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

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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.



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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)**

**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 Wednesday, 18 May 2022 at 9:30 a.m. is set out in this circular on pages 19 to 23. 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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.

**PRECAUTIONARY MEASURES FOR THE AGM**

Please see pages 1–2 of this circular for measures being taken to try to prevent and control the spread of the Novel Coronavirus at the AGM, including:

- **compulsory temperature checks and health declarations**
- **wearing of surgical face masks**
- **no distribution of corporate gifts and refreshments**

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company encourages attendees to wear face masks and reminds the Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing Novel Coronavirus (COVID-19) epidemic and recent requirements for the prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect the Shareholders, staff and other stakeholders from the risk of infection:

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names and contact details, and confirming that they have not travelled to, or to the best of their knowledge had not had any physical contact with any person who has recently travelled to, any affected countries or areas at any time in the preceding 14 days. Any person who does not comply with this requirement may be denied entry into the AGM venue or be required to leave the AGM venue;
- (iii) the Company requires attendees to wear surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats; and
- (iv) no refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy form is enclosed with this circular for the Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the "Announcement & Circulars" section of the Company's website at <https://investor.kingdee.com/announcements-circulars> and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of a proxy.

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## PRECAUTIONARY MEASURES FOR THE AGM

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If the Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the following ways:

### **Investor Relations Contact Information**

Address: Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park,  
Nanshan District, Shenzhen

Kingdee Software Park, 88 Chenhui Road, Pudong New Area, Shanghai

Email: Summer Gan, summer\_gan@kingdee.com

Yoriko Huang, yanni\_huang@kingdee.com

Rex Wu, rex\_wu@kingdee.com

If you have any questions relating to the AGM, please contact the Company's branch share registrar in Hong Kong via the following:

Computershare Hong Kong Investor Services Limited

Address: 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong

E-mail: hkinfo@computershare.com.hk

Telephone: + 852 2862 8555

Fax: + 852 2865 0990

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## DEFINITIONS

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*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 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, 18 May 2022 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HKD”	Hong Kong dollars, being the lawful currency of Hong Kong
“Latest Practicable Date”	6 April 2022, 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

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## DEFINITIONS

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“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Xu Shao Chun

Mr. Lin Bo

*Non-executive Directors:*

Ms. Dong Ming Zhu

Mr. Gary Clark Biddle

*Independent Non-executive Directors:*

Mr. Liu Chia Yung

Mr. Zhou Jun Xiang

Ms. Katherine Rong Xin

*Registered Office:*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*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:*

25A, United Centre

95 Queensway

Admiralty

Hong Kong

13 April 2022

*To the Shareholders*

Dear Sirs or Madams,

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

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## LETTER FROM THE BOARD

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### INTRODUCTION

At the AGM, the Shareholders will be asked to consider and approve: (i) the grant of general mandates to the Directors for each of the issue and repurchase of the securities of the Company up to 10%, of the total number of Shares in issue as at the date of passing such resolutions, and the extension of the general mandate to the Directors to issue securities to include the total number of Shares 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, and Directors who were appointed to fill a vacancy and are eligible to be re-elected.

The purpose of this circular is to provide you with details regarding each of the matters referred to above, and 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 21 May 2021, ordinary resolutions were passed for the grant of general mandates authorizing the Directors (i) to allot, issue and deal with the Shares not exceeding 20% of the total number of Shares in issue as at that date (“**Issue Mandate**”), and (ii) to repurchase the Shares on the Stock Exchange (“**Repurchase Mandate**”) not exceeding 10% of the total number of Shares in issue 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 10% (“**Proposed Issue Mandate**”) and to repurchase securities up to 10% (“**Proposed Repurchase Mandate**”), respectively, of the total number of Shares in issue as at the date of passing Resolutions 5(A) and 5(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 total number of Shares (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing the resolution) will be proposed at the AGM.

With regard to the proposed new general mandates, the Directors wish to state that they had 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 3,473,828,271 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 347,382,827 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.



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## LETTER FROM THE BOARD

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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 347,382,827 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 seven Directors, namely Mr. Xu Shao Chun, Mr. Lin Bo, Ms. Dong Ming Zhu, Mr. Gary Clark Biddle, Mr. Liu Chia Yung, Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin.

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.

