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**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 MANDATES FOR THE ISSUE AND REPURCHASE  
BY THE COMPANY OF ITS OWN SECURITIES;  
RE-ELECTION OF DIRECTORS;  
AND  
NOTICE OF AGM**

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A notice convening the AGM 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 Thursday, 8 May 2014 at 9:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular. 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 or deceptive, and there are no other matters the omission of which would make any statement herein or 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.

3 April 2014

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## DEFINITIONS

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

“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 Thursday, 8 May 2014 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 19 of this circular
“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”	28 March 2014, 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
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company

## DEFINITIONS

“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



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  
Mr. Yang Jian

*Non-executive Director:*

Ms. Dong Ming Zhu

*Independent Non-executive Directors:*

Mr. Gary Clark Biddle  
Mr. Ho Ching Hua  
Mr. Wu Cheng  
Mr. Liu Chia Yung

*Registered Office:*

P.O. Box 309  
Ugland House  
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 Mass Mutual Tower  
38 Gloucester Road  
Wanchai  
Hong Kong

3 April 2014

## LETTER FROM THE BOARD

*To the Shareholders*

Dear Sirs or Madams,

### **GENERAL MANDATES FOR THE ISSUE AND REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES; RE-ELECTION OF DIRECTORS; AND NOTICE OF AGM**

#### **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 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.

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 at the AGM.

#### **GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES**

At the annual general meeting of the Company convened on 8 May 2013, 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 relevant resolutions 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 also be proposed at the AGM.

## LETTER FROM THE BOARD

With regard to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any securities of the Company pursuant to the relevant mandates as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had 2,547,180,957 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 AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 509,436,191 Shares. The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so.

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 254,718,096 Shares.

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, the earlier of:

- (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) the revocation or variation of the authority given under Resolutions 5(A) and 5(B) as set out in the AGM Notice by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed decision 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

As at the Latest Practicable Date, the Board consisted of eight Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun, Mr. Yang Jian, Ms. Dong Ming Zhu, Mr. Gary Clark Biddle, Mr. Ho Ching Hua, Mr. Wu Cheng and Mr. Liu Chia Yung.

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

## LETTER FROM THE BOARD

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. Yang Jian, Mr. Gary Clark Biddle and Mr. Ho Ching Hua shall retire at the AGM. All the retiring Directors are eligible to offer themselves for re-election. Mr. Liu Chia Yung was appointed on 17 March 2014 and is eligible to be re-elected at the AGM pursuant to Article 99.

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 in accordance with Article 120 of the Articles of Association, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

### AGM

The AGM will 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 Thursday, 8 May 2014 at 9:30 a.m. The AGM Notice is set out on pages 15 to 19 of this circular.

A form of proxy for use 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 accompanying 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM 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 (as defined in the Note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors believe that the grant of the Proposed Issue Mandate, the Proposed Repurchase Mandate, the Proposed Extension Mandate and the 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 a 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\$63,679,523.93 comprising 2,547,180,957 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 254,718,096 Shares, representing 10% of aggregate nominal amount of the issued share capital of the Company as at the date of passing of 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 and/or earnings of the Company 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 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 an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the financial year ended 31 December 2013) in the event that the Proposed Repurchase Mandate was 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 12 calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2013	1.38	1.09
May 2013	1.81	1.28
June 2013	1.83	1.28
July 2013	1.73	1.31
August 2013	2.60	1.63
September 2013	2.53	2.15
October 2013	2.85	2.20
November 2013	2.56	2.23
December 2013	2.45	1.80
January 2014	3.48	2.38
February 2014	3.27	2.59
March 2014 (up to the Latest Practicable Date)	3.69	2.67

## 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. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Xu Shao Chun and parties acting in concert with him were interested in an aggregate of 769,341,824 Shares, representing approximately 30.20% of the issued share capital of the Company (and 33.56% of the issued share capital of the Company if the Proposed Repurchase Mandate is exercised in full). 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 an extent that would give rise to an obligation of Mr. Xu Shao Chun and parties acting in concert with him to make a mandatory general 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.

