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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **Edensoft Holdings Limited** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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***edensoft***  
**EDENSOFTHOLDINGS LIMITED**  
**伊登軟件控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 1147)

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES,  
ELECTION OF DIRECTORS  
AND  
NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“**2021 AGM**”) of the Company to be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 25 June 2021 at 11:00 a.m. is set out on pages 24 to 29 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the 2021 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the 2021 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM or any adjournment thereof (as the case may be) should you so desire. In light of the epidemic situation of Novel Coronavirus (COVID-19), you may consider appointing the chairman of the 2021 AGM as your proxy to vote on the resolutions, instead of attending the 2021 AGM or any adjournment thereof (as the case may be) in person.

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## DEFINITIONS

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

“2021 AGM”	the annual general meeting of the Company to be convened and held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 25 June 2021 at 11:00 a.m., the notice of which is set out on pages 24 to 29 of this circular
“AGM Notice”	the notice convening the 2021 AGM set out on pages 24 to 29 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Edensoft Holdings Limited (伊登軟件控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1147)
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Family Trust”	the revocable discretionary trust pursuant to a deed of trust dated 31 December 2018 made between Ms. Ding Xinyun (丁新雲女士), an executive Director, the chairman of the Board and the chief executive officer of the Company as the settlor of the one part and Tricor Equity Trustee Limited as the trustee of the other part for Ms. Ding’s succession planning purpose and to make provision for the beneficiaries of the trust

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## DEFINITIONS

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“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 PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the total number of issued Shares on the date of the 2021 AGM as set out in resolution no. 5 of the AGM Notice
“Latest Practicable Date”	20 May 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	13 May 2020, on which the Shares listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the total number of issued Shares on the date of the 2021 AGM, as set out in resolution no. 6 in the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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

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LETTER FROM THE BOARD

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**edensoft**  
**EDENSOFT HOLDINGS LIMITED**  
**伊登軟件控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1147)**

*Executive Directors:*

Ms. Ding Xinyun  
*(Chairman and chief executive officer)*  
Ms. Li Yi  
Mr. Ling Yunzhi  
Ms. Peng Dongping

*Independent Non-executive Directors:*

Mr. Leung Chu Tung  
Ms. Zhu Weili  
Mr. Liang Chi

*Registered Office*

*in the Cayman Islands:*  
Windward 3  
Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Principal Place of Business  
in the PRC:*

West, 2nd Floor, Building A  
Shenzhen International Innovation Center  
(Futian Technology Square)  
Hua Fu Street, 1006 Shennan Road  
Futian District, Shenzhen, the PRC

26 May 2021

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES,  
ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to certain resolutions to be proposed at the 2021 AGM for (i) the proposed granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; and (ii) the proposed election of the Directors and to give you notice of the 2021 AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 14 April 2020. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2021 AGM. At the 2021 AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of issued Shares as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the 2021 AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the 2021 AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the 2021 AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on 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 to be held by the Articles of Association or any other applicable laws to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis of 2,000,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the 2021 AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 400,000,000 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares as at the date of the 2021 AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 14 April 2020. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the 2021 AGM. At the 2021 AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of issued Shares as at the date of the passing of the proposed resolution.

The Repurchase Mandate allows the Company to make repurchases of Shares only during the period ending on 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 to be held by the Articles of Association or any other applicable laws to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 2,000,000,000 Shares in issue as at the Latest Practicable Date and that no further Shares are allotted and issued or repurchased prior to the date of the 2021 AGM, the Company would be allowed to repurchase a maximum of 200,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of issued Shares as at the date of the 2021 AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Ms. Ding Xinyun, Ms. Li Yi, Mr. Ling Yunzhi and Ms. Peng Dongping as the executive Directors, and Mr. Leung Chu Tung, Ms. Zhu Weili and Mr. Liang Chi as the independent non-executive Directors.

In accordance with Article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if the number is not three or a multiple of three, 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 at an annual general meeting at least once every three years.

