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

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**If you are in any doubt** about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Edianyun Limited**, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**Edianyun Limited**  
**易點雲有限公司**

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

**(Stock Code: 2416)**

**PROPOSALS FOR GRANT OF GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES;  
RETIREMENT AND RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Edianyun Limited to be held at Edianyun Building, No. 41 Xixiaokou Road, Haidian District, Beijing, PRC on Friday, 30 June 2023 at 9:00 a.m. is set out on pages 13 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of Edianyun Limited (<http://edianyun.com>).

Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 9:00 a.m. on 28 June 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

References to times and dates in this circular are to Hong Kong local times and dates.

8 June 2023

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Edianyun Building, No. 41 Xixiaokou Road, Haidian District, Beijing, PRC on Friday, 30 June 2023 at 9:00 a.m., or any adjournment thereof and notice of which is set out on pages 13 to 17 of this circular
“Articles of Association”	the eleventh amended and restated memorandum and articles of association of the Company adopted on 5 May 2023 and effective on the Listing Date, as amended from time to time
“Board”	the board of Directors of the Company
“Cayman Companies Act”	the Companies Act Cap. 22 (Laws of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Edianyun Limited (易點雲有限公司), an exempted company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate

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## DEFINITIONS

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“Latest Practicable Date”	5 June 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	25 May 2023, being the date on which the Shares of the Company were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal value of US\$0.00005 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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LETTER FROM THE BOARD

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**Edianyun Limited**  
**易點雲有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2416)**

***Directors:***

*Executive Directors:*

Dr. Ji Pengcheng  
*(Chairman and Chief Executive Officer)*  
Mr. Zhang Bin  
Mr. Zheng Tao  
Mr. Xiang Zheng

*Independent Non-executive Directors:*

Mr. Hong Weili  
Mr. Song Shiji  
Mr. Wang Jingbo  
Ms. Li Dan

***Registered office:***

Suite #4-210, Governors Square  
23 Lime Tree Bay Avenue  
PO Box 32311, Grand Cayman KY1-1209  
Cayman Islands

***Headquarters in the PRC:***

Edianyun Building  
No. 41 Xixiaokou Road  
Haidian District  
Beijing  
PRC

***Principal place of business  
in Hong Kong:***

31/F, Tower Two  
Times Square, 1 Matheson Street  
Causeway Bay  
Hong Kong

8 June 2023

*To the Shareholders,*

Dear Sir or Madam

**PROPOSALS FOR GRANT OF GENERAL MANDATES TO  
ISSUE SHARES AND REPURCHASE SHARES;  
RETIREMENT AND RE-ELECTION OF DIRECTORS;  
RE-APPOINTMENT OF AUDITOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be proposed at the Annual General Meeting: (i) granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (ii) the retirement and re-election of the Directors; and (iii) the re-appointment of the auditor of the Company.

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## **LETTER FROM THE BOARD**

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### **GENERAL MANDATE TO ISSUE SHARES**

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the grant of general mandate to issue Shares to the Directors. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing of the resolution granting the Issue Mandate.

As at the Latest Practicable Date, 574,259,030 Shares of the Company have been fully paid. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 114,851,806 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the limit of the Issue Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall not exceed 10% of the number of issued Shares of the Company as at the date of passing the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors hereby state that they have no immediate plans to issue any new securities pursuant to the Issue Mandate.

### **REPURCHASE MANDATE TO REPURCHASE SHARES**

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the number of issued Shares of the Company as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed grant of the Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **RETIREMENT AND RE-ELECTION OF DIRECTORS**

In accordance with article 116 of the Articles of Association, any Director appointed by the Board either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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In accordance with article 112(a) of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director appointed pursuant to article 116 of the Articles of Association shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation.

Accordingly, Dr. Ji Pengcheng, Mr. Zhang Bin and Mr. Xiang Zheng will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, and the skills, experience, professional knowledge, time commitments and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and directors' nomination policy, as well as the Company's corporate strategies. The nomination committee of the Company recommended the re-election of all the retiring Directors who are due to retire at the Annual General Meeting.