**BIOGRAPHICAL DETAILS 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.*

**Mr. Gary Clark BIDDLE**, aged 62, an independent non-executive Director. Mr. Biddle is the Accounting Chair and PCCW Chair Professor at the University of Hong Kong. He received his MBA and PhD degrees at University of Chicago and has served as professor at University of Chicago, University of Washington and Dean of the Faculty of Business and Economics at the University of Hong Kong and Associate Dean of the School of Business and Management of Hong Kong University of Science and Technology, where he was a member of the Council, Court, Senate and held the title of Synergis-Geoffrey Yeh Chair Professor. He has served or is serving as visiting professor at leading business schools globally, including Columbia University Business School (USA), London Business School (UK), IMD (Switzerland) and CEIBS (China). Mr. Biddle is a member of the American Accounting Association, American Institute of Certified Public Accountants, Hong Kong Business and Professionals Federation, Hong Kong Institute of Certified Public Accountants, Hong Kong Institute of Directors and he is the past President and co-founding Council Member of the Hong Kong Academic Accounting Association. He is a leading expert in financial accounting, financial markets, valuation, value creation, corporate management and performance metrics, including the economic value added rate (EVAR). Mr. Biddle is also an independent non-executive director of Shui On Land Limited and a remuneration committee member at closely-held Chinachem Group.

Save as disclosed above, Mr. Biddle did not hold any other positions in the Group, nor had he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. Biddle, Mr. Biddle's term of appointment as an executive Director is two years with effect from 1 January 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Biddle's current remuneration is RMB200,000 per year, 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. Mr. Biddle is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. Biddle held share options to subscribe for 980,000 Shares, in aggregate representing approximately 0.04% of the issued share capital of the Company. Mr. Biddle did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

**Mr. HO Ching Hua (何經華)**, aged 57, an independent non-executive Director. Mr. Ho graduated from National Taiwan University in political science and obtained Master of Arts from National Chenchi University of Taiwan and Master of Science from University of Maryland of the United States. Prior to joining the Company, Mr. Ho had worked in Sybase Inc. in USA, Oracle Corp. East Coast Region, UFIDA Software Co. Ltd. and Siebel Systems Inc. Mr. Ho has abundant experience in sales channel operation and management of international and domestic well-known information technology enterprises. Mr. Ho is now an independent non-executive director of Jess-Link Products Corporation Limited, a company listed on Gre Tai Securities Market of Japan and Taiwan Securities Exchange.

Save as disclosed above, Mr. Ho did not hold any other positions in the Group, nor had he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Ho was interested in 1,740,000 Shares and held share options to subscribe for 1,340,000 Shares, representing approximately 0.12% of the issued share capital of the Company. Mr. Ho did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company as at the Latest Practicable Date.

Mr. Ho has entered into an appointment letter with the Company in relation to his appointment as a non-executive Director for a period of two years with effect from 1 January 2013. Pursuant to the Articles of Association, Mr. Ho shall hold office until the AGM and shall be eligible for re-election thereat. Mr. Ho is entitled to annual director's remuneration of RMB150,000, 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. Ho is not entitled to any other emoluments from the Company.

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

**Mr. LIU Chia Yung (劉家雍)**, aged 55, is an independent non-executive Director. Mr. Liu obtained a Master Degree of Business Administration from University of Missouri in the United States. Mr. Liu joined Trend Micro in 2002, and served as the president of the Asia Pacific region and then the general manager of global services business group, being responsible for the overall business operation in Asia Pacific region, R&D and Trend Micro's global enterprises cyber security outsourcing service planning. Mr. Liu joined Green and Associates in 2007 and has served as the general manager, focusing on strategic human resources consulting since then. Mr. Liu has rich experience in Hi-Tech marketing, business strategy planning and global corporation management. Mr. Liu used to act as adjunct professors at Soochow University in Taiwan and Peter F. Drucker Academy in Beijing.

