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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Edensoft Holdings Limited** (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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EDENSOFTHOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1147)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) FINAL DIVIDEND; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of the Company to be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 11:00 a.m. is set out on pages 19 to 24 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so desire.

28 April 2025

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 11:00 a.m., the notice of which is set out on pages 19 to 24 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 19 to 24 of this circular
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	Edensoft Holdings Limited (伊登軟件控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1147)
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“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

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with Shares of up to 20% of the total number of issued Shares (excluding the Treasury Shares, if any) on the date of the AGM as set out in resolution no. 6 of the AGM Notice
“Latest Practicable Date”	17 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to 10% of the total number of issued Shares (excluding the Treasury Shares, if any) on the date of the AGM, as set out in resolution no. 7 in the AGM Notice
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	ordinary share(s) with par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

References to time and dates in this circular are to Hong Kong time and dates.

LETTER FROM THE BOARD

edensoft
EDENSOFT HOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1147)

Executive Directors:

Ms. Ding Xinyun

(Chairman and chief executive officer)

Ms. Li Yi

Independent Non-executive Directors:

Mr. Leung Chu Tung

Ms. Zhu Weili

Mr. Cai Jiong

*Registered Office in the
Cayman Islands:*

71 Fort Street

P.O. Box 500

George Town

Grand Cayman KY1-1106

Cayman Islands

Principal Place of Business in the PRC:

West, 2nd Floor, Building A

Shenzhen International Innovation Center

(Futian Technology Square)

Hua Fu Street, 1006 Shennan Road

Futian District, Shenzhen, the PRC

28 April 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) FINAL DIVIDEND; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information relating to certain resolutions to be proposed at the AGM for (i) the proposed granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the proposed re-election of the Directors; and (iii) the proposed payment of final dividend and to give you notice of the AGM.

LETTER FROM THE BOARD

DISTRIBUTION OF FINAL DIVIDEND

As announced by the Company in its announcement dated 26 March 2025 regarding the final results of the Group for the year ended 31 December 2024, the Board recommended a final dividend of HK0.18 cents per Share, subject to the approval of Shareholders at the AGM by way of ordinary resolution.

The final dividend is payable on or before Monday, 23 June 2025 to the Shareholders whose names appear on the register of members of the Company at close of business on Tuesday, 3 June 2025, being the record date for determination of entitlement to the final dividend. For the purpose of ascertaining the Shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Friday, 30 May 2025 to Tuesday, 3 June 2025, both days inclusive. In order to qualify for the final dividend transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, 29 May 2025.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 24 May 2024. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale or transfer of the Treasury Shares, if any) of up to 20% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the date of the passing of the proposed resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any other applicable laws to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to further Shares are allotted and issued or repurchased prior to the date of the AGM, the passing of the relevant resolution to approve the Issue Mandate and on the basis of 2,044,947,350 Shares in issue as at the Latest Practicable Date, the Directors would be

LETTER FROM THE BOARD

authorised to allot, issue and otherwise deal with a maximum of 408,989,470 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the Latest Practicable Date.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 24 May 2024. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of issued Shares as at the date of the passing of the proposed resolution.

The Repurchase Mandate allows the Company to make repurchases of Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any other applicable laws to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to further Shares are allotted and issued or repurchased prior to the date of the AGM, the passing of the relevant resolution to approve the Repurchase Mandate and on the basis of 2,044,947,350 Shares in issue as at the Latest Practicable Date, the Company would be allowed to repurchase a maximum of 204,494,735 Shares under the Repurchase Mandate, representing 10% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the Latest Practicable Date.

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

RE-ELECTION OF DIRECTORS

The Board currently consists of five Directors, namely Ms. Ding Xinyun and Ms. Li Yi as the executive Directors, and Mr. Leung Chu Tung, Ms. Zhu Weili and Mr. Cai Jiong as the independent non-executive Directors.

In accordance with article 108 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if the number is not three or a multiple of three, 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 at an annual general meeting at least once every three years.

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In accordance with article 112 of the Articles of Association, Mr. Cai Jiong, being the newly appointed independent non-executive Director shall hold office until the AGM and, being eligible, offer himself for re-election pursuant to article 112 of the Articles of Association.

Accordingly, Ms. Zhu Weili, Mr. Leung Chu Tung and Mr. Cao Jiong will retire from office as Directors at the AGM, and being eligible, each of them has offered himself/herself for re-election as an independent non-executive Director at the AGM.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence for the year ended 31 December 2024, pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and hence are independent of the Company.

