
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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
DETERMINATION OF REMUNERATION OF THE
AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Monday, 17 June 2024 at 9:00 a.m. is set out on pages 16 to 21 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed in this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (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 15 June 2024) 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.

24 May 2024

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DEFINITIONS

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

“2023 Share Scheme”	the 2023 Share Scheme adopted by the Company on 26 January 2024 (in its present form or as amended from time to time)
“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 Monday, 17 June 2024 at 9:00 a.m., and any adjournment thereof and notice of which is set out on pages 16 to 21 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 (Law 3 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

DEFINITIONS

“Latest Practicable Date”	20 May 2024, 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
“Pre-IPO Option Plan”	the pre-IPO option plan adopted, confirmed and ratified by the Company on 25 February 2022, as amended or otherwise modified from time to time
“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” or “SFO”	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) with 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 Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“USD” or “US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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. Xiang Wang
Mr. He Liang

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

24 May 2024

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
DETERMINATION OF REMUNERATION OF
THE 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 information on certain resolutions (among others) 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 and determination of remuneration of the auditor.

LETTER FROM THE BOARD

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 in relation to the Issue Mandate.

As at the Latest Practicable Date, 579,491,680 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 115,898,336 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares repurchased 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 the number of such additional shares 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 of the Company 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. Accordingly, Mr. Xiang Wang and Mr. He Liang will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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 a multiple of three (3), then 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 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, Mr. Wang Jingbo and Ms. Li Dan 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 to the Board the re-election of all the retiring Directors who are due to retire at the Annual General Meeting.

Independent non-executive Directors Mr. Wang Jingbo and Ms. Li Dan are not involved in the daily management of the Company nor have any relationships with any Directors, senior management, substantial Shareholders or controlling Shareholders and will not be interfered with in the exercise of independent judgment. In addition, Mr. Wang Jingbo and Ms. Li Dan have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The nomination committee of the Company and the Board are of the view that after taking into account of the above factors, Mr. Wang Jingbo and Ms. Li Dan meet the independence guidelines set out in Rule 3.13 of the Listing Rules and have reasonable belief that they are independent.

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 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 backgrounds 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.

LETTER FROM THE BOARD

RE-APPOINTMENT OF THE AUDITOR AND DETERMINATION OF REMUNERATION OF THE AUDITOR

The Board proposed to re-appoint Deloitte Touche Tohmatsu as the auditor of the Company for the year ending 31 December 2024 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. It is proposed by the Board that the remuneration of the auditor shall be RMB3.05 million for the above term of office of the auditor.

CLOSURE OF REGISTER OF MEMBERS

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 Annual General Meeting. To be eligible to attend and vote at the Annual General Meeting, all properly completed transfer documents 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 Tuesday, 11 June 2024.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 16 to 21 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 and determination of remuneration of the auditor.

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) 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 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 not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 9:00 a.m. on 15 June 2024) 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.

LETTER FROM THE BOARD

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 as prescribed under the Listing Rules 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 to 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 to issue Shares and the Repurchase Mandate to repurchase Shares, and the retirement and re-election of Directors and the re-appointment of the auditor of the Company and determination of remuneration of the auditor are in the best 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

Mr. Xiang Wang (向往), aged 41, was appointed as an executive Director and vice president of the Company on 21 November 2023. Mr. Xiang joined the Group in November 2016 and has consecutively served as the vice president of sales, director of human resources, director of remanufacturing center and the vice president of growth of Beijing Ediantao Internet Technology Co., Ltd. (北京易點淘網絡技術有限公司). Mr. Xiang has approximately 17 years of experience in sales and corporate management. Prior to joining the Group, Mr. Xiang worked as a sales manager from January 2007 to March 2012 at Alibaba (China) Technology Co., Ltd. (阿里巴巴(中國)網絡技術有限公司) (a subsidiary of Alibaba Group Holding Limited which is listed on The New York Stock Exchange (stock code: BABA) and the Stock Exchange (stock code: 9988)). From April 2012 to August 2014, he also worked as a branch general manager of Freshview (Beijing) Technology Co., Ltd. (清新視界(北京)科技有限公司). Mr. Xiang obtained a bachelor's degree in electronic information science and technology from Hubei University of Arts and Science in Hubei, the People's Republic of China in June 2006.

