangyu

Chairman

The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Guan Song (關嵩), aged 43, is an executive Director and chief technology officer of the Company. Mr. Guan is also a co-founder and the chief technology officer of Shenzhen iDreamSky. Mr. Guan has more than fifteen years of experience in the telecommunications, technology and Internet, and is fully responsible for supervising the Company's business core technology deposition, international cutting-edge technology application research. Mr. Guan is the joint inventor of a Chinese invention patent and led the development of more than ten game software products. Mr. Guan is certificated for High-Level Professional in Shenzhen by Human and Social Security Administration of Shenzhen Municipality (深圳市人力資源和社會保障局). Mr. Guan received a bachelor's degree in software engineering from Zhejiang University in the PRC in June 2004.

Save as disclosed above, Mr. Guan has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Guan has interests of approximately 2.19% in the Company, comprising: (i) 19,016,020 Shares held through Bubble Sky Limited, representing approximately 1.21% of the total issued Shares of the Company; and (ii) 15,378,000 Shares directly held as a beneficial owner, representing approximately 0.98% of the total issued Shares of the Company.

Save as disclosed above, Mr. Guan does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders.

Mr. Guan entered into a service contract with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Memorandum and Articles of Association. Mr. Guan is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2023, Mr. Guan received a total of RMB1,168,086.

Save as disclosed above, Mr. Guan is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information related to Mr. Guan required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Jeffrey Lyndon Ko (高焯惇), aged 41, is an executive Director and president of the Company. Mr. Ko is also a co-founder and the president of Shenzhen iDreamSky. Mr. Ko has more than twenty years of experience in the games industry and is fully responsible for overseeing the Company's game business segment, as well as overseas strategy, overseas pipeline connection and overseas investment. Except for holding positions in the Group, Mr. Ko was appointed as a special expert of expert think tank by China Game Industry Research Institute in August 2021, and was elected as the president of the Shenzhen E-Sports Association in November 2018. He also served as the advisor of Hong Kong Esports Limited and the honorary president of Macau E-Sports Federation. In 2009, Mr. Ko was awarded a "Developer 30 Under 30 Award" from DEVELOP magazine. He was the first person of Chinese descent to have received such award. In 2018, Mr. Ko was awarded as one of the Top 100 Generation Talents with Most Potential of China.

Save as disclosed above, Mr. Ko has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Ko has interests of approximately 0.91% in the Company, comprising: (i) 13,965,000 Shares held through Shipshape Holdings Limited, representing approximately 0.89% of the total issued Shares of the Company; and (ii) 400,000 Shares directly held as a beneficial owner, representing approximately 0.03% of the total issued Shares of the Company.

Save as disclosed above, Mr. Ko does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders.

Mr. Ko entered into a service contract with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Memorandum and Articles of Association. Mr. Ko is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. For the year ended 31 December 2023, Mr. Ko received a total of RMB1,586,439.

Save as disclosed above, Mr. Ko is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information related to Mr. Ko required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Jialiang (楊佳亮), aged 42, is the chief human resources officer of the Company and was appointed as an executive Director in August 2023. Mr. Yang has extensive experience in human resources management and is fully responsible for the Company's human resources and administrative management. Since serving as chief human resources officer, he has made outstanding contributions to the Company's organizational change and the introduction of outstanding talents. Prior to joining the Company, Mr. Yang Jialiang worked at Tencent where he served as the recruitment manager for the Corporate Development Group and the consulting director successively from September 2013 to March 2022. From August 2010 to September 2013, he worked at Huawei Technologies Co., Ltd., where he served as the global high-end recruitment manager for its software department. Mr. Yang Jialiang obtained a bachelor's degree of Arts in Journalism from Zhejiang University in the PRC in 2005 and a master's degree of Law in political science from Zhejiang University in the PRC in 2007.

Save as disclosed above, Mr. Yang Jialiang has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Yang Jialiang holds 1,412,000 Shares as a beneficial owner, representing approximately 0.09% of the total issued Shares of the Company.

Save as disclosed above, Mr. Yang Jialiang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders.