The nomination committee of the Company (the “**Nomination Committee**”), having reviewed the Board’s composition, and noted that, pursuant to Article 116 of the Articles of Association and the prevailing nomination policy of the Company (the “**Nomination Policy**”), Mr. Lin Bo, Mr. Gary Clark Biddle and Mr. Liu Chia Yung are eligible for re-election, nominated Mr. Lin Bo, Mr. Gary Clark Biddle and Mr. Liu Chia Yung to the Board for it to recommend to Shareholders for re-election at the AGM. Additionally, Mr.

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## LETTER FROM THE BOARD

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Zhou Jun Xiang and Ms. Katherine Rong Xin who were appointed as independent non-executive Directors on 31 December 2021 shall hold office only until the AGM and shall also be eligible for re-election at the AGM. Mr. Liu Chia Yung and Ms. Katherine Rong Xin, who are members of the Nomination Committee, abstained from voting on the nomination when he/she was being considered. The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the “**Board Diversity Policy**”).

The Nomination Committee also took into account Mr. Gary Clark Biddle, Mr. Liu Chia Yung, Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin’s vast experience in strategic and business management and their contributions to the Board.

The Board accepted the nomination from the Nomination Committee and recommended Mr. Lin Bo, Mr. Gary Clark Biddle, Mr. Liu Chia Yung, Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin to stand for re-election by the Shareholders at the AGM. The Board considers that the re-election of each of them as a Director is in the best interest of the Company and the Shareholders as a whole. Each of them has indicated his/her willingness to offer him/herself for re-election at the AGM and abstained from the discussion and voting at the Board meeting regarding his/her re-election.

Brief biographical details of the Directors for re-election are set out in Appendix II to this circular.

Further information about the Board’s composition and diversity (including the Directors’ gender, age, length of services and skill matrix), Directors’ attendance record at Board/committee meetings, and the number of other public companies directorships held by Directors are disclosed in the Corporate Governance Report of the 2021 Annual Report of the Company.

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 the 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 Wednesday, 18 May 2022 at 9:30 a.m. The AGM Notice is set out on pages 19 to 23 of this circular.

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## LETTER FROM THE BOARD

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For the purpose of determining the list of Shareholders who are entitled to attend and vote at the AGM, the Register of Members will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022 (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 May 2022.

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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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.

### 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 total number of Shares in issue was 3,473,828,271. 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 347,382,827 Shares, representing 10% of total number of Shares in issue 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 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 2021) 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 and including the Latest Practicable Date:

	Price per Share	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
April 2021	27.35	23.00
May 2021	31.85	22.40
June 2021	32.15	25.20
July 2021	26.30	20.30
August 2021	28.65	21.60
September 2021	28.85	23.40
October 2021	29.20	24.65
November 2021	28.30	22.80
December 2021	25.75	20.90
January 2022	25.45	17.60
February 2022	20.65	17.56
March 2022	20.05	11.82
April 2022 (up to the Latest Practicable Date)	18.72	16.46

## 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 CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close 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 core 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 purpose 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 703,659,887 Shares, representing approximately 20.26% of the total number of Shares in issue and 22.51% of the total number of Shares in issue 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 not 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 also have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would result in the amount of Shares held by the public being reduced to less than 25% of the total number of Shares in issue.

### 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased the following Shares on the Stock Exchange during the six months period preceding the Latest Practicable Date.

Trading day	Number of Shares repurchased	Price per Share or Highest Price Paid <i>(HK\$)</i>	Lowest Price Paid <i>(HK\$)</i>
28 January 2022	2,500,000	19.10	18.76
8 February 2022	990,800	18.90	18.58
14 February 2022	1,150,000	19.26	19.02
	Total	<u>4,640,800</u>	

Those 4,640,800 Shares repurchased were cancelled in 28 February 2022.