In addition, in accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Accordingly, each of Ms. Ding Xinyun, Ms. Li Yi, Mr. Ling Yunzhi, Ms. Peng Dongping, Mr. Leung Chu Tung, Ms. Zhu Weili and Mr. Liang Chi will retire from office as Directors at the 2021 AGM, and being eligible, has offered himself/herself for re-election as Director at the 2021 AGM.

In addition, to enhance corporate governance of the Group, in accordance with Article 111 of the Articles of Association and subject to the approval by the Shareholders at the 2021 AGM, the Board proposed that Ms. Zhang Shuo (“**Ms. Zhang**”) be elected as an independent non-executive Director at the 2021 AGM.

In relation to the re-election of the retiring independent non-executive Directors and the election of Ms. Zhang as an independent non-executive Director, the Nomination Committee has reviewed the structure and composition of the Board, the qualifications, skills and experience, and diversity contribution of the proposed independent non-executive Directors with reference to the Company’s board diversity policy and the Company’s corporate strategies. As further detailed in Appendix II to this circular, (i) Mr. Leung Chu Tung is experienced in accounting and corporate finance with relevant working experiences in Hong Kong; (ii) Ms. Zhu Weili has bachelor and master degrees in business administration and is knowledgeable in corporate governance; (iii) Mr. Liang Chi is an experienced registered lawyer in the PRC and has legal expertise; and (iv) Ms. Zhang has rich experience acting as director in international



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## LETTER FROM THE BOARD

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corporate entities in the semiconductor industry. The Nomination Committee and the Board are of the view that the proposed Directors will bring to the Board various knowledge, skills and experience and contribute to the Board's diversity and are suitable candidates of independent non-executive Directors. The Board believes that their professional knowledge and general business acumen will generate significant contribution to the Board, the Company and the Shareholders as a whole.

Each of the proposed independent non-executive Directors has confirmed to the Company of its independence pursuant to Rule 3.13 of the Listing Rules. As at the Latest Practicable Date, to the best knowledge of the Board, the Board is of the view that each of the proposed independent non-executive Directors is independent in accordance with Rule 3.13 of the Listing Rules.

Biographical details of the above retiring and proposed Directors who are subject to re-election or election (as the case may be) at the 2021 AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **THE 2021 AGM**

A notice convening the 2021 AGM to be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 25 June 2021 at 11:00 a.m. is set out on pages 24 to 29 of this circular.

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, 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. Therefore, the chairman of the 2021 AGM will demand a poll for each and every resolution put forward at the 2021 AGM. The Company will appoint scrutineers to handle vote-taking procedures at the 2021 AGM. An announcement on the poll results will be published by the Company after the 2021 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by Shareholders at the 2021 AGM is enclosed with this circular. Whether or not you intend to attend and vote at the 2021 AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2021 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the 2021 AGM or any adjournment thereof (as the case may be) in person should you so desire. In light of the epidemic situation of Novel Coronavirus (COVID-19), Shareholders may consider appointing the chairman of the 2021 AGM as his/her proxy to vote on the resolutions, instead of attending the 2021 AGM or any adjournment thereof (as the case may be) in person.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining entitlement to attend and vote at the 2021 AGM, the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the 2021 AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Monday, 21 June 2021.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the election of Directors and other resolutions proposed at the 2021 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the 2021 AGM.

### 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.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board  
**Edensoft Holdings Limited**  
**Ms. Ding Xinyun**

*Chairman, Executive Director and Chief Executive Officer*

*This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares was 2,000,000,000 Shares.

Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the 2021 AGM, the Company will be allowed to repurchase a maximum of 200,000,000 Shares, representing 10% of the total number of issued Shares as at the date of the 2021 AGM, during the period in which the Repurchase Mandate remains in force.

## **2. SOURCE OF FUNDS**

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

## **3. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

## **4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

## 5. SHARE PRICES

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

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2020</b>		
May (from the Listing Date)	0.255	0.143
June	0.159	0.118
July	0.144	0.118
August	0.140	0.120
September	0.125	0.108
October	0.118	0.100
November	0.109	0.091
December	0.112	0.078
<b>2021</b>		
January	0.132	0.085
February	0.182	0.110
March	0.142	0.106
April	0.128	0.098
May (up to the Latest Practicable Date)	0.126	0.108

## 6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell their Shares to the Company or has undertaken not to sell any of their Shares to the Company, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders.