As there is no relationship in respect of any financial, business, family or other material relevant aspects between the Independent non-executive Directors (including their close associates) and the senior management, substantial shareholders or controlling shareholders of the Company, the Nomination Committee is of the view that all the independent non-executive Directors are regarded as independent.

Particular attention was also given to reviewing the contributions of each of the re-elected independent non-executive Directors to the development of the Company and the board diversity when the Nomination Committee proposed to recommend each of the re-elected independent non-executive Directors to the Board for re-election at the AGM. The Nomination Committee has reviewed the educational background, professional knowledge, skills, experience, work performance of each of the re-elected independent non-executive Directors and has recommended to the Board that:

- (i) each of the re-elected independent non-executive Directors is a person of integrity and independent in judgement and character;
- (ii) each of the re-elected independent non-executive Directors will contribute to the diversity (in particular in terms of skills) of the Board;
- (iii) each of the re-elected independent non-executive Directors is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgement; and
- (iv) each of the re-elected independent non-executive Directors is satisfied with independence as set out in Rule 3.13 of the Listing Rules.

The Board has considered (i) the recommendation from the Nomination Committee above; (ii) the educational background, professional knowledge, and experience of each re-elected independent non-executive Director; and (iii) performance of each of the re-elected independent non-executive Directors and formed the view that each of the re-elected independent

LETTER FROM THE BOARD

non-executive Directors are regarded as independent and will continue to bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and his/her appointment will contribute to the diversity (in particular in terms of skills) of the Board.

Biographical details of the above retiring and proposed Directors who are subject to re-election or election (as the case may be) at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

PROCESS FOR RE-ELECTION OF DIRECTORS AT GENERAL MEETING

The Nomination Committee will recommend to the Board for the re-election of Director in accordance with the following process as set out in the terms of reference of the Nomination Committee:

- i. The Nomination Committee and/or the Board would review the overall contribution and service to the Company of the retiring Directors and his/her level of participation and performance on the Board.
- ii. The Nomination Committee and/or the Board would also review and determine whether the retiring Director continues to meet the criteria as set out above. If an independent non-executive Directors subject to the re-election, the Nomination Committee and/or the Board will also assess and consider whether the independent non-executive Director will continue to satisfy the independence requirements as set out in the Listing Rules. The Nomination Committee has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and hence are independent of the Company.
- iii. The Nomination Committee and/or the Board would then make recommendation to Shareholders in respect of the proposed re-election of Director at the general meeting.

In addition, the Nomination Committee has reviewed the overall contribution and service to the Company of each of the retiring Directors for the year ended 31 December 2024.

After considered the factors above, the Nomination Committee has recommended to the Board to that each of Ms. Zhu Weili, Mr. Leung Chu Ting and Mr. Cai Jiong shall be proposed to Shareholders for re-election at the AGM.

THE AGM

A notice convening the AGM to be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road,

LETTER FROM THE BOARD

Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 11:00 a.m. is set out on pages 19 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, 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. Therefore, the chairman of the AGM will demand a poll for each and every resolution put forward at the AGM. The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) in person should you so desire.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the AGM, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 19 May 2025. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the forthcoming AGM is Friday, 23 May 2025.

RECOMMENDATION

The Directors consider that the distribution of the final dividend, the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of Directors and other resolutions proposed at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of

LETTER FROM THE BOARD

giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Edensoft Holdings Limited
Ms. Ding Xinyun

Chairman, Executive Director and Chief Executive Officer

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares was 2,044,947,350 Shares.

Subject to further Shares are allotted and issued or repurchased prior to the date of the AGM and the passing of the relevant resolution to approve the Repurchase Mandate, the Company will be allowed to repurchase a maximum of 204,494,735 Shares, representing 10% of the total number of issued Shares (excluding the Treasury Shares, if any) as at the Latest Practicable Date, during the period in which the Repurchase Mandate remains in force.

