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## **Edianyun Limited**

## **易點雲有限公司**

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

**(Stock Code: 2416)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**Extraordinary General Meeting**”) of Edianyun Limited (the “**Company**”) will be held at Edianyun Building, No. 41 Xixiaokou Road, Haidian District, Beijing, PRC on 26 January 2024 at 10:00 a.m. for the following purposes:

#### **Ordinary resolutions**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. “**THAT:**

- (i) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the vesting and/or exercise of any share awards and/or share options (the “**Awards**”) that may be granted under the 2023 share scheme of the Company (the “**2023 Share Scheme**”), the 2023 Share Scheme be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2023 Share Scheme including without limitation:
  - (a) to administer the 2023 Share Scheme under which Awards will be granted to eligible persons under the 2023 Share Scheme;
  - (b) to modify and/or amend the 2023 Share Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the 2023 Share Scheme relating to modification and/or amendment and subject to Chapter 17 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
  - (c) to issue and allot from time to time such number of Shares as may be required to be issued pursuant to the vesting and/or exercise of Awards and subject to the Listing Rules;

- (d) to make application at the appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any Shares which may thereafter from time to time be issued and allotted pursuant to the vesting and/or exercise of the Awards; and
  - (e) to consent, if they deem fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the 2023 Share Scheme;
- (ii) the Scheme Mandate Limit as defined in the circular of the Company dated 9 January 2024 (the “**Circular**”) (being 10% of the total number of Shares in issue as at the date of adoption of the 2023 Share Scheme) be and is hereby approved and adopted and that any director of the Company be and is hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as he/she may consider necessary, desirable or expedient to effect and implement the Scheme Mandate Limit; and
  - (iii) subject to provisions in the 2023 Share Scheme, and any waiver or ruling granted by the Stock Exchange, no Award shall be granted to any eligible participant if, at the time of the grant, the number of Shares issued and to be issued in respect of all options and awards granted to the eligible in the 12 months period up to and including the Grant Date as defined in the Circular would exceed 1% of the total number of Shares in issue as at the Grant Date.”
2. “Subject to and conditional upon the passing of the resolution no. 1 above and the 2023 Share Scheme taking effect, the grant of 14,400,000 share options to Dr. Ji Pengcheng chairman of the Board, an executive director, the chief executive officer and a substantial shareholder of the Company, to subscribe for 14,400,000 Shares of the Company at an exercise price of HK\$5.606 per Share in accordance with the relevant terms set out in the grant instrument issued by the Company pursuant to the 2023 Share Scheme and on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and any director of the Company be and is hereby authorised to take all such steps and do all such things to approve and sign (whether by hand or under seal) such documents and do such other things as he/she may consider necessary, desirable or expedient for and on behalf of the Company to give effect to the above grant.”
  3. “Subject to and conditional upon the passing of the resolution no. 1 above and the 2023 Share Scheme taking effect, the grant of 9,600,000 share options to Mr. Zhang Bin, an executive director, chief operating officer and a substantial shareholder of the Company, to subscribe for 9,600,000 Shares of the Company at an exercise price of HK\$5.606 per Share in accordance with the relevant terms set out in the grant instrument issued by the Company pursuant to the 2023 Share Scheme and on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and any director of the Company be and is hereby authorised to take all

such steps and do all such things to approve and sign (whether by hand or under seal) such documents and do such other things as he/she may consider necessary, desirable or expedient for and on behalf of the Company to give effect to the above grant.”

4. “Subject to and conditional upon the passing of the resolution no. 1 above and the 2023 Share Scheme taking effect, the grant of 2,400,000 Share Options to subscribe for 2,400,000 Shares of the Company at an exercise price of HK\$5.606 per Share and 207,458 Share Awards to subscribe for 207,458 Shares of the Company to Mr. Xiang Zheng, an executive director, the chief financial officer of the Company, in accordance with the relevant terms set out in the grant instrument issued by the Company pursuant to the 2023 Share Scheme and on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and any director of the Company be and is hereby authorised to take all such steps and do all such things to approve and sign (whether by hand or under seal) such documents and do such other things as he/she may consider necessary, desirable or expedient for and on behalf of the Company to give effect to the above grant.”
5. “Subject to and conditional upon the passing of the resolution no. 1 above and the 2023 Share Scheme taking effect, the grant of 2,400,000 Share Options to subscribe for 2,400,000 Shares of the Company at an exercise price of HK\$5.606 per Share and 320,429 Share Awards to subscribe for 320,429 Shares of the Company to Mr. Xiang Wang, an executive director, vice president of the Company, in accordance with the relevant terms set out in the grant instrument issued by the Company pursuant to the 2023 Share Scheme and on the terms and conditions set out in the Circular be and is hereby confirmed and approved, and any director of the Company be and is hereby authorised to take all such steps and do all such things to approve and sign (whether by hand or under seal) such documents and do such other things as he/she may consider necessary, desirable or expedient for and on behalf of the Company to give effect to the above grant.”
6. “To approve the remuneration of the auditor of the Company.”

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

Beijing, the PRC, 9 January 2024

<b>Registered office:</b>	<b>Headquarters in the PRC:</b>	<b>Principal place of business in Hong Kong:</b>
Suite #4-210, Governors Square	Ediaryun Building	31/F, Tower Two
23 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) 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.
- (ii) 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.
- (iii) 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 10:00 a.m. on 24 January 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.
- (iv) The register of members of the Company will be closed from 24 January 2024 to 26 January 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 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 23 January 2024.
- (v) 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 Zheng and Mr. Xiang Wang as executive Directors; and Mr. Hong Weili, Mr. Song Shiji, Mr. Wang Jingbo and Ms. Li Dan as independent non-executive Directors.*