## 8. THE 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in 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 Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are deemed to be interested in 1,500,000,000 Shares, representing 75.0% of the total issued share capital of the Company under the SFO:

Name	Number of Shares held/ interested in	Percentage of interest in the Company
Aztec Pearl Limited (" <b>Aztec Pearl</b> ") ( <i>note 1</i> ) Tricor Equity Trustee Limited	1,500,000,000	75.0%
(" <b>Tricor Equity Trustee</b> ") ( <i>note 2</i> )	1,500,000,000	75.0%
Ms. Ding Xinyun (" <b>Ms. Ding</b> ") ( <i>note 1</i> ) Green Leaf Development Limited	1,500,000,000	75.0%
(" <b>Green Leaf</b> ") ( <i>note 1</i> )	1,500,000,000	75.0%
Mr. Cai Aaron Ding (" <b>Mr. Cai</b> ") ( <i>note 1</i> ) Mr. Yan Shi ( <i>note 3</i> )	1,500,000,000	75.0%
	1,500,000,000	75.0%

*Notes:*

1. Aztec Pearl is wholly-owned by Tricor Equity Trustee acting as the trustee of the Family Trust. The Family Trust is a revocable discretionary trust established by Ms. Ding as the settlor and protector. The beneficiaries of the Family Trust are Green Leaf and Mr. Cai. Ms. Ding is deemed to be interested in 1,500,000,000 Shares held by the Family Trust.
2. Tricor Equity Trustee is the trustee of the Family Trust and holds 100% issued share capital of Aztec Pearl, thus Tricor Equity Trustee is deemed to be interested in all the Shares held by Aztec Pearl for the purpose of the SFO.
3. Mr. Yan Shi is the spouse of Ms. Ding. Therefore, Mr. Yan Shi is deemed, or taken to be, interested in all the Shares in which Ms. Ding has, or is deemed to have, an interest for the purpose of the SFO.

If the Repurchase Mandate is exercised in full (assuming that the issued share capital of the Company and the shareholding interests held by the abovementioned Shareholders remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate is exercised in full), the shareholding interests of the abovementioned Shareholders will be increased to approximately 83.33% of the total issued share capital of the Company immediately following the full exercise of the Repurchase Mandate.

On such basis, in the absences of special circumstances, the Directors are not aware that an obligation to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the Repurchase mandate is exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company. The Directors do not intend to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

*As required by the Listing Rules, the following are the particulars of the Directors proposed to be elected at the 2021 AGM:*

## ELECTION OF DIRECTORS

### 1. Ms. Ding Xinyun (丁新雲) (“Ms. Ding”)

Ms. Ding, aged 50, is an executive Director, the chairman, the chief executive officer and one of the controlling Shareholders of the Company. She was appointed as a Director on 4 September 2018, and redesignated as an executive Director on 8 March 2019. She is responsible for the overall management, strategic and major decisions on the development and planning and operation of the Group. Ms. Ding is also a director of Aztec Pearl Limited, Green Leaf Development Limited, Frontier View Limited, Edensoft International Limited, Shenzhen Yundeng Technology Ltd.\* (深圳市雲登科技有限公司), Eden Information Service Limited\* (深圳市伊登軟件有限公司) (“**Eden Information**”) and Dongguan Edensoft Ltd.\* (東莞市伊登軟件有限公司) as well as the settlor and the protector of the Family Trust.

Ms. Ding is the founder of the Group. She founded the major operating subsidiary, Eden Information, as a majority shareholder in November 2002. On establishment of Eden Information, Ms. Ding has been appointed as the executive director, legal representative and general manager of Eden Information, responsible for its daily operation and management.

