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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)

Terms of Reference and Modus Operandi For Nomination Committee

The board (the “Board”) of directors of Kingdee International Software Group Company Limited (the “Company”) has established a committee known as the nomination committee (the “Committee”), on 12 December 2005. The amended terms of reference and modus operandi for the Committee which are approved and adopted at the Board meeting on 21 March 2019 pursuant to a resolution passed by the Board are as follows.

• Membership

1. The Committee shall consist of three directors; a majority of them should be independent non-executive directors.
2. The members of the Committee shall be nominated by the chairman of the Board or a majority of independent non-executive directors or one-third of all directors, and should be elected by the Board.
3. The chairperson of the Committee shall be the chairman of the Board or an independent non-executive director and should be elected with not less than two-thirds votes of members of the Committee.
4. The secretary of the Committee shall be the Board secretary of the Company appointed by the chairperson of the Committee (the “Committee Secretary”).

• Frequency and Proceedings of Meetings

5. Meetings of the Committee shall be held at least once a year.
6. The quorum for a meeting of the Committee shall be two members of the Committee.
7. Resolutions of the Committee shall be passed with a majority of votes of members of the Committee.

- **Authority**

8. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The relevant expenses should be borne by the Company.

9. The Committee is to be provided with sufficient resources to discharge its duties.

- **Duties**

10. The Committee shall:

(1) formulate nomination policy for the identification, selection and nomination of candidates for the role of directors for the Board's consideration and implement and review the Board's approved nomination policy;

(2) formulate, review and update, as appropriate, the diversity policy for the Board's approval having due regard to the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, review and update the objectives that the Board has set for implementing such policy, and monitor the progress made;

(3) review the structure, size, composition and the balance of skills, knowledge, experience, length of service and diversity (including as to gender and ethnicity) of the Board and other factors which may be relevant to its effectiveness at least annually;

(4) identify individuals suitably qualified to become directors, and to select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard to the Board's diversity policy and composition profile requirements and ensuring that such individuals will be considered on merit and against objective criteria and have the time and ability to contribute to the Board;

(5) make recommendations to the Board with regard to its composition profile including, where appropriate, preparing a description of the capabilities required for any particular appointment and on any proposed changes to the Board to implement the Company's corporate objectives and strategy;

(6) assess the independence of the independent non-executive directors including any conflict which a director may have with the interests of the Group and review the independent non-executive directors' annual confirmations on their independence; and make disclosure of its review results in the corporate governance report in the annual report of the Company; and

(7) review annually the time commitment required from a director (especially independent non-executive director) to perform his or her responsibilities;

(8) give full consideration and make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors and review such plan periodically;

(9) develop the procedures for the performance evaluation of the Board and the committees of the Board, evaluate the performance of the Committee following such procedure and review these terms of reference to ensure that the Committee is operating at its maximum effectiveness;

(10) recommend candidates to the Board to fill vacancies or new positions on the committees of the Board as necessary or desirable; and

(11) review the feedback in relation to the role and effectiveness of the committees of the Board arising from the evaluation of the Board and/or any committees of the Board and make recommendations of any changes.

- **Reporting Procedures**

11. After each meeting of the Committee, the Committee shall report timely in writing to the Board on its findings and recommendations on the directors and senior management of the Company.

- **Other Procedures**

12. The chairperson of the Committee, in consultation with the Committee Secretary, shall be primarily responsible for drawing up and approving the agenda of each Committee meeting. The chairperson of the Committee, with the assistance of the Board Secretary, shall ensure that all members of the Committee shall have sufficient information in a timely manner. The Committee Secretary shall record minutes of all duly constituted meetings of the Committee, and shall circulate the draft of the minutes and reports of the Committee to all members of the Committee for comments and records within a reasonable time after each meeting. The final versions of the minutes of meetings shall be kept by the Committee Secretary.

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

Shenzhen, the People's Republic of China, 21 March 2019

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