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**KINGDEE INTERNATIONAL SOFTWARE GROUP COMPANY  
LIMITED**

**金蝶國際軟件集團有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 268)**

**CHANGE OF DIRECTORS  
AND  
COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from the conclusion of the Board meeting convened on 31 December 2021:

1. Mr. Zhou Bo Wen has resigned as a non-executive Director;
2. Mr. Ni Zheng Dong has resigned as an independent non-executive Director, and ceased to be a member of each of the Audit Committee and the Remuneration Committee;
3. Mr. Zhou Jun Xiang has been appointed as an independent non-executive Director, and the chairman of the Audit Committee and a member of the Corporate Governance and Strategy Committee;
4. Ms. Katherine Rong Xin has been appointed as an independent non-executive Director, and a member of each of the Remuneration Committee and the Nomination Committee;
5. Mr. Gary Clark Biddle has been re-designated as a non-executive Director from an independent non-executive Director, ceased to be the chairman but remains as a member of the Audit Committee, and ceased to be a member of the Nomination Committee; and
6. Mr. Lin Bo has been appointed as a member of the Corporate Governance and Strategy Committee.

**(1) RESIGNATION OF DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Kingdee International Software Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) hereby

announces that Mr. Zhou Bo Wen (周博文) has resigned as a non-executive Director, and Mr. Ni Zheng Dong (倪正東) has resigned as an independent non-executive Director and ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the remuneration committee (the “**Remuneration Committee**”) of the Board, with effect from the conclusion of the Board meeting convened on 31 December 2021 due to their other work commitments.

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

## **(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

From the conclusion of the Board meeting convened on 31 December 2021, Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin have been appointed as independent non-executive Directors. Their biographical details are as follows:

**Mr. Zhou Jun Xiang** (周俊祥), aged 56, 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 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 Expert Group and Review Committee of Shenzhen Municipal Government Guidance Fund, 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 date of this announcement, Mr. Zhou Jun Xiang has not held any directorship in any other listed public companies in Hong Kong or other places in the last three years.

Mr. Zhou Jun Xiang has entered into an appointment letter with the Company for a period of two years with effect from 31 December 2021. Pursuant to Article 99 of the Articles of Association of the Company, Mr. Zhou Jun Xiang shall only hold office until the next general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Zhou Jun Xiang will be entitled to an annual Director's remuneration of RMB150,000 after tax which is determined by the Board based on the recommendations by the Remuneration Committee with reference to market rates, the position he holds in the Board committee, his duties and responsibilities within the Group and his experience, and will be subject to annual review. Save as disclosed above, Mr. Zhou Jun Xiang is not entitled to any other emoluments from the Company.

As at the date of this announcement, Mr. Zhou Jun Xiang does not (i) have any interest in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”); (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)); and (iii) hold any other positions within the Group.

Save as disclosed above, as at the date of this announcement, Mr. Zhou Jun Xiang confirms that there is no other matter relating to his appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

**Ms. Katherine Rong Xin**, aged 58, she 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. 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 The Hong Kong University of Science and Technology 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 date of this announcement, Ms. Katherine Rong Xin has not held any directorship in any other listed public companies in Hong Kong or other places in the last three years.

Ms. Katherine Rong Xin has entered into an appointment letter with the Company for a period of two years with effect from 31 December 2021. Pursuant to Article 99 of the Articles of Association of the Company, Ms. Katherine Rong Xin shall only hold office until the next general meeting of the Company and shall then be eligible for re-election at that meeting. Ms. Katherine Rong Xin will be entitled to an annual Director's remuneration of HKD200,000 before tax which is determined by the Board based on the recommendations by the Remuneration Committee with reference to market rates, the position she holds in the Board committee, her duties and responsibilities within the Group and her experience, and will be subject to annual review. Save as disclosed above, Ms. Katherine Rong Xin is not entitled to any other emoluments from the Company.

As at the date of this announcement, Ms. Katherine Rong Xin does not (i) have any interest in the securities of the Company within the meaning of Part XV of the SFO; (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the Listing Rules)); and (iii) hold any other positions within the Group.

Save as disclosed above, as at the date of this announcement, Ms. Katherine Rong Xin confirms that there is no other matter relating to her appointment that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Each of Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin has confirmed that he/she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

### **(3) RE-DESIGNATION OF DIRECTOR**

From the conclusion of the Board meeting convened on 31 December 2021, Mr. Gary Clark

Biddle (“**Mr. Biddle**”) has been re-designated as a non-executive Director from an independent non-executive Director, ceased to be the chairman of the Audit Committee and a member of the nomination committee of the Board (the “**Nomination Committee**”), but will continue to serve as a member of the Audit Committee. The biographical details of Mr. Biddle are as follows:

**Gary Clark Biddle** (白國禮), aged 70, is Professor of Financial Accounting at the University of Melbourne and visiting professor at Columbia University, 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), 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 date of this announcement, Mr. Biddle has not held any directorship in any other listed public companies in Hong Kong or other places in the last three years.

In order to further promote a good corporate governance model and enhance the independence of the Board, Mr. Biddle was re-designated as a non-executive Director and a member of the Audit Committee. Mr. Biddle has entered into an appointment letter with the Company for a period of two years with effect from 31 December 2021. Mr. Biddle will be entitled to an annual Director’s remuneration of HKD200,000 before tax which is determined by the Board based on the

recommendations by the Remuneration Committee with reference to market rates, the position he holds in the Board committee, his duties and responsibilities within the Group and his experience, and will be subject to annual review. Save as disclosed above, Mr. Biddle is not entitled to any other emoluments from the Company.

As at the date of this announcement, Mr. Biddle (i) holds 1,183,000 shares of the Company (the “**Shares**”), representing approximately 0.03% of the total number of Shares in issue; (ii) has no relationship with the Directors, senior management, substantial Shareholders or controlling Shareholders of the Company (within the meaning of the Listing Rules); and (iii) holds no other positions within the Group.

Save as disclosed above, as at the date of this announcement, Mr. Biddle confirms that there is no other matter relating to his re-designation that needs to be brought to the attention of the Shareholders, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

#### **(4) CHANGE OF COMPOSITION OF THE BOARD COMMITTEES**

From the conclusion of the Board meeting convened on 31 December 2021,

- a) Mr. Ni Zheng Dong ceased to be a member of each of the Audit Committee and the Remuneration Committee;
- b) Mr. Zhou Jun Xiang has been appointed as the chairman of the Audit Committee and a member of the corporate governance and strategy committee of the Board (the “**Corporate Governance and Strategy Committee**”);
- c) Ms. Katherine Rong Xin has been appointed as a member of each of the Remuneration Committee and the Nomination Committee;
- d) Mr. Biddle ceased to be the chairman but remains as a member of the Audit Committee, and ceased to be a member of the Nomination Committee; and
- e) Mr. Lin Bo has been appointed as a member of the Corporate Governance and Strategy Committee.

The Board would like to take this opportunity to express its appreciation to Mr. Zhou Bo Wen and Mr. Ni Zheng Dong for their valuable contributions to the Group during their tenures in office, and welcome Mr. Zhou Jun Xiang and Ms. Katherine Rong Xin for joining the Board.

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

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

Shenzhen, the People's Republic of China, 31 December 2021

*As at the time of issue of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Lin Bo (Chief Financial Officer) as executive Directors; Ms. Dong Ming Zhu and Mr. 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.*