
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, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Cloud Music Inc., you should at once hand this circular, together with the enclosed 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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CLOUD MUSIC INC.
雲音樂股份有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 9899)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The notice convening the extraordinary general meeting of Cloud Music Inc. to be held at the Company's office located at No. 399 Wangshang Road, Binjiang District, Hangzhou, Zhejiang Province, People's Republic of China 310052 on Wednesday, 30 October 2024 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Monday, 28 October 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM if they so wish.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.music.163.com>).

References to time and dates in this circular are to Hong Kong time and dates.

15 October 2024

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DEFINITIONS

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

“Articles of Association”	the memorandum and articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	Cloud Music Inc. (雲音樂股份有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at the Company’s office located at No. 399 Wangshang Road, Binjiang District, Hangzhou, Zhejiang Province, People’s Republic of China 310052 on Wednesday, 30 October 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolution contained in the notice of the meeting which is set out on page 6 of this circular, or any adjournment thereof
“Group”	the Company, its subsidiaries and consolidated affiliated entities
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Proposed Change of Company Name”	the proposed change in the Company’s name as described in item 2 of the Letter to the Board in this circular
“Share(s)”	ordinary share(s) of USD0.0001 each in the issued capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



CLOUD MUSIC INC. 雲音樂股份有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 9899)

Executive Directors:

Mr. William Lei Ding (*Chairman and
Chief Executive Officer*)
Mr. Yong Li
Ms. Yanfeng Wang

Non-executive Director:

Mr. Yat Keung Li

Independent Non-executive Directors:

Mr. Ying Kit Caleb Lo
Mr. Xianfeng Gu
Mr. Zhong Xu

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

Principal Place of Business

in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road, Kowloon
Hong Kong

15 October 2024

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the Proposed Change of Company Name and the relevant special resolution to be proposed at the EGM to be held on 30 October 2024.

2. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the Company's announcement dated 15 October 2024 in relation to the Proposed Change of Company Name. It is proposed that the name of the Company be changed from "Cloud Music Inc. 雲音樂股份有限公司" to "NetEase Cloud Music Inc. 網易雲音樂股份有限公司".

LETTER FROM THE BOARD

The Group operates an online music platform and the users recognise the Group through its iconic cornerstone mobile app, NetEase Cloud Music (網易雲音樂). The Board believes that the Proposed Change of Company Name will (i) better align the Company's name with the Group's iconic product, NetEase Cloud Music, which is widely known in the People's Republic of China, (ii) assist investors to identify the Company and obtain relevant trading information more easily, and (iii) strengthen the overall branding of the Company and create long-term value to the Shareholders. Accordingly, the Board is of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to be convened to consider, and if thought fit, approve the Proposed Change of Company Name; and
- (ii) the Registrar of Companies of the Cayman Islands approving the Proposed Change of Company Name and issuing a certificate of incorporation on change of name.

Assuming satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date on which the new name of the Company is entered in the Register of Companies by the Registrar of Companies of the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

The Proposed Change of Company Name will not affect the rights of the Shareholders or the Company's daily operations and financial position.

All existing share certificates of the Company bearing the existing name of the Company will, after the Proposed Change of Company Name becomes effective, continue to be evidence of legal title to the Shares and be valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Proposed Change of Company Name becomes effective will bear the Company's new name. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the Company's new name.

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed upon the Proposed Change of Company Name becoming effective.

LETTER FROM THE BOARD

3. EGM AND PROXY ARRANGEMENT

The notice of the EGM is set out on page 6 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://ir.music.163.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the EGM (i.e. not later than 10:00 a.m. on Monday, 28 October 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Tuesday, 29 October 2024 are entitled to attend and vote at the EGM. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 29 October 2024.

4. 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

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
For and on behalf of the Board
Cloud Music Inc.
Mr. William Lei Ding
Chairman of the Board

NOTICE OF EGM



CLOUD MUSIC INC. 雲音樂股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 9899)

Notice is hereby given that the extraordinary general meeting of Cloud Music Inc. (the “**Company**”) will be held at the Company’s office located at No. 399 Wangshang Road, Binjiang District, Hangzhou, Zhejiang Province, People’s Republic of China 310052 on Wednesday, 30 October 2024 at 10:00 a.m. for the following purposes:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT**, subject to the new name being entered in the Register of Companies by the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Cloud Music Inc. 雲音樂股份有限公司” to “NetEase Cloud Music Inc. 網易雲音樂股份有限公司”, and **THAT** any of the directors of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he or she may, in his or her absolute discretion, consider necessary or expedient to effect the aforementioned change of the Company’s name.”

For and on behalf of the Board
Cloud Music Inc.
Mr. William Lei Ding
Chairman of the Board

Hong Kong, 15 October 2024

NOTICE OF EGM

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Monday, 28 October 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Tuesday, 29 October 2024 are entitled to attend and vote at the EGM. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 29 October 2024.
5. References to time and dates in this notice are to Hong Kong time and dates.