

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



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 Monday, 17 June 2024 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 2023.
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) Mr. Xiang Wang as an executive Director;
 - (ii) Mr. He Liang as an executive Director;
 - (iii) Mr. Wang Jingbo as an independent non-executive Director;
 - (iv) Ms. Li Dan as an independent non-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 the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and determine the remuneration of the auditor to be RMB3.05 million.

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;
- (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 or in consequence of:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under the 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 persons 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 Directors are 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 of the Company as at the date of passing resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

- (a) “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (1) the date of 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 to be held under any applicable laws or the Articles of Association of the Company; and
 - (3) the passing of an ordinary resolution by the shareholders of the Company at a general meeting revoking or varying the authority granted by this resolution; and
- (b) “**Rights Issue**” means an offer of Shares in the capital of the Company, an offer of Shares or an issuance of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors of the Company to holders of Shares on the register of members of the Company in proportion to their holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements and, 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 to repurchase Shares of the Company on 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 of Hong Kong and the Stock Exchange under the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs, and subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of the shares to be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the number of issued Shares of the Company as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (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 date of passing of this resolution until whichever is the earliest of:

- (1) the date of 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 to be held under any applicable laws or the articles of association of the Company; and
- (3) the date of passing of an ordinary resolution by the shareholders of the Company at a 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 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 total 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, 24 May 2024

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

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 another person as his/her proxy to attend and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) In the case of joint registered holders, 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 holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand on 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 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 notarially certified copy of that power of attorney or authority at least 48 hours before the time appointed for holding the above meeting (i.e. before 9:00 a.m. on 15 June 2024) 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 Wednesday, 12 June 2024 to Monday, 17 June 2024, 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 documents accompanied by the relevant share certificates must be lodged for registration with the Company's 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 Tuesday, 11 June 2024.
- (vi) In respect of the ordinary resolution numbered 2(a) above, Mr. Xiang Wang, Mr. He Liang, Mr. Wang Jingbo and Ms. Li Dan 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 24 May 2024.
- (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 repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 24 May 2024.
- (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.

As at the date of this notice, the Board comprises Dr. Ji Pengcheng, Mr. Zhang Bin, Mr. Xiang Wang and Mr. He Liang as executive Directors; and Mr. Hong Weili, Mr. Song Shiji, Mr. Wang Jingbo and Ms. Li Dan as independent non-executive Directors.