**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.*

**Gary Clark Biddle** (白國禮), aged 70, was an independent non-executive Director since 28 September 2004, and has been re-designated as a non-executive Director since 31 December 2021. Mr. Biddle is a Professor of Financial Accounting at the University of Melbourne and visiting professor at Columbia University, the University of Hong Kong (“**HKU**”) and the London Business School. Mr. Biddle earned his MBA and PhD degrees at the University of Chicago. He previously served as a professor at the University of Chicago, the University of Washington, The Hong Kong University of Science and Technology (“**HKUST**”) and HKU, and as a visiting professor at the China Europe International Business School (China), Fudan University (China), the University of Glasgow (UK), the Institute for Management (IMD) (Switzerland) and the Skolkovo Business School (Russia). Regarding academic leadership, Mr. Biddle served as the Dean and Chair Professor at HKU, and as the Academic Dean, Department Head, Council member, Court member, Senate member and Chair Professor at HKUST. Professionally, he is a member of the American Institute of Certified Public Accountants (AICPA), Australian Institute of Company Directors, CPA Australia and the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). Mr. Biddle is a member of the American Accounting Association Executive Board, also serving as Vice-President and an Invited President-Elect Candidate, and a member of each of the Accounting Hall of Fame Selection Committee, the Financial Reporting Review Panel of the Financial Reporting Council of Hong Kong, the HKICPA Council, the Accreditation and Financial Reporting Standards Committees of HKICPA, and the Hong Kong Institute of Directors Training Committee; and as the President and co-founding Council Member of the Hong Kong Academic Accounting Association. Mr. Biddle is a leading expert in financial and management accounting, value creation, economic forecasting, corporate governance and performance metrics. Mr. Biddle is currently an independent non-executive director of Shui On Land Limited (a company listed on the Main Board of the Stock Exchange, stock code: 272).

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. Biddle 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; and (ii) Mr. Biddle did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. Biddle, Mr. Biddle serves as a non-executive Director for two years with effect from 31 December 2021 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Biddle is entitled to an annual Directors’ remuneration of HKD200,000 before tax, subject to annual review by the Board on recommendations of the remuneration committee of the Company (the “**Remuneration Committee**”), 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 1,230,000 Shares, representing approximately 0.04% of the total number of Shares in issue.

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.

**Katherine Rong Xin**, aged 58, is an independent non-executive Director who joined the Company in 2021. Ms. Katherine Rong Xin received a master's degree in applied linguistics from the Graduate University of Chinese Academy of Sciences (中國科學院研究生院) in July 1986, and a master's degree in business administration (MBA) from California State University in June 1991. She obtained a doctor's degree in business administration from the University of California in June 1995. Ms. Katherine Rong Xin has been a professor of management since September 2001 at the China Europe International Business School (中歐國際工商學院). She served as an assistant professor of management at the University of Southern California from September 1995 to August 1999. She served as an associate professor of management at HKUST from September 1999 to August 2001, and as a professor of management in the Faculty of IMD, Lausanne, Switzerland from August 2006 to December 2009. Ms. Katherine Rong Xin was awarded the Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for seven consecutive years from 2014 to 2020. Ms. Katherine Rong Xin is currently an independent non-executive director of each of Fosun Tourism Group (a company listed on the Main Board of the Stock Exchange, stock code: 1992) and EuroEyes International Eye Clinic Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1846).

Save as disclosed above, as at the Latest Practicable Date, (i) Ms. Katherine Rong Xin did not hold any other positions in the Group, nor had she 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; and (ii) Ms. Katherine Rong Xin did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Ms. Katherine Rong Xin, Ms. Katherine Rong Xin serves as an independent non-executive Director for two years with effect from 31 December 2021 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Ms. Katherine Rong Xin is entitled to an annual Directors' remuneration of HKD200,000 before tax, subject to annual review by the Board on recommendations of the Remuneration Committee, by reference to market rates, the positions she holds in the Board committees and her duties and responsibilities within the Group and her experience. Ms. Katherine Rong Xin is not entitled to any bonus in respect of her role as a Director.

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 Ms. Katherine Rong Xin as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**LIU Chia Yung (劉家雍)**, aged 63, is an independent non-executive Director, who joined the Company in 2014. Mr. LIU obtained a Master Degree of Business Administration from the University of Missouri in the United States of America. Mr. LIU joined Trend Micro Inc., a company listed on the Tokyo Stock Exchange (stock code: TYO-4704) 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 the Asia Pacific region, research and development, 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 has acted as the adjunct professor at the Soochow University in Taiwan and a visiting professor at the Peter F. Drucker Academy in Beijing. Mr. LIU has been an independent director of Opble Lighting Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603515), and an independent director of Nanjing Olo Home Furnishing Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 603326).

Save as disclosed above, as at the Latest Practicable Date, (i) 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; and (ii) Mr. LIU did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

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 two years with effect from 1 January 2021, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. LIU is entitled to an annual Directors' remuneration of HKD200,000 before tax, subject to annual review by the Board on recommendations of the Remuneration Committee, 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. LIU is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. LIU held 200,000 Shares, representing approximately 0.01% of the total number of Shares in issue.