Before establishing Eden Information, Ms. Ding was appointed as the executive director, legal representative and general manager of Shenzhen Yiting Information Co., Ltd.\* (深圳市伊汀資訊有限公司) in December 1994, a company established in the PRC in December 1994 and engaged in the businesses of information consultation on the development of computer and telecommunication software. Ms. Ding remained in the positions as the chairman of the board of directors, legal representative and general manager of Shenzhen Yiting Information Co., Ltd.\* (深圳市伊汀資訊有限公司) when it was deregistered in February 2019.

Besides, Ms. Ding was a shareholder holding 50% shareholdings in Shenzhen Yideng Industrial Co., Ltd.\* (深圳市伊登實業有限公司), a company which was established in November 1996 and engaged in the businesses of local commerce, supply chain, economic information consultation and computer information systems, since May 2005 until she disposed of them in July 2015. Ms. Ding was the supervisor of Shenzhen Yideng Industrial Co., Ltd.\* (深圳市伊登實業有限公司) during the period when she was a shareholder.

Based on when Ms. Ding participated in the businesses relating to the development and services of information technology, she has over 20 years of experience in the industry. Ms. Ding has been the key driver of implementing the Group’s business strategies and contributing to the Group’s achievements over the past years and she will continue to oversee the management and business operations of the Group.

Ms. Ding obtained a Bachelor degree in Library and Information Science (currently known as Information Management) from Central China Normal University\* (華中師範大學), the PRC, in June 1990 and an Executive Master of Business Administration Degree from Guanghua School of Management, Peking University\* (北大光華管理學院), the PRC, in July 2007.

Ms. Ding was the legal representative, a director, the general manager or the supervisor of the following companies which were incorporated in the PRC at the respective times when their business licenses were deregistered. The details are as follows:

Name of company	Position	Shareholdings of Ms. Ding in the company on deregistration	Brief description of business of the company	(a) Date of revocation of business license; and (b) Date of deregistration	Reason(s) of deregistration	Present status of the deregistration
Shenzhen City Eden Cloud Technology Company Limited* (深圳市伊登雲科技有限公司)	Supervisor	70% held by Eden Information which Ms. Ding was interested	Design of computer program and computer software, and domestic trading	(a) Not applicable (b) 16 September 2015	Deregistered for consolidation of business into Eden Information	Deregistration completed
Shenzhen City Eden Yuan Technology Company Limited* (深圳市伊登源科技有限公司)	Supervisor	40%	Design of computer program and computer software, and domestic trading	(a) Not applicable (b) 30 September 2015	Deregistered for consolidation of business into Eden Information	Deregistration completed
Shanghai Eden Computer System Company Limited* (上海伊登計算機系統有限公司)	Supervisor	50%	Services on computer, software and systems integration; research and development of computer software and apparatus and sales of office equipment and apparatus	(a) 19 May 2009 (b) 7 January 2019	Deregistered due to cessation of business	Deregistration completed
Shanghai Eden Software Company Limited* (上海伊登軟件有限公司)	Supervisor	35%	Computer hardware and software network engineering, multi-media system integration, technical development, transfer, consultation, service and sales of automatic office and related products	(a) 12 June 2009 (b) 8 January 2019	Deregistered due to cessation of business	Deregistration completed
Shenzhen City Yiting Information Company Limited* (深圳市伊汀資訊有限公司)	Legal representative, chairman of the board of directors and general manager	Nil	Information consultation on development of computer and communication software	(a) 8 February 2002 (b) 1 February 2019	Deregistered due to cessation of business	Deregistration completed
Shenzhen City Leyuan Computer Software Company Limited* (深圳市樂園計算機軟件有限公司)	Legal representative, executive director and general manager	50%	Technical development and sales of computer software and apparatus, computer system integration and technical services	(a) 29 August 2006 (b) 3 February 2019	Deregistered due to no business operation	Deregistration completed



Ms. Ding confirmed that the above companies were solvent at the time when their respective business licenses were deregistered. Ms. Ding also confirmed that there was no wrongful act on her part leading to the deregistration of the business licenses of the above companies, and she is not aware of any actual or potential claim that has been or will be made against her as a result of such deregistration.

