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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;  
PROPOSED ADOPTION OF AMENDED AND RESTATED  
ARTICLES OF ASSOCIATION  
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, 16 May 2024 at 9:30 a.m. is set out in this circular on pages 18 to 22. 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adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to have been revoked.

19 April 2024

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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 Thursday, 16 May 2024 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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, the lawful currency of Hong Kong
“Latest Practicable Date”	12 April 2024, 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

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## DEFINITIONS

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“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“Nomination Policy”	the nomination policy of the Company
“PRC”	The People’s Republic of China
“Proposed Amendments”	the amendments proposed by the Board to be made to the existing Articles, details of which are set out in Appendix III to this circular
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“Remuneration Committee”	the remuneration committee of the Company
“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
“Shareholder(s)”	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. Zhou Jun Xiang  
Ms. Katherine Rong Xin  
Mr. Bo Lian Ming

*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  
The PRC

*Principal Place of Business in Hong Kong:*

25A, United Centre  
95 Queensway  
Admiralty  
Hong Kong

19 April 2024

*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  
PROPOSED ADOPTION OF AMENDED AND  
RESTATED ARTICLES**

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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; (ii) the re-election of Directors; and (iii) the proposed adoption of the amended and restated Articles.

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 18 May 2023, an ordinary resolution was passed for the grant of a general mandate (i) to allot, issue and deal with the Shares not exceeding 10% of the total number of Shares in issue as at that date; and (ii) to repurchase the Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at that date and such mandate will expire at the conclusion of the AGM.

At the AGM, approval will be sought from Shareholders as follows:

- (i) new general mandate to allot, issue and deal with the securities of the Company up to 10% (“**Proposed Issue Mandate**”) of the total number of Shares in issue as at the date of passing Resolution 5(A) of the AGM Notice and any Shares to be allotted or issued pursuant to such general mandate shall not be at a discount of more than 10% to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules) of such Shares; and
- (ii) new general mandate to repurchase securities of the Company up to 10% (“**Proposed Repurchase Mandate**”) of the total number of Shares in issue as at the date of passing Resolution 5(B) of the AGM Notice.

As at the Latest Practicable Date, the Company had 3,593,715,271 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 359,371,527 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. With regard to the Proposed Issue Mandate, the Directors wish to state that they had no immediate plans to issue any securities of the Company pursuant to such mandate as at the Latest Practicable Date.

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 359,371,527 Shares.

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## LETTER FROM THE BOARD

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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 resolutions 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 was consisted of seven Directors, namely Mr. Xu Shao Chun, Mr. Lin Bo, Ms. Dong Ming Zhu, Mr. Gary Clark Biddle, Mr. Zhou Jun Xiang, Ms. Katherine Rong Xin and Mr. Bo Lian Ming.

According to Article 116 of the Articles, 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, having reviewed the Board's composition, and noted that, pursuant to Article 116 of the Articles and the prevailing Nomination Policy, Mr. Lin Bo, Mr. Gary Clark Biddle and Ms. Katherine Rong Xin are eligible for re-election, nominated the three Directors to the Board for it to recommend to the Shareholders for re-election at the AGM. Ms. Katherine Rong Xin, who is a member of the Nomination Committee, had abstained from voting on the nomination when she was being considered. The nominations were made in accordance with the Nomination Policy and took into account the diversity aspects (including but not limited to 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.

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## LETTER FROM THE BOARD

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The Company has also received the independence confirmations from Ms. Katherine Rong Xin as an independent non-executive Director pursuant to Rule 3.13 of the Listing Rules and was satisfied with her independence. In view of the above, the Board believes the above independent non-executive Director is independent.

The Nomination Committee also took into account Mr. Lin Bo, Mr. Gary Clark Biddle and Ms. Katherine Rong Xin's vast experience in strategic and business management and their contributions to the Board.

The Board accepted the nominations from the Nomination Committee and recommended Mr. Lin Bo, Mr. Gary Clark Biddle 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 interests 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 own re-election.

The biographical details of the Directors set 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 directorships held by Directors in other public companies are disclosed in the Corporate Governance Report of the 2023 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, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

### **PROPOSED ADOPTION OF AMENDED AND RESTATED ARTICLES**

Following the Consultation Conclusions on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in June 2023, the Listing Rules have been amended with effect from 31 December 2023 such that, among others, the distribution of any "corporate communication" (as defined under the Listing Rules) must, to the extent permitted under all applicable laws and regulations, be satisfied by the listed issuer by (i) sending or otherwise making available the corporate communication to the relevant holders of its securities using electronic means or (ii) making the corporate communication available on its website and the Stock Exchange's website. Listed issuers must make any necessary amendments to their constitutional documents no later than the first annual general meeting following 31 December 2023 to facilitate their compliance with such requirements. In view of the above, the Board proposes to make certain amendments to the Articles to ensure that the Articles comply with the latest requirements of the Listing Rules regarding the electronic dissemination of corporate communications by listed issuers.