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or hold repurchased shares as Treasury Shares. Following such changes to the Listing Rules, if the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares as Treasury Shares, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. Should the Company decide to hold repurchased Shares in treasury, the Company will, upon completion of the Share repurchase, withdraw the repurchased Shares from CCASS and register the Treasury Shares in the Company's name. For any Treasury Shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board implement the following interim measures, including: (i) procuring its broker not to give an instruction to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions (if any and where applicable), withdrawing the Treasury Shares from CCASS, and either re-registering them in its own name as Treasury Shares or cancel them, in each case before the relevant record date for the dividend or distributions; or (iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares. The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) but not held as Treasury Shares shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of these repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

2. SOURCE OF FUNDS

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the laws of the Cayman Islands and any other applicable laws, as the case may be.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve calendar months immediately preceding the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.072	0.063
May	0.072	0.062
June	0.071	0.064
July	0.070	0.064
August	0.068	0.062
September	0.071	0.058
October	0.094	0.061
November	0.080	0.067
December	0.076	0.065
2025		
January	0.074	0.067
February	0.133	0.067
March	0.127	0.088
April (up to the Latest Practicable Date)	0.098	0.076

6. UNDERTAKING

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

7. INTENTION TO SELL SHARES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders, to sell any of their Shares to the Company pursuant to the Repurchase Mandate.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell their Shares to the Company or has undertaken not to sell any of their Shares to the Company, in the event that the proposed resolution for the Repurchase Mandate is approved by the Shareholders.

8. THE TAKEOVERS CODE

If as a result of a 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 for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following persons are deemed to be interested in 1,455,000,000 Shares, representing 71.15% of the total issued share capital of the Company under the SFO:

Name	Number of Shares held/ interested in	Percentage of interest in the Company
Aztec Pearl Limited (" Aztec Pearl ") (<i>note 1</i>)	1,455,000,000	71.15%
Ms. Ding Xinyun (" Ms. Ding ") (<i>note 1</i>)	1,455,000,000	71.15%
Green Leaf Development Limited (" Green Leaf ") (<i>note 1</i>)	1,455,000,000	71.15%
Mr. Yan Shi (<i>note 2</i>)	1,455,000,000	71.15%

Notes:

1. Ms. Ding holds 100% interest in Green Leaf, which in turn holds 100% interest in Aztec Pearl. Therefore, Ms. Ding and Green Leaf are deemed or taken to be, interested in all the Shares which are beneficially owned by Aztec Pearl.
2. Mr. Yan Shi is the spouse of Ms. Ding. Therefore, Mr. Yan Shi is deemed, or taken to be, interested in all the Shares in which Ms. Ding has, or is deemed to have, an interest for the purpose of the SFO.

If the Repurchase Mandate is exercised in full (assuming that the issued share capital of the Company and the shareholding interests held by the abovementioned Shareholders remains unchanged from the Latest Practicable Date up to the date on which the Repurchase Mandate is exercised in full), the shareholding interests of the abovementioned Shareholders will be increased to approximately 79.06% of the total issued share capital of the Company immediately following the full exercise of the Repurchase Mandate.

On such basis, in the absences of special circumstances, the Directors are not aware that an obligation to make a mandatory offer under Rule 26 of the Takeovers Code in the event that the Repurchase mandate is exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

However, the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company. The Directors do not intend to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF DIRECTORS

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Zhu Weili (朱偉利女士) (“Ms. Zhu”)

Ms. Zhu, aged 54, was appointed as an independent non-executive Director on 20 May 2021. She is responsible for supervising and providing independent advice on the operation and management of the Group. She is also the chairman of the Remuneration Committee, and a member of each of the Nomination Committee and the Audit Committee. Ms. Zhu obtained a Master of Business Administration degree from the City University of Hong Kong in November 2003, a Master of Arts degree in international accounting from the City University of Hong Kong in November 2005, and a senior management Master of Business Administration degree* (高級管理人員工商管理碩士) from the Peking University in July 2007. Ms. Zhu has comprehensive knowledge in corporate governance. Ms. Zhu has been a director of Shenzhen Jiadida New Material Technology Co., Ltd.* (深圳市佳迪達新材料科技有限公司), which is a chemical materials one-stop solution provider in the PRC since January 2021, and a director of Shenzhen Zhenmai Biological Technology Co., Ltd.* (深圳市真邁生物科技有限公司), which is principally engaged in biotechnology development and genetic testing technology development in the PRC, since February 2018. Ms. Zhu has been a representative from Luohu District, Shenzhen City, the PRC of the 6th and 7th National Congress.

The Company entered into an appointment letter with Ms. Zhu for a term of two years commencing from 20 May 2023 subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association and other terms in the appointment letter. Ms. Zhu is entitled to a director’s fee of HK\$120,000 per annum.