Other than the directorships and positions disclosed above, Ms. Ding does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Ding does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Ding has entered into a service contract with the Company for a term of two years commencing from the Listing Date unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Ms. Ding's service contract, she is entitled to a fixed sum of HK\$360,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Ms. Ding, being the settlor and the protector of the Family Trust, was deemed to be interested in 1,500,000,000 Shares, representing 75.0% of the total issued share capital of the Company, under Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Ding that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

## **2. Ms. Li Yi (李翊) (“Ms. Li”)**

Ms. Li, aged 39, was appointed as an executive Director on 8 March 2019. Ms. Li is primarily responsible for supervision of internal management and is in charge of legal affairs of the Group. Ms. Li is also the compliance officer of the Company, a director of Eden Information and a limited partner holding 2% interests in Shenzhen Zhenxinan Qiankun Investment Co. (Limited Partnership)\* (深圳市振辛安乾坤投資企業(有限合夥)).

Ms. Li obtained a Bachelor degree in Law from Central South University\* (中南大學), the PRC, in June 2004. After graduating from the university, Ms. Li joined the Group in April 2005 initially as a legal assistant of Eden Information. By working with the Group since April 2005, she has experience in handling and overseeing the overall internal operations and legal affairs of an IT company.

Other than the directorships and positions disclosed above, Ms. Li does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Li does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Li has entered into a service contract with the Company for a term of two years commencing from the Listing Date unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Ms. Li's service contract, she is entitled to a fixed sum of HK\$300,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Ms. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Li that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

### **3. Mr. Ling Yunzhi (凌雲志) (“Mr. Ling”)**

Mr. Ling, aged 43, was appointed as an executive Director on 8 March 2019. Mr. Ling is responsible for capital operation, financing and tax planning of the Group.

He joined the Group as chief financial officer of Eden Information in July 2017, responsible for capital operation, financing and tax planning. Before joining the Group, Mr. Ling worked as the head of audit and legal department and investment manager of Shenzhen Wanrun Technology Co., Ltd.\* (深圳萬潤科技股份有限公司) from November 2013 to September 2016, as the audit manager of Huawei Technologies Co., Ltd.\* (華為技術有限公司) from January 2008 to March 2013, and as a financial officer of Foxconn Technology Group (Shenzhen)\* (深圳市富士康科技集團) from November 2002 to November 2005. Mr. Ling obtained a Bachelor degree in Accounting from the Hubei University\* (湖北大學), the PRC, in July 1999.

Mr. Ling was an executive director, the general manager and the chairman of liquidation committee of Shenzhen Yuntu Technology Company Limited\* (深圳雲圖技術有限公司) which was incorporated in the PRC at the time when its business license was deregistered on 23 October 2019. Shenzhen Yuntu Technology Company Limited\* (深圳雲圖技術有限公司) was intended to carry on decoration and design, computer system engineering, and software development and maintenance but it remained dormant since its incorporation. Mr. Ling confirmed that Shenzhen Yuntu Technology Company Limited\* (深圳雲圖技術有限公司) was solvent at the time when its business license was deregistered. Mr. Ling also confirmed that

there was no wrongful act on his part leading to the deregistration of business license of Shenzhen Yuntu Technology Company Limited\* (深圳雲圖技術有限公司), and he is not aware of any actual or potential claim which has been or will be made against him as a result of such deregistration.

Other than the directorship and position disclosed above, Mr. Ling does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ling does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Mr. Ling has entered into a service contract with the Company for a term of two years commencing from the Listing Date unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Mr. Ling's service contract, he is entitled to a fixed sum of HK\$300,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Mr. Ling did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Ling that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

#### **4. Ms. Peng Dongping (彭東萍) (“Ms. Peng”)**

Ms. Peng, aged 47, was appointed as an executive Director on 8 March 2019. Ms. Peng is responsible for sales management. She also participates in major decision-making concerning business development and policy setting of the Group.

