

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in “Glossary of Technical Terms” in this document.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“All in Service HK”	All in Service Hong Kong Limited, a limited liability company incorporated in Hong Kong and one of our subsidiaries
“Articles”/“Articles of Association”	the amended and restated Memorandum of Association and articles of association of our Company, conditionally adopted on [●] with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this document
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Beijing Ediantao”	Beijing Ediantao Internet Technology Co., Ltd. (北京易點淘網絡技術有限公司), a limited liability company established in the PRC and one of our subsidiaries
“Beijing Ebandian”	Beijing Ebandian Technology Co., Ltd. (北京易盤點科技有限公司), a limited liability company established in the PRC and one of our subsidiaries
“Beijing Hongtai”	Beijing Hongtai Qihang Venture Capital Investment Center (Limited partnership) (北京洪泰啟航創業投資中心(有限合夥)), a limited partnership incorporated in the PRC and an investment vehicle of Hongtai, one of our Pre-[REDACTED] Investors
“Beijing Shunyidian”	Beijing Shunyidian Enterprise Management Partnership (Limited Partner) (北京順易點企業管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC and an investment vehicle of Hongtai, one of our Pre-[REDACTED] Investors

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“Beijing Zaishun Yidian”	Beijing Zaishun Yidian Enterprise Management Partnership (Limited Partnership) (北京再順易點企業管理合夥企業 (有限合夥)), a limited partnership incorporated in the PRC and an investment vehicle of Hongtai, one of our Pre-[REDACTED] Investors
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Business Day”	any day (other than Saturday, Sunday and public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“CAC”	the Cyberspace Administration of China (中華人民共和國網絡安全和信息化委員會辦公室)
	[REDACTED]
“Cayman Companies Act”/ “Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Cayman Islands”	the Cayman Islands, a British Overseas Territory
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant

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“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document only, Hong Kong, the Macau Special Administrative Region and Taiwan
“Co-founder(s)”	Dr. Ji and Mr. Zhang
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company,” “our Company” or “the Company”	Edianyun Limited (易點雲有限公司), an exempted company incorporated in the Cayman Islands with limited liability on November 18, 2015
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Chopra”	Chopra Investment Pte. Ltd., a limited company incorporated in Singapore and an investment vehicle of GIC, one of our Pre-[REDACTED] Investors
“City-Scape”	City-Scape Pte. Ltd., a limited company incorporated in Singapore and an investment vehicle of GIC, one of our Pre-[REDACTED] Investors
“Director(s)”	the director(s) of our Company
“Dr. Ji”	Dr. Ji Pengcheng (紀鵬程), our Co-founder, chairman of the Board, an executive Director, the chief executive officer and a member of our Single Largest Shareholders Group
“Dr. Ji Entity”	JPC Edianzu Holdings Limited, a limited company incorporated in the British Virgin Islands, which is a wholly-owned subsidiary of Dr. Ji and a member of the Single Largest Shareholders Group
“Ease Villa”	Ease Villa Venture Ltd., a limited company incorporated in Hong Kong and an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors
“EasyRent”	EasyRent Venture Ltd., a limited company incorporated in Hong Kong and an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors
“Edianzu HK”	Edianzu Hong Kong Limited, a limited liability company incorporated in Hong Kong and one of our subsidiaries

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“EIT Law”	PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法) adopted by the National People’s Congress on March 16, 2007, and became effective on January 1, 2008 and latest amended on December 29, 2018
“Entropy”	Entropy Investment L.P., a limited company incorporated in Hong Kong and an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors
“Epanidian (易盤點)”	Our self-developed SaaS product that is designed to help enterprise customers with assets and inventories operation
“Epaiji (易拍機)”	“pai.edianyun.com”, our proprietary online business-to-business bidding platform for pre-owned computer devices
“ESG”	Environmental, Social and Corporate Governance
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.
“Frost & Sullivan Report”	The industry report dated February 28, 2022 which we commissioned Frost & Sullivan to prepare on the commerce and service industry in China’s enterprise IT service market
“GDP”	gross domestic product (all references to GDP growth rates are to real as opposed to nominal growth rates of GDP)
“GDPR”	the General Data Protection Regulation, or the GDPR, which came into application in the EU in May 2018
“Geometry”	Geometry Ventures Limited, a limited company incorporated in Hong Kong, which is an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors
“GIC”	one of our Pre-[REDACTED] Investors, referring to a group of companies comprising City-Scape and Chopra, collectively or respectively

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[REDACTED]

“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	the Company, its subsidiaries or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

[REDACTED]