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

**LIN Bo (林波)**, aged 49, is an executive Director, who joined the Company in 1997. Mr. LIN obtained a bachelor's degree of Computer Science from Xiamen University. He is currently the chief financial officer of the Company. Mr. LIN has served as the general manager of the Company in the Fujian Province Region, the general manager of the Operation Management Department and the director of the Strategic Development Department of the Group. Mr. LIN has extensive experience in strategic planning, marketing management and financial management. Mr. LIN has been awarded the "Top 10 CFO in China of the year 2018".

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. LIN 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; and (ii) Mr. LIN did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the terms of a service agreement entered into between the Company and Mr. LIN, Mr. LIN serves as an executive Director for two years with effect from 13 March 2022 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. LIN's 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 after tax subject to annual review by the Board on recommendations of the Remuneration Committee, 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. LIN is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. LIN was interested in 2,301,275 Shares, representing approximately 0.07% of the total number of Shares in issue.

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. LIN as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

**Mr. Zhou Jun Xiang** (周俊祥), aged 56, is an independent non-executive Director, who joined the Company in 2021. Mr. Zhou Jun Xiang obtained a bachelor's degree in computer science from Wuhan University in 1986 and a master's degree in accounting from the Chinese Academy of Fiscal Sciences of the Ministry of Finance in 1989. In addition, Mr. Zhou Jun Xiang obtained the certificates of each of Chinese Certified Public Accountant and Chinese Certified Asset Appraiser. Mr. Zhou Jun Xiang is a Senior Partner of the Dahua Certified Public Accountants (Special General Partnership), and served as a Partner of BDO China Shu Lun Pan Certified Public Accountants LLP from September 2011 to December 2019. Mr. Zhou Jun Xiang is also a member of each of the Expert Group and Review Committee of the Shenzhen Municipal Government Guidance Fund, the Shenzhen Municipal Government Stable Fund and Shenzhen Angel FOF. Mr. Zhou Jun Xiang is currently an independent director of each of Shenzhen Kingsun Science & Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300235), Suntak Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002815) and Shenzhen Institute of Building Research Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300675). Mr. Zhou Jun Xiang had also been an independent director of ShenZhen YUTO Packaging Technology Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code: 002831) from May 2013 to June 2020, and an independent director of Cedar Development Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002485) from September 2019 to June 2021.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. ZHOU 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; and (ii) Mr. ZHOU did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. ZHOU, Mr. ZHOU serves as a non-executive Director for two years with effect from 31 December 2021, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. ZHOU is entitled to an annual Directors' remuneration of RMB150,000 after tax, subject to annual review by the Board on recommendations of the Remuneration Committee, 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. ZHOU is not entitled to any bonus in respect of his role as a Director.

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. ZHOU as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**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 (the “**P.R.C.**”) on Wednesday, 18 May 2022 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 2021;
2.
  - (A) To re-elect Mr. Lin Bo as an executive Director;
  - (B) To re-elect Mr. Gary Clark Biddle as a non-executive Director;
  - (C) To re-elect Mr. Liu Chia Yung as an independent non-executive Director;
  - (D) To re-elect Mr. Zhou Jun Xiang as an independent non-executive Director;
  - (E) To re-elect Ms. Katherine Rong Xin 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 auditors of the Company, as the auditors of the Company and to authorize the Board to fix their remuneration; and

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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 total number of Shares 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 or any securities which are convertible into Shares or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 open for a period fixed by the Directors to holders of Shares on the register of members 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 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 Shares on the Stock Exchange or any other stock exchange on which the Shares 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;
- (ii) the total number of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the total number of Shares 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 total number of Shares 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 total number of Shares 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., 13 April 2022

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business in the P.R.C.:*

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



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) A Shareholder 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 Shareholder.
- (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof. If the proxy form so delivered is returned without an indication on how to vote, the proxy will have full discretion on whether or not he/she votes and if so how.
- (iii) Delivery of an instrument appointing a proxy should not preclude a Shareholder 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) For the purpose of determining the list of Shareholders who are entitled to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 13 May 2022 to Wednesday, 18 May 2022 (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 in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 12 May 2022.
- (v) If Shareholders have any particular access request or special needs for participating in the Meeting, please contact the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (telephone: +852 2862 8637).

*As at the date of this notice, 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. Gary Clark Biddle as non-executive Directors and Mr. Liu Chia Yung, Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin as independent non-executive Directors.*