She joined the Group as deputy general manager of Eden Information in July 2007, responsible for sales management. Before joining the Group, Ms. Peng was a 49% shareholder and operated Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) in the positions as the legal representative, an executive director and the general manager from June 2006. After her transfer of her 19% interests in Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) to Eden Information, the operation of Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) ceased but she remained in the positions until it was deregistered in April 2016. Prior to these, she was a manager of Ecs Technology (Guangzhou) Co., Ltd.\* (廣州佳傑科技有限公司) from January 2002 to May 2006. Ms. Peng obtained a graduation certificate from the University of International Business and Economics\* (對外經濟貿易大學), the PRC, in July 1998. She also obtained a graduation certificate for AMP

Management Course from HSBC Business School of Peking University, the PRC, in May 2015, in which she studied part-time at Peking University Shenzhen Graduate School\* (北京大學深圳研究生院).

Ms. Peng was the legal representative, an executive director and the general manager of Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) which was incorporated in the PRC at the time when its business license was deregistered. The business license of Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) was deregistered on 8 April 2016 because of cessation of operation of Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) after consolidation of the customers and services/products into Eden Information. Ms. Peng confirmed that Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司) was solvent at the time when its business license was deregistered. Ms. Peng also confirmed that there was no wrongful act on her part leading to the deregistration of the business license of Shenzhen Junmanyi Technology Co., Ltd.\* (深圳市駿滿怡科技有限公司), and she is not aware of any actual or potential claim that has been or will be made against her as a result of such deregistration.

Other than the directorships and positions disclosed above, Ms. Peng does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Peng does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. Peng has entered into a service contract with the Company for a term of two years commencing from the Listing Date unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Ms. Peng's service contract, she is entitled to a fixed sum of HK\$300,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Ms. Peng did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Peng that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

**5. Mr. Leung Chu Tung (梁柱桐) (“Mr. Leung”)**

Mr. Leung, aged 41, was appointed by the Board as an independent non-executive Director on 14 May 2021. He is responsible for supervising and providing independent advice on the operation and management of the Group. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee and the Nomination Committee.

Mr. Leung obtained a bachelor’s degree of business administration from the Simon Fraser University, Canada in June 2002.

Mr. Leung has more than 15 years of experience in accounting and corporate finance. He has been a certified public accountant of the State of Delaware, the United States since April 2006 and a member of the American Institute of Certified Public Accountants since December 2009. He has been a chartered financial analyst of the CFA Institute since September 2010.

Mr. Leung was a licensed representative for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO from November 2011 to November 2016. He has become a responsible officer for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO since November 2016.

Since December 2019, Mr. Leung has been a managing director of the investment banking department of Maxa Capital Limited, which is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. From October 2011 to November 2019, he was employed by ABCI Capital Limited, which is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and his last position was an executive director of the investment banking department. From July 2007 to October 2011, he worked in the listing division at the Stock Exchange and his last position was a manager of the listing division. From September 2002 to June 2007, he worked at KPMG and his last position was an assistant manager.

Other than the directorships and positions disclosed above, Mr. Leung does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Leung does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

The Company has entered into an appointment letter with Mr. Leung for a term of two years commencing from 14 May 2021 unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association and other terms in the appointment letter. Mr. Leung is entitled to a director’s fee of HK\$120,000 per annum, which was determined by the Board with reference to his duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Mr. Leung did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Leung that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

#### **6. Ms. Zhu Weili (朱偉利) (“Ms. Zhu”)**

Ms. Zhu, aged 50, was appointed as an independent non-executive Director on 20 May 2021. She is responsible for supervising and providing independent advice on the operation and management of the Group. She is also the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee.

Ms. Zhu obtained a master of business administration degree from the City University of Hong Kong in November 2003, a master of arts degree in international accounting from the City University of Hong Kong in November 2005, and a senior management master of business administration degree\* (高級管理人員工商管理碩士) from the Peking University in July 2007.