Mr. Yang Jialiang entered into a service contract with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Memorandum and Articles of Association. Mr. Yang Jialiang is entitled to receive director's fee, basic salary, discretionary bonuses or other benefits based on his performances and duties, profitability of the Group and the prevailing market condition. From the date of Mr. Yang Jialiang's appointment as a Director to 31 December 2023, he received a total of RMB978,000.

Save as disclosed above, Mr. Yang Jialiang is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information related to Mr. Yang Jialiang required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Yang Ming (楊明), aged 41, serves as the head of domestic game distribution line at Interactive Entertainment Group of Tencent. He was appointed as a non-executive Director of the Company in August 2023. Since Mr. Yang Ming joined Tencent in 2006, he has been in responsible for several key businesses successively. He has led the game product “League of Legends” to rapidly grow to a nationwide e-sports game, and led the team of game product “Dungeon & Fighter” to win Tencent Major Business Breakthrough Award for several times. In addition to the position aforementioned, Mr. Yang Ming has been a non-executive director of China Ruyi Holdings Limited (whose shares are listed on the Main Board of the Stock Exchange, stock code: 0136) since June 2023. Mr. Yang Ming holds a master’s degree in management from Wuhan University in the PRC.

Mr. Yang Ming holds directorships in certain companies which are principally or partially engaged in online game services within the consolidated scope of Tencent and participates in the daily management and operation of such companies. In addition to the above, Mr. Yang Ming also holds directorships in certain other companies which are principally or partially engaged in online game services and/or internet community services (not within the consolidated scope of Tencent), but Mr. Yang Ming is not involved in the daily management and operation of such companies.

Notwithstanding the aforesaid interests, having considered that (i) Mr. Yang Ming is a non-executive Director of the Company, the business of the Company is principally operated and managed by the executive Directors and senior management of the Company together, and the Company and the aforesaid companies of which Mr. Yang Ming is a director are independent of each other in respect of the operation and management of the team, (ii) the Board of the Company currently has four independent non-executive Directors in order to strike a balance among the Directors who may have interests and to provide fair and objective advice to safeguard the interests of the Company and the Shareholders as a whole, and (iii) Mr. Yang Ming is aware of and has been discharging his fiduciary duties as a director under the Listing Rules and has always acted in the best interests of the Company and the shareholders as a whole, and as such, the Board considers that the Group is capable of carrying on its business fairly and independently of competing businesses.

Save as disclosed above, Mr. Yang Ming has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Yang Ming does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yang Ming does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders.

Mr. Yang Ming entered into a service contract with the Company for a term of three years. Either party has the right to give not less than one month's prior written notice to terminate the contract. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Memorandum and Articles of Association. Mr. Yang Ming is not entitled to any director's fees, and he is not expected to receive any remuneration for holding his office as a Director.

Save as disclosed above, Mr. Yang Ming is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information related to Mr. Yang Ming required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhang Weining (張維寧), aged 45, was appointed as independent non-executive Director in May 2018. In addition to his position in our Group, Mr. Zhang has been serving as an associate professor of Cheung Kong Graduate School of Business (長江商學院) since May 2015. Before that, Mr. Zhang served as assistant professor in Business School of National University of Singapore from August 2010 to December 2011. He has been a director of Transino Technology Corp., LTD. (北京時代正邦科技股份有限公司) since September 2016, and holds approximately 0.15% of the share capital therein. Mr. Zhang has been serving as an independent non-executive director of Grandshores Technology Group Limited (雄岸科技集團有限公司) from June 2018 to May 2022. Mr. Zhang has been a director of Guangzhou Topcomm Media Advertising Co., Ltd. (廣州尚思傳媒廣告股份有限公司) from June 2013 to May 2018, and holds approximately 4.32% of the share capital therein. Mr. Zhang has been a director of Sichuan Tianyi Science & Technology Co., Ltd. (四川天一科技股份有限公司) from August 2012 to November 2015. Mr. Zhang obtained his bachelor's degree in accounting in Southwestern University of Finance and Economics in the PRC in July 2001 and his doctorate's degree in management in the University of Texas in the United States in August 2010.