The Company has adopted and complied with the Directors' nomination policy. The Board has considered the qualifications, skills, knowledge, abilities and experience of the Directors subject to the re-election at the Annual General Meeting, and their time commitments and attention to perform their Directors' duties, as well as the current structure and composition of the Board. The Board is of the view that these Directors have different cultural, educational and professional background and have abundant experience in their respective areas of expertise. The Board also believes that these Directors have brought, and will continue to bring, their respective valuable experience, skills and perspectives to the Board with a view of contributing to the diversity of the Board. The Board therefore recommend the re-election of all the retiring Directors who are due to retire at the Annual General Meeting.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

### **RE-APPOINTMENT OF THE AUDITOR**

The Board proposed to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company for the year ending 31 December 2023 and to hold office until the conclusion of the next annual general meeting of the Company. Deloitte Touche Tohmatsu has indicated its willingness to be re-appointed as the auditor of the Company for the aforesaid period.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 27 June 2023 (Tuesday) to 30 June 2023 (Friday), both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend and vote at the Annual General Meeting, during which period no share transfers will be registered. To be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 26 June 2023 (Monday).

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## LETTER FROM THE BOARD

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### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is the notice of the Annual General Meeting at which ordinary resolutions will be proposed to Shareholders to consider and approve, among other things, the granting of the Issue Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the retirement and re-election of Directors and the re-appointment of the auditor of the Company.

### FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://edianyun.com/>). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 9:00 a.m. on 28 June 2023) or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such event the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

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

Pursuant to Rule 13.39(4) of the Listing Rules and article 73 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, 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. Accordingly, each of the resolutions set out in the Notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate, the Repurchase Mandate, and the retirement and re-election of Directors and the re-appointment of the auditor of the Company are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favor of all the resolutions to be proposed at the Annual General Meeting.

By order of the Board  
**Edianyun Limited**  
**Ji Pengcheng**  
*Chairman and Chief Executive Officer*



*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

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

### **Executive Directors**

**Dr. Ji Pengcheng** (紀鵬程), aged 42, a Co-founder of the Group, was appointed as the chairman of the Board, an executive Director and the chief executive officer of the Company on 18 November 2015. Dr. Ji has been serving as the chairman of the board of directors and the chief executive officer of Beijing Ediantao Internet Technology Co., Ltd. (北京易點淘網絡技術有限公司) (“**Beijing Ediantao**”) since January 2015. In addition, he has been serving as an independent director of Heilongjiang Mohe Rural Commercial Bank Co., Ltd. (黑龍江漠河農村商業銀行股份有限公司) since January 2018.

Dr. Ji has approximately 16 years of experience in information technology, digital innovation and management. Prior to founding the Company, Dr. Ji founded Beijing Huaqing Tianxia Technology Co., Ltd. (北京華清天下科技有限公司), which operated the platform of SKS Boutique Laptop (SKS精品筆記本), a then well-known pre-owned computer retail and service platform in China, in December 2005 and served as its chairman of the board and chief executive officer from December 2005 to December 2014. Dr. Ji has received multiple prestigious awards and recognitions. He was (i) awarded the “Haiying Talent” (海英人才) by the Haidian District People’s Government of Beijing Municipality in November 2017, (ii) named as a “Pioneer” (先鋒人物) by the China Corporate Services Industry List (中國企服行業榜單) in July 2018, (iii) awarded the “2018 Zhongguancun Entrepreneurial Star” (中關村創業之星) by the Administrative Committee of Zhongguancun Haidian Science Park in December 2018, and (iv) selected as a Technological Innovation and Entrepreneurial Talent of the Innovative Talent Promotion Plan (創新人才推進計劃科技創新創業人才) by the Ministry of Science and Technology of the PRC in April 2020. From March 2008 to July 2009, Dr. Ji was

also the project manager of a project in the field of precise inventory model supported by the State High-Tech Development Plan (863 Program) (國家高技術研究發展計劃 (863計劃)), a prestigious program funded and administered by the Chinese government, intended to stimulate the development of advanced technologies in a wide range of fields.

Dr. Ji obtained a bachelor's degree in automation in July 2003 and a doctoral degree in control theory and engineering in July 2009, respectively, from Tsinghua University in Beijing, the PRC.

