

---

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

---

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

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 Kingdee International Software Group Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.

---

**Kingdee International Software Group Company Limited****金蝶國際軟件集團有限公司***(incorporated in the Cayman Islands with limited liability)***(Stock code : 268)****GENERAL MANDATE FOR THE ISSUE AND REPURCHASE  
BY THE COMPANY OF ITS OWN SECURITIES,  
RE-ELECTION OF DIRECTORS**

---

A notice convening the annual general meeting of the Company to be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Wednesday, 12 May 2010 at 9:30 a.m. is contained in the 2009 Annual Report. A form of proxy for use at the AGM is also enclosed in the 2009 Annual Report. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment if you so wish.

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 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; there are no other matters the omission of which would make any statement in this circular misleading; and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

9 April 2010

---

## CONTENTS

---

	<i>Pages</i>
<b>Definitions</b> .....	1
<b>Letter from the board of directors</b> .....	2
INTRODUCTION .....	2
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES .....	3
RE-ELECTION OF DIRECTORS .....	4
VOTING BY POLL .....	5
RECOMMENDATION .....	5
<b>Appendix I — Explanatory Statement</b> .....	6
<b>Appendix II — Re-election of Directors</b> .....	9

---

## DEFINITIONS

---

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

“2009 Annual Report”	the annual report of the Company dispatched to the Shareholders on or about 9 April 2010
“AGM”	the annual general meeting of the Company to be held at Kingdee Software Park, No.2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Wednesday, 12 May 2010 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM, set out on page 94 to page 96 of the 2009 Annual Report
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Kingdee International Software Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	31 March 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Share(s) of HK\$0.025 each in the capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

---

LETTER FROM THE BOARD OF DIRECTORS

---



**Kingdee International Software Group Company Limited**

**金蝶國際軟件集團有限公司**

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

**(Stock code : 268)**

*Executive Directors:*

Mr. Xu Shao Chun  
Mr. Chen Deng Kun

*Non-executive Directors:*

Mr. Ho Ching-hua  
Mr. James Ming King

*Independent Non-executive Directors:*

Ms. Yang Zhou Nan  
Mr. Wu Cheng  
Mr. Yeung Kwok On  
Mr. Gary Clark Biddle

*Registered Office:*

Ugland House  
P.O. Box 309  
George Town  
Grand Cayman  
Cayman Islands  
British West Indies

*Head Office and principal place  
of business in the PRC:*

Kingdee Software Park  
No.2 Kejinan 12 Road  
South District  
Hi-Tech Industrial Park  
Nanshan District  
Shenzhen, Guangdong Province  
PRC

*Principal place of business  
in Hong Kong:*

1902 MassMutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

9 April 2010

*To the Shareholders*

Dear Sirs or Madams,

**GENERAL MANDATE FOR THE ISSUE AND REPURCHASE  
BY THE COMPANY OF ITS OWN SECURITIES  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

At the AGM, the Shareholders will be asked to consider and approve: (i) the grant of general mandates to the Directors for the issue and repurchase of the securities of the Company up to 20% and

---

## LETTER FROM THE BOARD OF DIRECTORS

---

10% respectively of the aggregate nominal amount of the Company's issued share capital as at the date of passing such resolutions, and the extension of the general mandate to the Directors to issue securities to include the aggregate nominal amount of such securities repurchased under the repurchase mandate and (ii) the re-election of Directors who are due to retire at the AGM and are eligible and willing to offer themselves to be re-elected as set out in the AGM Notice.

The purpose of this circular is to provide you with details regarding each of the matters referred to above, to set out information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions and to convene the AGM at which such resolutions will be proposed.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the annual general meeting of the Company convened on 12 May 2009, ordinary resolutions were passed for the grant of general mandates authorizing the Directors (i) to allot, issue and deal with the Shares in the share capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at that date ("**Issue Mandate**"), and (ii) to repurchase the Shares on the Stock Exchange ("**Repurchase Mandate**") not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at that date. The Issue Mandate and the Repurchase Mandate will expire at the conclusion of the AGM.

New general mandates to allot, issue and deal with the securities of the Company up to 20% ("**Proposed Issue Mandate**") and to repurchase securities up to 10% ("**Proposed Repurchase Mandate**") respectively of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions as set out in Resolutions 6(A) and 6(B) of the AGM Notice will be proposed at the AGM. A resolution authorizing the extension of the Proposed Issue Mandate ("**Proposed Extension Mandate**") to include the aggregate nominal amount of such securities (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution) will be proposed as Resolution 6(C) as set out in the AGM Notice.