Save as disclosed above, Mr. Zhang has not held directorship in other listed companies in the past three years or any other positions with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Zhang does not have any interests in the Share within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Zhang does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders.

APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Zhang entered into an appointment letter with the Company for a term of three years. Either party has the right to give not less than three months' prior written notice to terminate the appointment letter. He is subject to retirement by rotation and re-election at the annual general meeting of the Company and vacation of office in accordance with the Memorandum and Articles of Association. Mr. Zhang is entitled to receive director's fee based on his performances and duties. His director's fee for acting as an independent non-executive Director will be RMB200,000 per year.

Save as disclosed above, Mr. Zhang is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to his re-election as a Director and any other information in relation to Mr. Zhang required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the requisite information to enable you to make an informed decision whether to vote in favor of or against the resolution to approve the grant of the Repurchase Mandate to the Directors.

LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

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

- (a) The Shares proposed to be purchased by the company are fully paid-up;
- (b) The company has previously sent to its shareholders an explanatory statement complying with the provisions of Rule 10.06(1)(b) of the Listing Rules; and
- (c) The shareholders of the company have given a specific approval or a general mandate to the Directors to make the purchase(s), by way of an ordinary resolution which complies with the provisions of Rule 10.06(1)(c) of the Listing Rules and which has been passed at a general meeting of the company duly convened and held.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares of the Company was 1,569,999,945 Shares of nominal value of USD0.0001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase in the open market a maximum of 156,999,994 Shares which represent 10% of the issued Shares (excluding treasury shares (if any)) of the Company during the period ending on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act or any applicable laws or the Memorandum and Articles of Association to be held; or (c) the revocation or variation by ordinary resolution(s) by the Shareholders in the next general meeting of the Company.

REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to seek a general mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and

funding arrangements at the time, lead to an enhancement of the net asset value per Share 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.

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Company may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorized by the Memorandum and Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Memorandum and Articles of Association and subject to the Companies Act, out of capital.

The Company have no present intention to repurchase any Shares in the open market (i.e. on the Stock Exchange or another stock exchange recognized for this purpose by the Stock Exchange) and would only exercise the power to repurchase in circumstances where the Directors consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate was to be exercised in full, it may not have a material adverse impact on the working capital or on 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 2023, 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.

If the Company conducts a share repurchase, the Company will cancel the repurchased shares and/or hold the repurchased shares as treasury shares based on the circumstances at the time of repurchase (such as market conditions and/or capital management needs) (After the amendments to the relevant Listing Rules become effective and the relevant compliance procedures are completed*, the Company may use the general mandate to sell or transfer the treasury shares held), and all shares held in treasury will retain their listed status.

* *The revised Listing Rules provisions will take effect on 11 June 2024. Under the revised Listing Rules, a listed issuer may resell such repurchased shares held in treasury using a general mandate approved by its shareholders.*

GENERAL

As at the Latest Practicable Date and to the best of their knowledge having made all reasonable enquiries, none of the Directors or any of their respective close associates (as defined in the Listing Rules) has a present intention to sell any of the Shares to the Company or its subsidiaries, if the Repurchase Mandate is approved at the AGM and exercised.

The Directors hereby undertake that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles of Association and the applicable laws of the Cayman Islands. The Directors have also confirmed that there are no unusual features in the explanatory statement and the proposed share repurchase set out in Appendix II to this circular.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it had a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If as a result of a repurchase of Shares 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. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Directors are not aware of any consequences which would give rise to an obligation for it to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company had repurchased a total of 3,444,800 Shares on the Stock Exchange pursuant to the resolution passed by Shareholders on 30 June 2023, details of which were as follows:

Date	Number of Shares repurchased	Highest price paid per Share <i>HKD</i>	Lowest price paid per Share <i>HKD</i>	Aggregate consideration (before deducting expenses) <i>HKD</i>
16 January 2024	1,011,200	1.850	1.810	1,852,872.00
17 January 2024	966,800	1.790	1.670	1,674,712.00
18 January 2024	1,466,800	1.700	1.600	2,436,084.00