Save as disclosed above, as of as at the Latest Practicable Date, Ms. Zhu (i) has no interest in the Shares which is required to be disclosed pursuant to Part XV of SFO; (ii) has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) has not held any directorship in Hong Kong or overseas listed public companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, Ms. Zhu (i) does not currently hold any other position with the Company or any of its subsidiaries; and (ii) there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Mr. Leung Chu Tung (梁柱桐先生) (“Mr. Leung”)

Mr. Leung, aged 45, was appointed as an independent non-executive Director on 14 May 2021. He is responsible for supervising and providing independent advice on the operation and management of the Group. He is also the chairman of the Audit Committee, and a member of each of the Nomination Committee and the Remuneration Committee. Mr. Leung obtained a bachelor’s degree of business administration from the Simon Fraser University, Canada in June 2002. Mr. Leung has more than 15 years of experience in accounting and corporate finance. He has been a certified public accountant of the State of Delaware, the United States since April 2006 and a member of the American Institute of Certified Public Accountants since December 2009. He has been a chartered financial analyst of the CFA Institute since September 2010. Mr. Leung was a licensed representative for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO from November 2011 to November 2016. He has become a responsible officer for type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO since November 2016. Since December 2019, Mr. Leung has been a managing director of the investment banking department of Maxa Capital Limited, which is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO. From October 2011 to November 2019, he was employed by ABCI Capital Limited, which is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO, and his last position was an executive director of the investment banking department. From July 2007 to October 2011, he worked in the listing division at the Stock Exchange and his last position was a manager of the listing division. From September 2002 to June 2007, he worked at KPMG and his last position was an assistant manager.

The Company entered into an appointment letter with Mr. Leung for a term of two years commencing from 14 May 2023 subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association and other terms in the appointment letter. Mr. Leung is entitled to a director’s fee of HK\$120,000 per annum and discretionary bonuses.

Save as disclosed above, as of the Latest Practicable Date, Mr. Leung (i) has no interest in the Shares which is required to be disclosed pursuant to Part XV of SFO; (ii) has no relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (iii) has not held any directorship in Hong Kong or overseas listed public companies in the last three years preceding the date of his appointment.

Save as disclosed above, as at the Latest Practicable Date, Mr. Leung (i) does not currently hold any other position with the Company or any of its subsidiaries; and (ii) there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, nor any other matter that needs to be brought to the attention of the Shareholders.

Mr. Cai Jiong (蔡炯) (“Mr. Cai”)

Mr. Cai, aged 53, was appointed as an independent non-executive Director on 16 December 2024. Mr. Cai has over 30 years of working experience in the field of international business and technology. Mr. Cai is a partner at Zhidi Capital* (智迪資本) since 2018 and currently serving as an international advisor for the World Artificial Intelligence Conference (WAIC) since 2020. His leadership experience includes being the co-CEO of Baidu’s Innovation Center in Shanghai from 2018 to 2020 and serving as a gold-level entrepreneurship mentor at Microsoft’s Shanghai Incubator YunSai Space since 2017. Mr. Cai also has an extensive background in executive roles, including as the executive director of Shanghai Songlian International Apparel Co., Ltd* (上海頌聯國際服飾有限公司) from 2006 to 2022 and chairman of Zhuangbei E-commerce Co., Ltd* (莊貝電子商務有限公司) from 2010 to 2014. Mr. Cai obtained a Bachelor of Engineering in Precision Machinery from Shanghai University in 1994, an EMBA from the University of California in Berkeley in 2016, an MBA from Fudan University – MIT in 2000.

The Company has entered into an appointment letter with Mr. Cai for a term of two years commencing from 16 December 2024 subject to retirement by rotation and re-election requirements at an annual general meeting of the Company pursuant to the Articles of Association of the Company and other terms in the appointment letter.

Mr. Cai is entitled to a director’s fee of HK\$120,000 per annum and discretionary bonuses. The director’s fee is determined by the Board with reference to market level of director’s fee paid by comparable companies, Mr. Cai’s duties and responsibilities and current independent non-executive director’s fee paid by the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cai (i) has no interest in the shares which is required to be disclosed pursuant to Part XV of the SFO; (ii) has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (iii) has not held any directorship in Hong Kong or overseas listed public companies in the last three years.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cai (i) does not currently hold any other position with the Company or any of its subsidiaries; and (ii) there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor any other matter that needs to be brought to the attention of the Shareholders.