Mr. Xiang has entered into a service agreement with the Company for an initial term of three years with effect from 21 November 2023. Each party to the service agreement has the right to terminate such agreement by giving not less than three months' notice in writing. 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. According to his service agreement, Mr. Xiang will not receive a director's fee, and the remuneration of Mr.

Xiang as a vice president will be recommended by the remuneration committee of the Company and determined by the Board with reference to his responsibilities, the Company's remuneration policy and the prevailing market condition. Mr. Xiang receives RMB1,160,932 per year for serving as vice president. Mr. Xiang's remuneration is subject to annual adjustment in accordance with the performance appraisal policy formulated by the remuneration committee of the Company and at the discretion of the Board. In addition, Mr. Xiang is entitled to share-based compensation and benefits.

As at the Latest Practicable Date, Mr. Xiang has interests in 5,671,749 Shares/underlying Shares within the meaning of Part XV of the SFO, including share options to subscribe for 2,601,320 Shares under the Pre-IPO Option Plan and share options to subscribe for 2,400,000 Shares and share awards to subscribe for 320,429 Shares under the 2023 Share Scheme.

Mr. He Liang (賀亮), aged 34, was appointed as an executive Director of the Company on 24 May 2024, was appointed as the co-chief financial officer of the Company on 12 January 2024. Mr. He has joined the Group for over 5 years and has extensive financial and legal experience. During his tenure as vice president of the Financial Institutions Cooperation of the Group since 2021, Mr. He has been in charge of the Company's strategic cooperation with financial institutions and has continued to create value for the Company's business. Prior to that, Mr. He served as the Director of Financing and the Director of the Institutional Cooperation Department of the Company. During his tenure, Mr. He led his team to achieve high-quality growth in business and pioneered a model of in-depth cooperation between the Company and financial institutions. Prior to joining the Group, Mr. He served successively in the Cross-border Finance Division and Transportation Finance Division at Industrial and Commercial Bank of China Financial Leasing Co., Ltd. (工銀金融租賃有限公司) from July 2015 to August 2018, and has extensive experience in cross-border leasing transactions, financial leasing, and operating leasing. Mr. He obtained a bachelor's degree in law from Tsinghua University in 2013 and a master's degree in finance from Tsinghua University in 2015. Mr. He obtained a PRC Legal Professional Qualification Certificate from the Ministry of Justice of the PRC in March 2020.

Mr. He has entered into a service agreement with the Company for an initial term of three years with effect from 24 May 2024. Each party to the service agreement has the right to terminate such agreement by giving not less than three months' notice in writing. 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. According to his service agreement, Mr. He will not receive a director's fee, and the remuneration of Mr. He as a chief financial officer will be recommended by the remuneration committee of the Company and determined by the Board with reference to his responsibilities, the Company's remuneration policy and the prevailing market condition. Mr. He receives RMB798,529 per year for serving as a chief financial officer. Mr. He's remuneration is subject to annual adjustment in accordance with the performance appraisal policy formulated by the remuneration committee of the Company and at the discretion of the Board. In addition, Mr. He is entitled to share-based compensation and benefits.

As at the Latest Practicable Date, Mr. He has interests in 3,289,113 Shares/underlying Shares within the meaning of Part XV of the SFO, including share options to subscribe for 831,040 Shares under the Pre-IPO Option Plan and share options to subscribe for 2,400,000 Shares and share awards to subscribe for 58,073 Shares under the 2023 Share Scheme.