Save as disclosed above, the Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

SHARE PRICES

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

	Highest prices per Share <i>HKD</i>	Lowest prices per Share <i>HKD</i>
2023		
June	3.750	2.970
July	3.860	2.970
August	3.730	2.870
September	3.390	2.990
October	3.190	2.500
November	2.770	2.340
December	2.620	2.070
2024		
January	2.380	1.420
February	2.150	1.350
March	2.610	1.810
April	3.050	2.180
May	3.280	2.760
June (up to the Latest Practicable Date)	3.050	2.910

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) 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 Friday, 28 June 2024 at 10:30 a.m. for the following purposes.

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements, the report of the board of directors of the Company (the “**Directors**”) and the independent auditor’s report of the Company for the year ended 31 December 2023.
2. (a) To consider and approve, each as a separate resolution, the following resolutions in relation to the re-election of the Directors:
 - (1) to re-elect Mr. Guan Song as an executive Director;
 - (2) to re-elect Mr. Jeffrey Lyndon Ko as an executive Director;
 - (3) to re-elect Mr. Yang Jialiang as an executive Director;
 - (4) to re-elect Mr. Yang Ming as a non-executive Director; and
 - (5) to re-elect Mr. Zhang Weining as an independent non-executive Director.
- (b) To authorize the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorize the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution:

(A) **“THAT:**

- (i) subject to paragraph (iii) 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 (including sell or transfer any treasury shares) additional Shares in the 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;
- (ii) the approval in paragraph (i) above shall authorize 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;
- (iii) the aggregate 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 (i) above, otherwise than pursuant to:
 - (1) a Rights Issue (as defined below); or
 - (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; or
 - (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 of the Company 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 aggregate of:
 - (a) 20% of the number of issued Shares (excluding treasury shares (if any)) of the Company as at the date of passing this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(b) (if the Board is so authorized by resolution numbered 4(C)) the aggregate number of Shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury shares (if any)) of the Company as at the date of passing resolution numbered 4(B)), and the approval shall be limited accordingly; and

(iv) 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 memorandum and articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands 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 of the Company, 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 recognized regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares of the Company on the Stock Exchange or any other stock exchange on which Shares in the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Listing Rules, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (i) shall not exceed 10% of the aggregate number of issued Shares (excluding treasury shares (if any)) of the Company as at the date of the passing of this resolution (subject to adjustment in the case of subdivision or consolidation of Shares), and the authority pursuant to paragraph (i) of this resolution shall be limited accordingly; and
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (iv) 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 memorandum and articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) set out in the notice convening this meeting, the general mandate granted to the Directors pursuant to resolution numbered 4(A) set out in the notice convening this meeting be and it is hereby extended by the addition to the aggregate number of Shares which the Directors of the Company may allot or agree to allot, issue or otherwise deal with (including the sale or transfer of any treasury shares) conditionally or unconditionally pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 4(B) set out in the notice convening this meeting, provided that such extended number shall not exceed 10% of the aggregate number of Shares (excluding treasury shares (if any)) of the Company in issue at the date of the passing of this resolution (such aggregate number to be subject to adjustment in the case of any conversion of all or any of the Shares in the Company into larger or smaller number of Shares after the passing of this resolution).”

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

Shenzhen, the PRC, 6 June 2024

Notes:

1. Any member entitled to attend and vote at the AGM 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 AGM or any adjournment thereof.
3. To ascertain the shareholders’ entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, 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 1712–16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024.
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.

NOTICE OF ANNUAL GENERAL MEETING

5. With regard to item 2 set out in this notice, the biographical details of the Directors who are proposed to be re-elected at AGM are set out in Appendix I to the circular of the Company dated 6 June 2024 (the “**Circular**”).
6. In respect of the resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
7. In respect of resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the Repurchase Mandate in circumstances which they deem appropriate and for the benefits of Shareholders. 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 II to the Circular.
8. As at the date of this notice, the Board comprises Mr. Chen Xiangyu as Chairman 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.