* *The English translation of Chinese names or words in this Appendix, where indicated, is included for information purpose only, and should not be regarded as the official English translation of such Chinese name or words.*

NOTICE OF ANNUAL GENERAL MEETING

edensoft
EDENSOFT HOLDINGS LIMITED
伊登軟件控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1147)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Edensoft Holdings Limited (the “**Company**”) will be held at West, 2nd Floor, Building A, Shenzhen International Innovation Center (Futian Technology Square), Hua Fu Street, 1006 Shennan Road, Futian District, Shenzhen, the PRC on Friday, 23 May 2025 at 11:00 a.m., for the following purposes:

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors (the “**Director(s)**”) and the independent auditors of the Company for the year ended 31 December 2024.
2. “**THAT:**
 - (a) The declaration and payment of a final dividend of HK0.18 cents per ordinary share of the Company for the year ended 31 December 2024 to the shareholders of the Company whose names appear on the register of members of the Company at the close of business on 3 June 2025, being the record date for determination of entitlement to the final dividend, be and is hereby approved; and
 - (b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the Director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the final dividend.”
3. To re-appoint Ernst & Young as the auditors of the Company and to authorise the board (the “**Board**”) of Directors to fix its remuneration.
4.
 - (a) To re-elect Ms. Zhu Weili (朱偉利) as an independent non-executive Director;
 - (b) To re-elect Mr. Leung Chu Tung (梁柱桐) as an independent non-executive Director; and
 - (c) To re-elect Mr. Cai Jiong as an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

5. To authorise the Board to fix the remuneration of the Directors.
6. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Listing Rules of the Stock Exchange, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (including any sale or transfer of treasury shares (which has the meaning ascribed to it under the Listing rules) (the “**Treasury Shares**”)) additional shares of the Company or securities convertible into such shares or options, warrants, or similar rights to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise, and including any sale or transfer of the Treasury Shares) by the directors of the Company pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares of the Company in lieu of the whole or part a dividend pursuant to the articles of association of the Company from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the total number of issued shares of the Company (excluding the Treasury Shares, if any) as at the time of passing this resolution, and if any subsequent consolidation or subdivision of

NOTICE OF ANNUAL GENERAL MEETING

shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or division shall be the same; and

- (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
 - (iii) the time when the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

“**Rights Issue**” means an offer of shares of the Company or offer or issue of options, warrants or other securities giving rights to subscribe for shares of the Company, open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.”

7. To consider, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, and that the exercise by the directors of the Company of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The

NOTICE OF ANNUAL GENERAL MEETING

Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company;
 - (c) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding the Treasury Shares, if any) as at the time of the passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
 - (d) for the purpose of this Resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws to be held; or
 - (iii) the time when the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”
8. To consider, and if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in this notice convening the Meeting of which this resolution forms part (“**this Notice**”), the general mandate granted to the directors of the Company pursuant to resolution no. 6 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 7 as set out in this Notice, provided that such amount shall not exceed 10% of the total number of issued

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shares of the Company (excluding the Treasury Shares, if any) as at the date of passing resolution no. 7.”

By Order of the Board
Edensoft Holdings Limited
Ms. Ding Xinyun

Chairman, Executive Director and Chief Executive Officer

Hong Kong, 28 April 2025

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney or other person duly authorised on its behalf to sign the same.
3. Where there are joint registered holders of any shares, any one of such joint holder may vote at the above Meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the above Meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the first on the register of members of the Company in respect of the joint holding.
4. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, shall be delivered to the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against ordinary resolution no. 7 as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular of the Company dated 25 April 2025.
8. In respect of ordinary resolutions no. 4 above, Ms. Zhu Weili, Mr. Leung Chu Tung and Mr. Cai Jiong shall retire from office at the Annual General Meeting and be eligible to offer themselves for re-election. Biographical details and interests in the securities of the Company (if any) of them are set out in Appendix II to the circular of the Company dated 25 April 2025.

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9. The transfer books and register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17 Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 19 May 2025. The record date for determining the identity of the Shareholders who are entitled to attend and vote at the forthcoming AGM is Friday, 23 May 2025.

The record date for entitlement to the proposed final dividend is on Tuesday, 3 June 2025. For the purpose of ascertaining the shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Friday, 30 May 2025 to Tuesday, 3 June 2025, both days inclusive. In order to qualify for the final dividend transfers of shares accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F Far East Finance Centre 16 Harcourt Road Hong Kong, no later than 4:30 p.m. on Thursday, 29 May 2025.

10. Members of the Company or their proxies shall produce documents of their proof of identity when attending the Meeting.