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“Hongtai”	one of our Pre-[REDACTED] Investors, referring to a group of companies comprising Beijing Zaishun Yidian, Aplus Yidianzu (BVI) Holdings Limited, Beijing Shunyidian, Beijing Hongtai and Shenzhen Hongtai, collectively or respectively
“Huaqing Edian”	Beijing Huaqing Edian Technology Co., Ltd. (北京華清易點科技有限公司), a company incorporated in the PRC on February 2, 2016 with limited liability and one of our subsidiaries
“Huaqing Hongyi”	Tianjin Huaqing Hongyi Enterprise Management Partnership (Limited Partner) (天津華清竝易企業管理合夥企業(有限合夥)), a member of our Single Largest Shareholders Group
“Huaqing Kuaiyi”	Tianjin Huaqing Kuaiyi Enterprise Management Partnership (Limited Partnership) (天津華清快易企業管理合夥企業(有限合夥)), the general partner of each of Huaqing Hongyi and Huaqing Yuyi, and a member of our Single Largest Shareholders Group
“Huaqing Yuyi”	Tianjin Huaqing Yuyi Enterprise Management Partnership (Limited Partner) (天津華清彳易企業管理合夥企業(有限合夥)), a member of our Single Largest Shareholders Group
“IFRS”	International Financial Reporting Standards issued by the International Accounting Standards Board
“Independent Third Party(ies)”	an individual or a company who, to the best of our Directors’ knowledge, information and belief, having made reasonable enquiries, is not a connected person (within the meaning of the Listing Rules)

[REDACTED]

DEFINITIONS

“Innoven” INNOVEN CAPITAL CHINA PTE. LTD., a limited company incorporated in Singapore and one of our Pre-[REDACTED] Investors

[REDACTED]

“Koala Fund” one of our Pre-[REDACTED] Investors, referring to a group of companies comprising Koala Kunlue, Lakala Technology and Tianjin Tongrun, collectively or respectively

“Koala Kunlue” Beijing Koala Kunlue Internet Industry Investment Fund (Limited Partnership) (北京考拉昆略互聯網產業投資基金(有限合夥)), previously known as Beijing Lakala Internet Industry Investment Fund (Limited Partnership) (北京拉卡拉互聯網產業投資基金(有限合夥)), a partnership incorporated in the PRC, which is an investment vehicle of Koala Fund, one of our Pre-[REDACTED] Investors

“Lakala Technology” Lakala Technology Limited, a limited company incorporated in Hong Kong and an investment vehicle of Koala Fund, one of our Pre-[REDACTED] Investors

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“Latest Practicable Date” March 22, 2023, being the latest practicable date for ascertaining certain information in this document before its publication

[REDACTED]

“Matrix” one of our Pre-[REDACTED] Investors, referring to a group of companies comprising Matrix IV, Matrix IV-A and Matrix Partners China IV Hong Kong Limited, collectively or respectively

“Matrix IV” Matrix Partners China IV, L.P., a limited partnership incorporated in the Cayman Islands and an investment vehicle of Matrix, one of our Pre-[REDACTED] Investors

“Matrix IV-A” Matrix Partners China IV-A, L.P., a limited partnership incorporated in the Cayman Islands and an investment vehicle of Matrix, one of our Pre-[REDACTED] Investors

“Memorandum”/“Memorandum of Association” the amended and restated memorandum of association of our Company, conditionally adopted on [●] and with effect from the [REDACTED], and as amended from time to time, a summary of which is set out in Appendix III to this document

“MIIT” Ministry of Industry and Information Technology (中華人民共和國工業和信息化部)

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“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Zhang”	Mr. Zhang Bin (張斌), our Co-founder, an executive Director, the chief operating officer and a member of our Single Largest Shareholders Group
“Mr. Zhang Entity”	ZB Edianzu Holdings Limited, a limited company incorporated in the British Virgin Islands, which is a wholly-owned subsidiary of Mr. Zhang and a member of the Single Largest Shareholders Group

[REDACTED]

“PII”	personally identifiable information
“PRC Legal Advisor”	Shihui Partners, the PRC legal advisor to our Company

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- “Pre-[REDACTED] Investments” the Series Angel, Series A-1, Series A-2, Series A-3, Series B, Series C, Series D and Series E of the pre-[REDACTED] investments in our Group, see “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments” for details
- “Pre-[REDACTED] Investor(s)” the pre-[REDACTED] investors who participated in our Series Angel, Series A-1, Series A-2, Series A-3, Series B, Series C, Series D and Series E Pre-[REDACTED] Investments, see “History, Reorganization and Corporate Structure – Pre-[REDACTED] Investments” for details
- “Pre-[REDACTED] Option Plan” the pre-[REDACTED] option plan adopted, confirmed and ratified by our Company on February 25, 2022, as amended or otherwise modified from time to time, and detailed in “Appendix IV – Statutory and General Information – D. Pre-[REDACTED] Option Plan”

[REDACTED]

- “Quark” Quark Venture Limited, a limited company incorporated in Hong Kong and one of our Pre-[REDACTED] Investors
- “Regulation S” Regulation S under the U.S. Securities Act
- “Reorganization” the offshore and onshore reorganization as set out in “History, Reorganization and Corporate Structure – Corporate Reorganization”