Notwithstanding the foregoing, the Company will make available corporate communications in printed form free of charge to the Shareholder promptly upon the request of that Shareholder and will disclose, on the website of the Company, the relevant arrangements for Shareholders to request corporate communications in printed form.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.



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## LETTER FROM THE BOARD

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The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not contravene or violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual with the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The adoption of the amended and restated Articles incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Articles are subject to the Shareholders' approval by way of a special resolution at the AGM.

### **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, 16 May 2024 at 9:30 a.m. The AGM Notice is set out on pages 18 to 22 of this circular.

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 Thursday, 9 May 2024 to Thursday, 16 May 2024 (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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 8 May 2024.

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 and in such event, the form of proxy previously submitted shall be deemed to have been revoked.

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 all the proposed resolutions 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 those 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. Neither the explanatory statement nor the Proposed Repurchase Mandate has any unusual features.*

### **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 3,593,715,271. 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 359,371,527 Shares, representing 10% of the 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 a 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 as a whole. 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 the Articles, 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 2023) 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 the 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 2023	13.90	11.12
May 2023	12.38	10.14
June 2023	12.04	10.06
July 2023	14.66	10.28
August 2023	14.34	11.46
September 2023	12.42	9.25
October 2023	10.78	8.84
November 2023	12.88	10.26
December 2023	11.48	9.98
January 2024	11.68	7.40
February 2024	8.72	7.22
March 2024	10.08	7.95
April 2024 (up to and including the Latest Practicable Date)	9.17	8.07

**6. GENERAL**

The Directors should exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

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.

**7. 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 a 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.

To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will not result in any person 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.

## 8. 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 (HK\$)	Lowest Price Paid (HK\$)
8 January 2024	1,839,000	10.08	10.02
9 January 2024	500,000	10.02	10.02
10 January 2024	1,287,000	10.02	9.83
17 January 2024	942,000	9.90	9.70
18 January 2024	3,000,000	9.60	9.46
19 January 2024	745,000	9.43	9.35
22 January 2024	12,000,000	9.00	8.38
23 January 2024	100,000	9.05	9.05
25 January 2024	100,000	9.20	9.20
26 January 2024	2,220,000	8.85	8.76
29 January 2024	1,907,000	8.63	8.54
30 January 2024	1,200,000	8.20	8.08
31 January 2024	3,300,000	7.90	7.50
2 February 2024	200,000	7.60	7.60
5 February 2024	4,378,000	7.63	7.33
7 February 2024	3,077,000	7.91	7.74
9 February 2024	1,900,000	7.70	7.55
28 March 2024	1,700,000	8.91	8.80
3 April 2024	100,000	8.90	8.89
11 April 2024	100,000	8.20	8.20
<b>Total</b>	<b>40,595,000</b>		

Out of 40,595,000 Shares repurchased, 38,695,000 Shares repurchased were cancelled in February 2024

**BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION**

*The 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 72, has been an independent non-executive Director since 2004, and has been re-designated as a non-executive Director since 31 December 2021. Mr. BIDDLE is the Professor of Financial Accounting at the University of Melbourne and visiting professor at Columbia University, the University of Hong Kong (“HKU”) and London Business School. Mr. BIDDLE earned his MBA and PhD degrees at University of Chicago. He previously served as a professor at University of Chicago, University of Washington, The Hong Kong University of Science and Technology (“HKUST”) and HKU, and as a visiting professor at China Europe International Business School (China) (中歐國際工商學院), Fudan University (China), University of Glasgow (UK), Institute for Management (IMD) (Switzerland) and 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 Hong Kong Institute of Certified Public Accountants (“HKICPA”). Mr. BIDDLE is a member of the American Accounting Association Executive Board, and as a Vice-President and Invited President-Elect Candidate, and a member of each of the Accounting Hall of Fame Selection Committee, Financial Reporting Review Panel of the Financial Reporting Council of Hong Kong, HKICPA Council, Accreditation and Financial Reporting Standards Committees of HKICPA, and 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, Mr. BIDDLE did not (i) 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 or other major appointments or professional qualifications; and (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the 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 30 December 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. BIDDLE is entitled to an annual Director’s remuneration of HKD200,000 before tax, subject to annual review by the Board on recommendations of the Remuneration Committee, with 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. BIDDLE is not entitled to any other emoluments from the Company.

As at the Latest Practicable Date, Mr. BIDDLE held 1,230,000 Shares, representing approximately 0.03% 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 60, has been an independent non-executive Director since 31 December 2021. Ms. 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 the California State University in June 1991. She obtained a doctor's degree in business administration from the University of California in June 1995. Ms. 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. XIN was awarded the Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for nine consecutive years from 2014 to 2024. Ms. XIN is currently an independent director of Contemporary Amperex Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300750), and 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), EuroEyes International Eye Clinic Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1846) and Landsea Green Life Service Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1965).

Save as disclosed above, as at the Latest Practicable Date, Ms. XIN did not (i) 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 or other major appointment or professional qualifications; (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; (iii) have any interest in the shares, underlying shares and debentures of the Company and/or its associated companies (within the meaning of Part XV of the SFO).