Ms. Zhu has comprehensive knowledge in corporate governance. Ms. Zhu has been a director of Shenzhen Jiadida New Material Technology Co., Ltd.\* (深圳市佳迪達新材料科技有限公司), which is a chemical materials one-stop solution provider in the PRC since January 2021, and a director of Shenzhen Zhenmai Biological Technology Co., Ltd.\* (深圳市真邁生物科技有限公司), which is principally engaged in biotechnology development and genetic testing technology development in the PRC, since February 2018. Ms. Zhu has been a representative from Luohu District, Shenzhen City, the PRC of the 6th and 7th National Congress.

Other than the directorships and positions disclosed above, Ms. Zhu does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Zhu does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

The Company has entered into an appointment letter with Ms. Zhu for a term of two years commencing from 20 May 2021 unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association and other terms in the appointment letter. Ms. Zhu is entitled to a director’s fee of HK\$120,000 per annum, which was determined by the Board with reference to her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Zhu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Zhu that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

#### 7. Mr. Liang Chi (梁赤) (“Mr. Liang”)

Mr. Liang, aged 62, was appointed as an independent non-executive Director on 14 April 2020. He is responsible for supervising and providing independent advice on the operation and management of the Group. He is also the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee.

Mr. Liang obtained his Bachelor degree in Law from Sun Yat-sen University (中山大學) in July 1984. Mr. Liang is a registered PRC lawyer since 1989 and a qualified real estate valuer in the PRC since 1995. He has been a lawyer in Guangdong Fangdian Law Firm\* (廣東方典律師事務所) since February 2018. He previously worked in several law firms in the PRC, including Guangdong Zhongzhen Law Firm\* (廣東中圳律師事務所) from July 2000 to June 2010, Guangdong Shengfang Law Firm\* (廣東聖方律師事務所) from July 2011 to July 2012, Beijing Zhongtian (Shenzhen) Law Firm\* (北京市眾天(深圳)律師事務所) from July 2012 to October 2013, Guangdong Fangdian Law Firm\* (廣東方典律師事務所) from October 2013 to July 2016 and Guangdong Junyan Law Firm\* (廣東君言律師事務所) from July 2016 to February 2018. He has been appointed as a visiting professor of the Guangdong Vocational Institute of Public Administration\* (廣東行政職業學院) from March 2017 to March 2020.

Mr. Liang has been appointed as an independent non-executive director of Bao Shen Holdings Limited (stock code: 8151), the issued shares of which are listed on GEM of the Stock Exchange since March 2018.

Mr. Liang was a director of Kinglex (China) Law Info Limited (鼎言(中國)法律資訊有限公司), a Hong Kong incorporated company principally engaged in legal software business and dissolved by striking off under section 291 of the Predecessor Companies Ordinance on 1 April 2011. Mr. Liang confirms that immediately prior to its dissolution, Kinglex (China) Law Info Limited ceased to carry on any business and was solvent. Mr. Liang had confirmed that there is no fraudulent act or misfeasance on his part leading to the dissolution and struck-off this company and he is not aware of any actual or potential claim which has been or will be made against him as a result of the dissolution and struck-off of such company.

Other than the directorships and positions disclosed above, Mr. Liang does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Liang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

The Company has entered into an appointment letter with Mr. Liang for a term of two years commencing from the Listing Date unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association and other terms in the service contract. Pursuant to Mr. Liang's service contract, he is entitled to a fixed sum of HK\$120,000 per annum and discretionary bonus determined by the Board, which was determined with reference to the salaries paid by comparable companies, the respective responsibilities of the Director and the performance of the Group.

As at the Latest Practicable Date, Mr. Liang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Mr. Liang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

#### **8. Ms. Zhang Shuo (張朔) (“Ms. Zhang”)**

Ms. Zhang, aged 56, obtained a Master of Engineering Science degree from The Pennsylvania State University in United States in December 1994.