As at the Latest Practicable Date, the Company has 2,055,233,623 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 411,046,724 Shares. The granting of the Proposed Issue Mandate will provide for flexibility to the Directors to issue Shares when it is in the interest of the Company.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 205,523,362 Shares.

---

## LETTER FROM THE BOARD OF DIRECTORS

---

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate and the Proposed Repurchase Mandate will continue to be in force until:

- (a) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time the Proposed Issue Mandate and the Proposed Repurchase Mandate shall lapse unless, by ordinary resolution passed at that meeting, the Proposed Issue Mandate and the Proposed Repurchase Mandate are renewed, either conditionally or subject to conditions; or
- (b) revoked or varied by ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun, Mr. Ho Ching-hua, Mr. James Ming King, Ms. Yang Zhou Nan, Mr. Wu Cheng, Mr. Yeung Kwok On and Mr. Gary Clark Biddle.

According to Article 116 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meetings. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat. Pursuant to Article 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Mr. Xu Shao Chun, Mr. Chen Deng Kun and Ms. Yang Zhou Nan shall retire at the AGM. All the retiring Directors are eligible to offer themselves for re-election. Ms. Yang Zhou Nan had served the Company as Independent Non-Executive Director for more than nine years, but the Company believes that she can independently express opinions on matters of the Company for the reason that Ms. Yang Zhou Nan has been meeting the independence guidelines as set out in Rule 3.13 of the Listing Rules.

---

## LETTER FROM THE BOARD OF DIRECTORS

---

Brief biographical details of the Directors due to retire and proposed to be re-elected are set out in Appendix II to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the AGM Notice, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

### VOTING BY POLL

The forthcoming AGM will be held by of voting of shareholders.

### RECOMMENDATION

The Directors believe that the grant of the Proposed Issue Mandate, Proposed Repurchase Mandate and Proposed Extension Mandate and re-election of Directors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favor of these resolutions to be proposed at the AGM.

Yours faithfully,  
On behalf of the Board  
**Xu Shao Chun**  
*Chairman*

*This Appendix contains information required under Rule 10.06(1)(b) of the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.*

## **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules provide that all repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of particular transaction or of a general mandate to the directors of the company to make such repurchases.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$51,380,840.575 comprising 2,055,233,623 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to repurchase a maximum of 205,523,362 Shares, representing 10% of aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting (“**Proposed Repurchase Period**”).

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. SOURCE OF FUNDS**

Repurchases of Shares of the Company made pursuant to the Proposed Repurchase Mandate must be made out of funds which are legally available for such purpose in accordance with the memorandum and Articles of Association of the Company, the Listing Rules and the applicable laws of the Cayman Islands.

There could be 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 2009 Annual Report for the financial year ended 31 December 2009) in the event that the Proposed Repurchase Mandate were to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the



circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

## **5. SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve calendar months prior to the Latest Practicable Date:

	per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2009	1.46	0.98
May 2009	1.57	1.31
June 2009	1.68	1.26
July 2009	1.49	1.35
August 2009	1.67	1.25
September 2009	1.45	1.20
October 2009	1.75	1.26
November 2009	1.98	1.64
December 2009	1.92	1.65
January 2010	2.35	1.76
February 2010	2.21	1.90
March 2010 (up to the Latest Practicable Date)	3.08	2.08

## **6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

## **7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

## 8. DISCLOSURE OF INTERESTS, TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Shareholders who were interested in 5% or more of the issued share capital of the Company, according to the register of interests required to be kept by the Company under the SFO, were as follows:

Name of Shareholder	Current percentage interest in the issued share capital of the Company	Percentage interest in the issued share capital of the Company in the event the Proposed Repurchase Mandate is exercised
Xu Shao Chun	31.69%	35.21%
Oriental Gold Limited	16.27%	18.08%
Billion Ocean Limited	11.35%	12.61%

*Note:* Oriental Gold Limited and Billion Ocean Limited are 100% held by Mr. Xu Shao Chun.