Independent Non-executive Directors

Mr. Wang Jingbo (王靜波), aged 42, was appointed as an independent non-executive Director of the Company on 25 February 2022, with effect on 5 May 2023. Mr. Wang owns the financial management expertise as required under Rules 3.10(2) of the Listing Rules. Mr. Wang has been serving as the chief financial officer of Agora, Inc. (a company listed on the NASDAQ Stock Market, stock code: API) since January 2020. He has also been serving as an independent director of ATRenew Inc. (a company listed on the New York Stock Exchange, stock code: RERE) since June 2021. Mr. Wang has approximately 12 years of experience in financial management, investment and capital market. He worked at Deutsche Bank from July 2009 to October 2014, with his last position as vice president in the corporate finance division. He served as the chief financial officer of Yintech Investment Holdings Limited (a company previously listed on the NASDAQ Stock Market under the stock code of YIN and delisted in November 2020) from October 2014 to February 2018, and as a director and the chief financial officer of Qutoutiao Inc. (a company previously listed on the NASDAQ Stock Market under the stock code: QTT and delisted in March 2023, “**Qutoutiao**”) from February 2018 to January 2020. Mr. Wang graduated from Tsinghua University in Beijing, PRC, with a bachelor’s degree in engineering in July 2003 and obtained his master’s degree in computer science from the University of Hong Kong in December 2005. He was awarded a PhD degree in management studies from the University of Oxford in the United Kingdom in March 2010.

Mr. Wang has entered into an appointment letter with the Company under which the initial term of his service shall be three years commencing from 5 May 2023 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). Both parties have the right to terminate in accordance with the terms and conditions of the appointment letter or terminate by either party giving to the other not less than three months’ prior notice in writing. 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. In accordance with the appointment letter, Mr. Wang is entitled to receive salaries and other allowances of RMB300,000 per year for serving as an independent non-executive Director. His remuneration was determined by the Board after considering the recommendation of the remuneration committee of the Company with reference to various factors such as his responsibilities, the Company’s remuneration policy and the prevailing market condition.

As of the Latest Practicable Date, Mr. Wang did not have any interests in the Shares and underlying Shares of the Company within the meaning of Part XV of the SFO.

Ms. Li Dan (李丹), aged 45, was appointed as an independent non-executive Director of the Company on 25 February 2022, with effect on 5 May 2023. Ms. Li has been serving as an independent director of Beijing SOJO Electric Co., Ltd. (北京雙傑電氣股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300444) since September 2018, and an independent director of Oriental Micro Silver Technology Co., Ltd. (東方微銀科技股份有限公司) since December 2020. Ms. Li has been an associate professor of the School of Economics and Management of Tsinghua University since December 2010, and she is currently a co-chair, an associate professor (tenured), and a doctoral supervisor of the Department of Accounting of School of Economics and Management of Tsinghua University. Ms. Li has approximately 15 years of experience in economics, accounting and management. Her previous work experience mainly includes serving as an assistant professor the School of Economics and Management of Tsinghua University (清華大學) from October 2007 to December 2010, an independent director of China Television Media, Ltd. (中視傳媒股份有限公司) (a company listed on Shanghai Stock Exchange, stock code: 600088) from September 2014 to June 2020, an independent director of COFCO Tunhe Sugar Co., Ltd. (中糧屯河糖業股份有限公司) (currently known as COFCO Sugar Holding Co., Ltd. (中糧糖業控股股份有限公司), a company listed on Shanghai Stock Exchange, stock code: 600737) from September 2014 to January 2020, an independent director of Xingyuan Environment Technology Co., Ltd. (興源環境科技股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 300266) from May 2019 to July 2022, an independent director of Lianyi Information Technology Co., Ltd. (聯奕科技股份有限公司) from September 2020 to September 2023, and an independent director of Bozhou Yaodu Rural Commercial Bank Co., Ltd. (亳州藥都農村商業銀行股份有限公司) from October 2016 to February 2023. Ms. Li served as an independent director of GreenNovo Environmental Technology Co., Ltd. (鑫聯環保科技股份有限公司, a company listed on the Shenzhen Stock Exchange, stock code: 300266) from September 2018 to May 2022. Ms. Li obtained a bachelor's degree in international trade in July 2001 from School of Economics and Management of Beijing Institute of Technology in Beijing, the PRC, and a PhD degree in accounting in August 2007 from Scheller College of Business of Georgia Institute of Technology, in Georgia State, the United States.