Pursuant to the terms of a letter of appointment entered into between the Company and Ms. XIN, Ms. XIN serves as an independent non-executive Director for two years with effect from 30 December 2023 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Ms. XIN is entitled to an annual Director's remuneration of HKD200,000 before tax, subject to annual review by the Board on recommendations of the Remuneration Committee, with reference to market rates, the positions she holds in the Board committees and her duties and responsibilities within the Group and her experience. Save as disclosed above, Ms. XIN 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 Ms. XIN 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 50, has been an executive Director since 2016. Mr. LIN obtained a bachelor's degree of Computer Science from the Xiamen University. He is currently the chief financial officer of the Company. After joining the Company in 1997, 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 experiences 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, Mr. LIN did not (i) 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 or other major appointments or professional qualifications; and (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Pursuant to the letter of appointment entered into between the Company and Mr. LIN, Mr. LIN serves as an executive Director for two years with effect from 12 March 2024, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. LIN is entitled to an annual Director's remuneration of RMB150,000 after tax, subject to annual review by the Board on recommendations of the Remuneration Committee, with 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 an executive Director.

As at the Latest Practicable Date, Mr. LIN was deemed to be interested in 2,053,265 Shares, representing approximately 0.06% 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.



*The following set out details of the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles.*

**ARTICLES**

**Specific amendments**

**Article No. Proposed Amendments (showing changes to the existing Articles)**

120 No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the ~~despatch~~ publication of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

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- (c) To the extent permitted by and subject to due compliance with these Articles, the Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors’ report and the Auditors’ report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete ~~printed~~ copy of the Company’s annual accounts, together with the Directors’ report and the Auditors’ report thereon.

- (d) The requirement to send to a person referred to in Article 163(b) the documents referred to in that article or a summary financial report in accordance with Article 163(c) shall be deemed satisfied where, in accordance with the Act and all applicable rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 163(b) and, if applicable, a summary financial report complying with Article 163(c), on the Company’s website or in any other permitted manner (including by sending any form of electronic communication).
- 167 (a) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules and any other applicable rules and regulations, any such notice and document may be given or issued by the following means:
- (i) by serving it personally on the relevant person;
  - (ii) by sending it through the post in a prepaid envelope addressed to such member of the Company at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
  - (iii) by delivering or leaving it at such address as aforesaid;
  - (iv) by published in the newspapers or other publication and where applicable, in accordance with the requirements of the Exchange;
  - (v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide to the Company;
  - (vi) by publishing it on the Company’s website or the website of the Exchange; or
  - (vii) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations.

- (a) ~~Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices or documents shall be given to that holder for the time being whose name stands first in the register and notice or document so given shall be deemed a sufficient notice~~service on or delivery to all the joint holders.

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Every member or a person who is entitled to receive notice from the Company under the provisions of the Act, the Listing Rules, any other applicable rules and regulations and these Articles may register with the Company an electronic address to which notices can be served upon him. A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article 168 shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong.

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Any notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice, document or publication placed on either the Company's website or the website of the Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery or despatch or transmission a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) if published as an advertisement in the newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

~~Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.~~

~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~

~~Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~

~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

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~~A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member in any manner permitted under these Articles by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled; or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.~~

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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 “**PRC**”) on Thursday, 16 May 2024 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 2023;
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 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 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 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); or (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 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;
- (iv) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) pursuant to the authority sets out in this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of such Shares; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(v) for the purpose of this resolution:

“**Benchmarked Price**” means the price which is the higher of:

- (a) the closing price of the Shares as quoted on the Stock Exchange on the date of the agreement involving the proposed issue of Shares; and
- (b) the average closing price as quoted on the Stock Exchange of the Shares for the five trading days immediately preceding the earliest of:
  - (i) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares;
  - (ii) the date of the agreement involving the relevant proposed issue of Shares; and
  - (iii) the date on which the price of the Shares that are proposed to be issued is fixed.

“**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 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).”



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## NOTICE OF ANNUAL GENERAL MEETING

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(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
- (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.”

### SPECIAL RESOLUTION

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution, as a special resolution of the Company:

**“THAT**

the existing amended and restated articles of association of the Company be amended in the manner as set out in the circular of the Company dated 19 April 2024 (the **“Circular”**), the new amended and restated articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the

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## NOTICE OF ANNUAL GENERAL MEETING

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existing amended and restated articles of association of the Company with immediate effect after the close of the meeting and that any one of the Directors be and is hereby authorized to do all things necessary to implement the adoption of the new amended and restated articles of association of the Company.”

By order of the Board  
**KINGDEE INTERNATIONAL SOFTWARE GROUP  
COMPANY LIMITED**  
**Xu Shao Chun**  
*Chairman*

Shenzhen, the PRC, 19 April 2024

**Registered Office:**

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

**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  
The PRC

*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 Thursday, 9 May 2024 to Thursday, 16 May 2024 (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 Shops 1712-1716, 17th Floor., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 8 May 2024.
- (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. Zhou Jun Xiang, Ms. Katherine Rong Xin and Mr. Bo Lian Ming as independent non-executive Directors.*