If as a result of a repurchase of Shares pursuant to the Proposed 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

On the basis of the shareholding of the Company, to the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will result in Mr. Xu Shao Chun and parties acting in concert with him becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Proposed Repurchase Mandate to such extent that would give rise to an obligation of Mr. Xu Shao Chun and parties acting in concert with him to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## LIST OF DIRECTORS FOR RE-ELECTION

*The brief biographical details of the Directors eligible for re-election at the AGM are set out below in alphabetical order.*

**CHEN Deng Kun** (陳登坤), aged 33, an executive Director, Senior Vice President and Chief Financial Officer of the Company. Mr. CHEN graduated from Anhui Institute of Finance and Trade (currently known as Anhui University of Finance and Economics) and obtained a bachelor degree. He is a member of China Certified Public Accountant and a people's representative of Nanshan district, Shenzhen. Mr. CHEN is studying at China Europe International Business School EMBA classes, and is serving as part-time professor at Zhongnan University of Political Science, Anhui University of Finance and part-time social mentors for masters. Mr. CHEN joined the Company in 2000. He has been responsible for audit, administration and office support, human resources, quality management, accounting, corporate finance & business development, operation management and IT and infrastructure projects of the Company.

Saved as disclosed, Mr. CHEN did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding his appointment.

Save as disclosed above, Mr. CHEN does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. CHEN, Mr. CHEN will serve as an executive Director for 2 years with effect from 1 January 2009 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. CHEN's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB100,000 per year. Mr. CHEN is not entitled to any bonus in respect of his role as a Director. At the latest practicable date, Mr. CHEN has personal interest in share options to subscribe for 10,473,116, representing 0.51% of the issued share capital of the Company.

Save as disclosed above, Mr. CHEN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

**XU Shao Chun** (徐少春), aged 47, founder of the Group, chairman of the Board and Chief Executive Officer of the Company. Mr. XU has been awarded the Government Special Expert Allowance by the State Council. Mr. XU graduated from Southeast University in computer science and obtained Master of the Science and Research from Institute of Ministry of Finance and Master Business Administration from China Europe International Business School. He is a member of 9th central committee of China National Democratic Construction Association, a member of council of China Siyuan Poverty Alleviation Foundation, deputy director of China Software Industry Association and a member of Accounting Information Technology Committee of Finance Ministry. Mr. XU, with

its advance technology sensitivity and accurate grasp of industry trends of global software industry, has always been committed to leading the progress of China management mode and to promote e-commerce development. For his outstanding achievements, he has been awarded as “United Nations World Indigenous Entrepreneurs”, “China Software Ten Outstanding Youth”, “The 10 Outstanding Entrepreneurs”, “Outstanding Leader for China’s Information Industry”, “Thirty Influential Economy Persons in the Thirty Years of Reform and Opening in Shenzhen” and “Shenzhen Science and Technology Innovation Mayor’s Award” etc.

Saved as disclosed, Mr. XU did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding his appointment.

Save as disclosed above, Mr. XU does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. XU, Mr. XU will serve as an executive Director for 2 years with effect from 1 January 2009 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. XU’s ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company’s general meetings and his current remuneration is RMB100,000 per year. Mr. XU is not entitled to any bonus in respect of his role as a Director. At the latest practicable date, Mr. XU is holding 630,366,520 Shares of the issued share capital of the Company and he has personal interest in share options to subscribe for 21,000,000 Shares, in aggregate representing 31.69% of the issued share capital of the Company.

Save as disclosed above, Mr. XU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

**YANG Zhou Nan** (楊周南), aged 72, an independent non-executive Director of the Company, a professor of the graduate school of the Institute of Fiscal Science of the Ministry of Finance, doctoral tutor and a people’s representative to the Eighth and Ninth National People’s Congress of the PRC. Ms. YANG graduated from Nan Kai University with a master degree in mathematics. After graduation, Ms. YANG worked in Beijing Computing Centre as a researcher. Ms. YANG has 28 years of research and teaching experience in the areas of finance, accounting and taxation.

Saved as disclosed, Ms. YANG did not hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years immediately preceding his appointment.

Save as disclosed above, Ms. YANG does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Ms. YANG, Ms. YANG will serve as an independent executive Director for 2 years with effect from 1 January 2009 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Ms. YANG's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB150,000 per year. Ms. YANG is not entitled to any bonus in respect of his role as a Director. At the latest practicable date, Ms. YANG has personal interest in share options to subscribe for 400,000 Shares, representing 0.02% of the issued share capital of the Company.

Save as disclosed above, Ms. YANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election nor is there any information required to be disclosed pursuant to Rule 13.51(2) (h)-(v) of the Listing Rules.

The remuneration of the Directors are determined by the Board of Directors on recommendations of the Remuneration Committee, by reference to market rate, the positions they held in the Board committees and their duties and responsibilities within the Group and their experience.