Ms. Li has entered into an appointment letter with the Company under which the initial term of her service shall be three years commencing from 5 May 2023 or until the third annual general meeting of the Company since the Listing Date (whichever ends earlier). Both parties have the right to terminate in accordance with the terms and conditions of the appointment letter or terminate by either party giving to the other not less than three months' prior notice in writing. She 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. In accordance with the appointment letter, Ms. Li is entitled to receive salaries and other allowances of RMB300,000 per year for serving as an independent non-executive Director. Her remuneration was determined by the Board after considering the recommendation of the remuneration committee of the Company with reference to various factors such as her responsibilities, the Company's remuneration policy and the prevailing market condition.

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

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

ISSUED SHARES

As at the Latest Practicable Date, the number of issued Shares was 579,491,680 Shares with nominal value of US\$0.00005 each. 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 57,949,168 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 to be held under any applicable laws or the Articles of Association; or (iii) the passing of an ordinary resolution by Shareholders at the 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 as a whole to have a general mandate 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 intends to, if so authorized by the Articles of Association, out of funds from 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 Cayman Companies Act, out of funds from capital to make a payment for the repurchase of the Shares.

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 2023, 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. In the event the Company conducts a repurchase of Shares, the Company may cancel such repurchased Shares and/or hold them as treasury shares subject to, for example, market conditions and its capital management needs at the relevant time of the repurchases (the Company may use general mandate to allot, issue and deal with additional shares (including any sale or transfer of shares out of treasury that are held as treasury shares) after the relevant Listing Rules amendments have come into effect and upon fulfilment of relevant compliance obligations*). All Shares held as treasury shares retain their listing status.

* The amended Listing Rules provisions will take effect on 11 June 2024. Under the amended Listing Rules, a listed issuer may use the general mandate approved by its shareholders to allot, issue and deal with additional shares (including any sale or transfer of shares out of treasury that are held as treasury shares).

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 will, so far as the same may be applicable, exercise the power of the Company to make repurchases pursuant to the proposed resolution 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.

Neither the “Explanatory Statement” nor the proposed share repurchases have any unusual features.

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

During the six months preceding the Latest Practicable Date, the Company had repurchased a total of 825,500 Shares on the Stock Exchange pursuant to the general mandate to repurchase Shares granted by the Shareholders at the annual general meeting held on 30 June 2023, the details of which were set out below:

Date of the Shares repurchase	Total number of Shares repurchased	Highest price paid per Share (HK\$)	Lowest price paid per Share (HK\$)	Aggregate consideration (HK\$)
31 January 2024	250,000	3.69	3.50	898,535
1 February 2024	174,000	3.25	3.18	561,870
2 February 2024	220,000	3.22	3.08	696,525
16 February 2024	78,000	3.49	3.28	262,885
20 February 2024	103,500	3.17	3.14	327,160

No Shares repurchased by the Company during the six months preceding the Latest Practicable Date have been cancelled.

Save as disclosed above, no repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding 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:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
2023		
May (since 25 May 2023*)	14.200	8.180
June	15.780	8.810
July	11.500	6.640
August	7.570	6.300
September	11.560	5.180
October	8.810	5.440
November	9.300	5.190
December	6.730	4.640
2024		
January	4.940	3.190
February	5.500	2.850
March	4.280	2.350
April	3.400	2.560
May (as of the Latest Practicable Date)	3.630	2.900

* *The Company was listed on 25 May 2023*

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 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.

NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE OF ANNUAL GENERAL MEETING

(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).”

NOTICE OF ANNUAL GENERAL MEETING

(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.”

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

Registered office:	Headquarters in the PRC:	Principal place of business in Hong Kong:
Suite #4-210, Governors Square	Ediaryun 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.