Ms. Zhang has rich operational experiences in the semiconductor industry. She also has strong governance experience in public technology companies. Since July 2019, Ms. Zhang has been an independent board director of PDF Solutions Inc. (NASDAQ:PDFS), a company listed on NASDAQ which provides comprehensive data solutions designed to empower organizations across the semiconductor ecosystem to improve the yield and quality. Since July 2019, she has also served as an independent director of Soitec, a company listed on Euronext Paris. Soitec designs and manufactures innovative semiconductor materials. In addition, Ms. Zhang served as an independent director of Grid Dynamics Holding Inc. (NASDAQ:GDYN), a company listed on NASDAQ since March 2017. Grid Dynamics provides enterprise-level digital transformation services.

Other than the directorships and positions disclosed above, Ms. Zhang does not hold any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Zhang does not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Subject to the appointment of Ms. Zhang by the Shareholders at the AGM, the Company will enter into an appointment letter with Ms. Zhang for a term of two years commencing from the date of approval of the relevant resolution unless terminated by either party giving to the other one month notice in writing, subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association and other terms in the appointment letter. Ms. Zhang will be entitled to a director's fee of HK\$120,000 per



annum, which is determined by the Board with reference to her duties and responsibilities with the Company and prevailing market conditions.

As at the Latest Practicable Date, Ms. Zhang did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information relating to Ms. Zhang that is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

\* *The English translation of Chinese names or words in this Appendix, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese name or words.*

**edensoft**  
**EDENSOFT HOLDINGS LIMITED**  
**伊登軟件控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1147)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Edensoft Holdings Limited (the “**Company**”) will be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 25 June 2021 at 11:00 a.m., for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors and the independent auditors of the Company for the year ended 31 December 2020.
2. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board of directors of the Company to fix its remuneration.
3.
  - (a) To re-elect Ms. Ding Xinyun (丁新雲) as an executive director of the Company;
  - (b) To re-elect Ms. Li Yi (李翊) as an executive director of the Company;
  - (c) To re-elect Mr. Ling Yunzhi (凌雲志) as an executive director of the Company;
  - (d) To re-elect Ms. Peng Dongping (彭東萍) as an executive director of the Company;
  - (e) To re-elect Mr. Leung Chu Tung (梁柱桐) as an independent non-executive director of the Company;
  - (f) To re-elect Ms. Zhu Weili (朱偉利) as an independent non-executive director of the Company;
  - (g) To re-elect Mr. Liang Chi (梁赤) as an independent non-executive director of the Company; and
  - (h) To elect Ms. Zhang Shuo (張朔) as an independent non-executive director of the Company.
4. To authorise the board of directors of the Company to fix the remuneration of the Directors of the Company.

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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

**“THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Listing Rules of the Stock Exchange, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of issued shares of the Company as at the time of passing this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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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; or
  - (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 other applicable laws to be held; or
  - (iii) the time when the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register 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 may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

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

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, and that the exercise by the directors of the Company of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company;
- (c) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of issued shares of the Company as at the time of the passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; 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; or
  - (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 other applicable laws to be held; or
  - (iii) the time when the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions nos. 5 and 6 as set out in this notice convening the Meeting of which this resolution forms part (“**this Notice**”), the general mandate granted to the directors of the Company pursuant to resolution no. 5 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate number of issued shares of the Company as at the date of passing resolution no. 6.”

By Order of the Board  
**Edensoft Holdings Limited**  
**Ms. Ding Xinyun**

*Chairman, Executive Director and Chief Executive Officer*

Hong Kong, 26 May 2021

*Notes:*

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy. In light of the epidemic situation of Novel Coronavirus (COVID-19), members of the Company may consider appointing the chairman of the Meeting as his/her proxy to vote on the resolutions, instead of attending the Meeting or any adjournment thereof (as the case may be) in person.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised on its behalf to sign the same.
3. Where there are joint registered holders of any shares, any one of such joint holder may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the above Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the first on the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the Meeting is enclosed. 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 thereof, shall be delivered to the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.

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## NOTICE OF THE 2021 ANNUAL GENERAL MEETING

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6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 6 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 26 May 2021.
8. Biographical details and interests in the securities of the Company (if any) of these directors are set out in Appendix II to the circular of the Company dated 26 May 2021.
9. The transfer books and register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 21 June 2021.
10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.