Dr. Ji has entered into a service contract with the Company under which the initial term of his service shall be three years commencing from the Listing Date (i.e. 25 May 2023) or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). Either party to the service contract has the right to give not less than three months' written notice to terminate the service contract. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Dr. Ji is not entitled to receive annual salaries in his capacity as an executive Director under his service contract.

As at the Latest Practicable Date, Dr. Ji had an interest of 134,875,360 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. Zhang Bin** (張斌), aged 41, a Co-founder of the Group, was appointed as an executive Director and the chief operating officer of the Company on 18 November 2015. Mr. Zhang has been serving as an executive director and the chief operating officer of Beijing Ediantao since June 2015.

Mr. Zhang has approximately 15 years of experience in information technology application and business operations. Prior to joining the Group, Mr. Zhang served as staff research in IBM (China) Investment Co., Ltd. (國際商業機器(中國)投資有限公司), a subsidiary of International Business Machines Corporation ("IBM") (a company listed on the New York Stock Exchange, stock code: IBM) from May 2006 to December 2011. He served as a senior business analyst in Beijing Oak Pacific Interactive Information Technology Co., Ltd. (北京千橡網景科技發展有限公司), a controlled entity of Renren Inc. (a company listed on the New York Stock Exchange, stock code: RENN) from December 2011 to March 2013. He also served as director of big data centre in Anbang Insurance Group Co., Ltd. (安邦保險集團股份有限公司) from March 2013 to May 2015. He participated in the invention and development of eight patents registered in the United States with respect to operation research (運籌學) when he was working at IBM, and has published multiple research papers in the field of statistics and data analysis, all of which were announced in top international academic conferences. In addition, he was awarded the Franz Edelman Award Finalist by the Institute for Operations Research and the Management Science in 2011.

Mr. Zhang obtained a bachelor's degree in automation in July 2003 and a master's degree in control theory and engineering in January 2006, respectively, from Tsinghua University in Beijing, the PRC.

Mr. Zhang has entered into a service contract with the Company under which the initial term of his service shall be three years commencing from the Listing Date (i.e. 25 May 2023) or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). Either party to the service contract has the right to give not less than three months' written notice to terminate the service contract. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhang is not entitled to receive annual salaries in his capacity as an executive Director under his service contract.

As at the Latest Practicable Date, Mr. Zhang had an interest of 134,875,360 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

**Mr. Xiang Zheng (向征)**, aged 36, was appointed as an executive Director and the chief financial officer of the Company on 25 February 2022. Mr. Xiang joined the Group in August 2021 and has been serving as the chief financial officer of Beijing Ediantao since August 2021.

Mr. Xiang has over 10 years' of experience in strategy management, corporate finance, capital markets. Prior to joining the Company, Mr. Xiang served as a senior associate consultant in Boston Consulting Group from September 2010 to June 2013. He joined Bank of America Securities, an investment banking subsidiary of the Bank of America Corporation (a company listed on the New York Stock Exchange, stock code: BAC) in July 2015 and resigned as a vice president in March 2020. He also served as the investment and operation director in Kuaishou Technology (快手科技) (a company listed on the Hong Kong Stock Exchange, stock code: 1024) from April 2020 to August 2021.

Mr. Xiang obtained a bachelor's degree in information management and information system in July 2008 and a master's degree in management in July 2010, respectively, from Tsinghua University in Beijing, the PRC. He also obtained a master's degree in business administration in June 2015 from the University of Chicago, Booth School of Business in Chicago, the United States.

Mr. Xiang has entered into a service contract with the Company under which the initial term of his service shall be three years commencing from the Listing Date (i.e. 25 May 2023) or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). Either party to the service contract has the right to give not less than three months' written notice to terminate the service contract. He is also subject to the relevant provisions of retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xiang is not entitled to receive annual salaries in his capacity as an executive Director under his service contract.

