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**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)**

**CHANGES IN DIRECTORS**

**AND**

**CHANGES IN BOARD COMMITTEE MEMBERS**

The Board announces that with effect from the conclusion of the Board meeting convened on 13 March 2018:

1. Mr. Chen Zhang has resigned as a non-executive Director.
2. Mr. Shen Yuan Ching has been appointed as a non-executive Director.
3. Mr. Wu Cheng has resigned as an independent non-executive Director, and ceased to be a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.
4. Mr. Cao Yang Feng has been appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee.

**Resignation of Directors**

The board (the "Board") of directors (the "Director(s)") of Kingdee International Software Group Company Limited (the "Company") announces that (i) Mr. Chen Zhang (張晨) ("Mr. Zhang") has resigned as a non-executive Director due to his other work arrangements and personal development reasons with effect from the conclusion of the Board meeting convened on 13 March 2018; and (ii) Mr. Wu Cheng (吳澄) ("Mr. Wu") has resigned as an independent non-executive Director due to age and health reasons with effect from the conclusion of the Board meeting convened on 13 March 2018 (the "Resignation"), and ceased to be a member of each of the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the nomination committee (the "Nomination Committee") of the Company, respectively.

Each of Mr. Zhang and Mr. Wu has confirmed that (i) there is no disagreement between himself and the Board; and (ii) there are no matters in relation to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the shareholders of the Company (the “Shareholders”).

## **Appointment of Directors**

### **a) Appointment of Non-Executive Director**

Mr. Shen Yuan Ching(申元慶) (“Mr. Shen”) was appointed as a non-executive Director with effect from the conclusion of the Board meeting convened on 13 March 2018.

Mr. Shen Yuan Ching, aged 53, obtained a Master’s Degree in Computer Science from the University of California. Mr. Shen is the president of JD Cloud, the cloud business unit under JD.com, China largest online retailer. Mr. Shen formerly held various senior positions at Microsoft, including chairman of the Microsoft Asia-Pacific Technology Company, COO of the Microsoft Asia-Pacific R&D Group and general manager of Microsoft Cloud and Enterprise China.

Mr. Shen had been the independent director of Insigma Technology Co., the non-executive director of Inspur International Limited and the non-executive director of ChinaSoft International Limited. Save as disclosed above, Mr. Shen has not held any directorship in any other listed public companies in Hong Kong or other places, nor has he held any other major appointments or professional qualifications in the last three years.

Mr. Shen has entered into an appointment letter with the Company for a period of 2 years with effect from 13 March 2018. Pursuant to Article 99 of the Articles of Association of the Company, Mr. Shen shall only hold office until the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Shen will be entitled to annual Director’s remuneration of RMB 150,000 subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Save as disclosed above, Mr. Shen is not entitled to any other emoluments from the Company.

Mr. Shen does not have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)(the “SFO”). Mr. Shen does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

Save as disclosed above, Mr. Shen confirms that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

**b) Appointment of Independent Non-executive Director**

Mr. Cao Yang Feng (曹仰鋒) (“Mr. Cao”) was appointed as an independent non-executive Director, a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from the conclusion of the Board meeting convened on 13 March 2018.

Mr. Cao Yang Feng, aged 45, is the director of Institute of Global Entrepreneurship & Innovation (Hong Kong) and the management practice Professor of Guanghua School of Management, Peking University. Mr. Cao obtained a Doctoral degree from Copenhagen Business School, obtained a Doctoral degree in Management from Renmin University of China. Mr. Cao previously engaged postdoctoral research in Department of Strategic Management from Guanghua School of Management, Peking University. Mr. Cao is the member of Academy of Management, the member of The Academy of International Business and the member of The International Association for Chinese Management Research, and Mr. Cao previously provide strategy counseling services and training services for some large enterprises. Mr. Cao has published many enterprise management articles in the academic field with profound insight view and won a number of awards.

Mr. Cao has not held any directorship in any other listed public companies in Hong Kong or other places, nor has he held any other major appointments or professional qualifications in the last three years.

Mr. Cao has entered into an appointment letter with the Company for a period of 2 years with effect from 13 March 2018. Pursuant to Article 99 of the Articles of Association of the Company, Mr. Cao shall only hold office until the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Cao will be entitled to annual Director’s remuneration of RMB 150,000 subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Save as disclosed above, Mr. Cao is not entitled to any other emoluments from the Company.

Mr. Cao does not have any interest in the securities of the Company within the meaning of Part

XV of the SFO. Mr. Cao does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

Save as disclosed above, Mr. Cao confirms that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

In addition, Mr. Cao has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Mr. Chen Zhang and Mr. Wu Cheng for their contributions to the Company during their tenure in office and to welcome Mr. Shen Yuan Ching and Mr. Cao Yang Feng for joining the Board.

A list of directors of the Company setting out their roles and functions is available on the websites of the Company and the Stock Exchange.

By order of the Board  
**Kingdee International Software  
Group Company Limited**  
**Xu Shao Chun**  
*Chairman*

Shenzhen, the People's Republic of China, 13 March 2018

*As at the time of issue of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Lin Bo (Chief Financial Officer) as executive directors; Ms. Dong Ming Zhu and Mr. Shen Yuan Ching as non-executive directors; and Mr. Gary Clark Biddle, Mr. Cao Yang Feng and Mr. Liu Chia Yung as independent non-executive directors.*

*\* for identification purposes only*