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has been merged into the State Administration of Market Regulation of the PRC (中華人民共和國市場監督管理總局) since 2018

[REDACTED]

“SAMR”	the State Administration of Market Regulation of the PRC (中華人民共和國市場監督管理總局)
“SAT” or “State Administration of Taxation”	State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress
“Seas Capital”	Seas Capital Fund I, L.P., a limited company incorporated in Cayman Islands and an investment vehicle of Seas Investment, one of our Pre-[REDACTED] Investors
“Seas Investment”	one of our Pre-[REDACTED] Investors, referring to a group of companies comprising Seas Capital Fund, ParmaWay Investment Ltd., Cloud YDZ Hong Kong Limited, Seas YDZI Limited, Wuhan Yunkun Management Consultancy Partnership (Limited Partnership) (武漢贊堃管理諮詢合夥企業(有限合夥)), collectively or respectively

[REDACTED]

“SFC”	the Securities and Futures Commission of Hong Kong
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DEFINITIONS

“Share Subdivision”	the subdivision of the Company’s issued and unissued authorized Shares with nominal value of US\$0.0005 each into 10 Shares of the corresponding class with nominal value of US\$0.00005
“Shareholder(s)”	holder(s) of our Shares
“Shares”	ordinary shares in the share capital of our Company with a par value of US\$0.0005 before Share Subdivision and US\$0.00005 after Share Subdivision
“Shenzhen Hongtai”	Shenzhen Hongtai Growth Venture Capital Investment Center (Limited Partnership) (深圳洪泰成長創業投資中心(有限合夥)), a limited partnership incorporated in PRC and an investment vehicle of Hongtai, one of our Pre-[REDACTED] Investors
“Shunwei”	one of our Pre-[REDACTED] Investors, referring to Talented Ventures and Shunwei Ventures III (Hong Kong) Limited, collectively or respectively
“Single Largest Shareholders Group”	refers to Dr. Ji, Dr. Ji Entity, Mr. Zhang, Mr. Zhang Entity, Huaqing Hongyi, Huaqing Yuyi and Huaqing Kuaiyi
[REDACTED], “Sole Sponsor”, and [REDACTED]	China International Capital Corporation Hong Kong Securities Limited
“Sonorous”	Sonorous Venture Ltd., a limited company incorporated in Hong Kong and an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors

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“Source Code” one of our Pre-[REDACTED] Investors, referring to a group of companies comprising Geometry, Sonorous, YDZ, Ease Villa, EasyRent, Entropy, Quark, Index Capital Hong Kong Limited, Silver Spring Capital Hong Kong Limited, Source Power Capital Hong Kong Limited, Wellspring Capital Hong Kong Limited and E-Link Capital Hong Kong Limited, Suzhou Yuanqi Equity Investment Center (Limited Partner) (蘇州源啟股權投資中心(有限合夥)), Jiaxing Yuanyu Equity Investment Limited Partnership (Limited Partner) (嘉興源域股權投資合夥企業(有限合夥)) and Fountain Capital Hong Kong Limited, collectively or respectively

[REDACTED]

“Stock Exchange” or “Hong Kong Stock Exchange” The Stock Exchange of Hong Kong Limited

“subsidiary(ies)” has the meaning ascribed thereto in section 15 of the Companies Ordinance

“substantial shareholder(s)” has the meaning ascribed thereto in the Listing Rules

“Takeovers Code” the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time

“Talented Ventures” Talented Ventures III Limited (formerly known as Gifted Ventures II Limited), a company incorporated in the British Virgin Islands

“Tianjin Tongrun” Tianjin Tongrun Enterprise Management Partnership (Limited Partnership) (天津同潤企業管理合夥企業(有限合夥)), a limited partnership incorporated in the PRC and an investment vehicle of Koala Fund, one of our Pre-[REDACTED] Investors

“Track Record Period” the period comprising the three financial years ended December 31, 2020, 2021 and 2022

[REDACTED]

DEFINITIONS

[REDACTED]

“United States”	the United States of America
“US\$”	United States Dollars, the lawful currency of the United States
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder

[REDACTED]

“X Adventure”	one of our Pre-[REDACTED] Investors, referring to a group of companies comprising X Adventure Fund I L.P. and X Adventure I Hong Kong Limited, collectively or respectively
“YDZ”	YDZ Ventures Limited, a limited company incorporated in Hong Kong and an investment vehicle of Source Code, one of our Pre-[REDACTED] Investors
“Zhongguancun Zhongnuo”	Jiangsu Zhongguancun Zhongnuo Cooperative Investment Fund Partnership (Limited partnership) (江蘇中關村中諾協同投資基金合伙企業(有限合伙)), a partnership incorporated in the PRC and one of our Pre-[REDACTED] Investors