Saved as disclosed, Mr. Liu did not hold any other positions in the Group, nor had he held any other directorship in any other listed public companies in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. Liu, Mr. Liu serves as an independent non-executive Director for three years with effect from 17 March 2014 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Liu'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, 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. Liu is not entitled to any other emoluments from the Company. Mr. Liu is not entitled to any bonus in respect of his role as a Director.

Mr. Liu did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

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

**Mr. YANG Jian (楊健)**, aged 37, an executive Director, and the Vice President and Chief Financial Officer of Kingdee Software (China) Co., Ltd ("Kingdee Software"), a wholly-owned subsidiary of the Company. Mr. Yang graduated from Guangdong University of Business Studies with a bachelor degree in economics in 1999 and obtained another bachelor degree in law from China University of Political Science and Law. After joining Kingdee Software in 2003, he has been engaged in the areas of Audit, Finance, Operation, IT, Administration Management. Mr. Yang has extensive experience in management and is a capable leader.

Saved as disclosed, Mr. Yang did not hold any other positions in the Group, nor had he held any other directorship in any other listed public companies in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. Yang, Mr. Yang serves as an executive Director for two years with effect from 20 March 2013 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. 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, 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. Yang is not entitled to any other emoluments from the Company. Mr. Yang is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. Yang was interested in 311,626 Shares and held share options to subscribe for 3,092,000 Shares, representing approximately 0.13% of the issued share capital of the Company. Mr. Yang did not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

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





**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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“Meeting”) of Kingdee International Software Group Company Limited (the “Company”) will be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, The People’s Republic of China (“P.R.C.”) on Thursday, 8 May 2014 at 9:30 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated accounts, the report of the directors of the Company (the “Directors”) and the report of the auditors of the Company for the year ended 31 December 2013;
2. (A) To re-elect Mr. Yang Jian as an executive Director;  
  
(B) To re-elect Mr. Gary Clark Biddle as an independent non-executive Director;  
  
(C) To re-elect Mr. Ho Ching-hua as an independent non-executive Director;  
and  
  
(D) To re-elect Mr. Liu Chia-Yung as an independent non-executive Director;
3. To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors;
4. To consider and approve the re-appointment of PricewaterhouseCoopers, the retiring auditor of the Company, as the auditors of the Company and to authorize the Board to fix their remuneration;

## NOTICE OF AGM

5. To consider and, if thought fit, to pass, with or without amendments, the following resolution No. 5 as ordinary resolutions of the Company:

(A) **“THAT**

- (i) subject to sub-paragraph (iii) of this resolution, pursuant to The Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares of the Company (the “Shares”) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;
- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

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(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

“Rights Issue” means the allotment, issue, or grant of Shares pursuant to an offer of Shares of the Company open for a period fixed by the Directors to holders of Shares in the Company 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 of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the company).”

(B) “THAT

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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(ii) the aggregate nominal amount of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) 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 applicable laws to be held; and

(c) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

(C) “**THAT** conditional upon ordinary resolutions No. 5(A) and 5(B) above being passed, the aggregate nominal amount of Shares of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to ordinary resolution No. 5(B) above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution No. 5(A) above.”

By order of the Board  
**KINGDEE INTERNATIONAL SOFTWARE  
GROUP COMPANY LIMITED**

**Xu Shao Chun**  
*Chairman*

Shenzhen, the P.R.C., 3 April 2014

**Registered Office:**

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

**Principal place of business in the P.R.C.:**

Kingdee Software Park  
No. 2 Kejinan 12 Road,  
South District  
High-Tech Industrial Park  
Nanshan District  
Shenzhen, Guangdong Province  
The P.R.C.

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*Notes:*

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Friday, 2 May 2014 to Thursday, 8 May 2014 (both days inclusive), during which period no transfer of Shares will be registered. 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 30 April 2014.

*As at the date of this notice, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer), Mr. Chen Deng Kun and Mr. Yang Jian as executive directors; Ms. Dong Ming Zhu as a non-executive director and Mr. Gary Clark Biddle, Mr. Ho Ching hua, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.*