As at the Latest Practicable Date, Mr. Xiang has been granted share options to subscribe for 2,338,860 Shares under the Pre-IPO Option Plan (as defined in the prospectus of the Company dated 15 May 2023) and is therefore interested in 2,338,860 Shares within the meaning of Part XV of the Securities and Futures Ordinance.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the number of issued Shares was 574,259,030 Shares of nominal value of US\$0.00005 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 57,425,903 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Company may, if so authorized by the Articles of Association, make a payment in respect of the repurchase of the Shares out of its profits, share premium account or the proceeds from the new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/or gearing position of the Company (as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors will not propose 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 its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

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

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

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

**TAKEOVERS CODE**

If, as a result of any 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 of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. To the best knowledge of the Directors, save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations to make a mandatory general offer by any Shareholder under the Takeovers Code.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agrees to waive the requirements under the Listing Rules regarding the public shareholding referred to above. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from the Listing Date up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest prices</b> <i>HK\$</i>	<b>Lowest prices</b> <i>HK\$</i>
<b>2023</b>		
May (since 25 May 2023*)	14.200	8.180
June (up to the Latest Practicable Date)	15.780	9.460

\* *The Company was listed on 25 May 2023*

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## NOTICE OF ANNUAL GENERAL MEETING

---



### Edianyun Limited 易點雲有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 2416)

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of Edianyun Limited (the “**Company**”) will be held at Edianyun Building, No. 41 Xixiaokou Road, Haidian District, Beijing, PRC on Friday, 30 June 2023 at 9:00 a.m. for the following purposes:

#### Ordinary resolutions

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the board of directors and auditor for the year ended 31 December 2022.
2. (a) To re-elect the following persons who are due to retire at the Annual General Meeting as the directors of the Company (the “**Directors**”):
  - (i) Dr. Ji Pengcheng as an executive Director;
  - (ii) Mr. Zhang Bin as an executive Director;
  - (iii) Mr. Xiang Zheng as an executive Director.
- (b) To authorise the board of Directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:
  - (A) “**That:**
    - (i) subject to paragraph (iii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the “**Shares**”), and to make or grant offers, agreements, options and other rights which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

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- (ii) the approval in paragraph (i) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights which may require the exercise of such power after the end of the Relevant Period;
  
  - (iii) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
    - (1) any Rights Issue (as defined hereinafter);
  
    - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
  
    - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; or
  
    - (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
      - (a) 20% of the number of issued Shares of the Company as at the date of passing this resolution; and
  
      - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the number of issued Shares as at the date of passing resolution numbered 4(B)),
- and the approval shall be limited accordingly; and



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(iv) for the purpose of this resolution:

(a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association of the Company to be held; and

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority granted by this resolution; and

(b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members on a fixed record date in proportion to their then holdings of such Shares (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, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) “**That**:

(i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Repurchases and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

(ii) the aggregate number of the shares to be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;

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(iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority granted by this resolution.”

(C) “**That** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with additional Shares and to make or grant offers, agreements, options and other rights which might require the exercise of such powers pursuant to the resolution numbered 4(A) set out in this notice be and is hereby extended by the addition of an amount representing the number of the issued Shares repurchased under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board  
**Edianyun Limited**  
**Ji Pengcheng**  
*Chairman and Chief Executive Officer*

Beijing, the PRC, 8 June 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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<b>Registered office:</b>	<b>Headquarters in the PRC:</b>	<b>Principal place of business in Hong Kong:</b>
Suite #4-210, Governors Square 23	Ediaryun Building	31/F, Tower Two
Lime Tree Bay Avenue PO Box 32311	No. 41 Xixiaokou Road	Times Square, 1 Matheson Street
Grand Cayman KY1-1209	Haidian District	Causeway Bay
Cayman Islands	Beijing PRC	Hong Kong

*Notes:*

- (i) Resolution numbered 4(C) will be proposed to the shareholders for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy must be lodged at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 9:00 a.m. on 28 June 2023) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from 27 June 2023 (Tuesday) to 30 June 2023 (Friday), both days inclusive, in order to determine the identity of the shareholders who are entitled to attend and vote at the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 26 June 2023 (Monday).
- (vi) In respect of the ordinary resolution numbered 2(a) above, Dr. Ji Pengcheng, Mr. Zhang Bin and Mr. Xiang Zheng shall retire by rotation and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 8 June 2023.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors hereby state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of the ordinary resolution numbered 4(B) above, the Directors hereby state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own shares is set out in Appendix II to the circular dated 8 June 2023.
- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.