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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**

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, 22 May 2025 at 9:30 a.m. is set out in this circular on pages 15 to 19. Whether or not you intend to attend the AGM, you are requested to complete the 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adjournment thereof if you so wish and in such event, the form of proxy previously submitted shall be deemed to have been revoked.

23 April 2025

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DEFINITIONS

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, 22 May 2025 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM
“Articles”	the memorandum and 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”	14 April 2025, being the latest practicable date prior to the publication of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“Nomination Policy”	the nomination policy of the Company
“PRC”	The People’s Republic of China
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“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 Award Schemes”	collectively, (i) the share award scheme adopted on 4 December 2015, and (ii) the share award scheme adopted on 21 January 2025 by the Company
“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
“Treasury Shares”	Shares repurchased and held by the Company in treasury, as authorized by the laws of the Cayman Islands and the Articles

LETTER FROM THE BOARD



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

(Chairman of the Board and Chief Executive Officer)

Mr. Lin Bo *(Chief Financial Officer)*

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

23 April 2025

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**

LETTER FROM THE BOARD

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; and (ii) the re-election of Directors.

The purpose of this circular is to provide you with details regarding each of the matters referred to above, 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 16 May 2024, 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 the Shareholders as follows:

- (i) new general mandate to allot, issue and deal with the securities of the Company, or sell or transfer of Treasury Shares up to 10% (the “**Proposed Issue Mandate**”) of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing Resolution 5(A) of the AGM Notice and any Shares to be allotted or issued or Treasury Shares to be sold or transferred 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% (the “**Proposed Repurchase Mandate**”) of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing Resolution 5(B) of the AGM Notice.

As at the Latest Practicable Date, the Company had 3,549,108,771 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 354,910,877 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.

LETTER FROM THE BOARD

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 354,910,877 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 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 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.

LETTER FROM THE BOARD

The Nomination Committee, having reviewed the Board's composition and pursuant to Article 116 of the Articles and the prevailing Nomination Policy, is of the view that Mr. Xu Shao Chun, Ms. Dong Ming Zhu and Mr. Zhou Jun Xiang 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. Mr. Xu Shao Chun, who was the chairman of the Nomination Committee, had abstained from voting on the nomination when he 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.

The Company has also received the independence confirmation from Mr. Zhou Jun Xiang pursuant to Rule 3.13 of the Listing Rules and was satisfied with his 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. Xu Shao Chun, Ms. Dong Ming Zhu and Mr. Zhou Jun Xiang'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. Xu Shao Chun, Ms. Dong Ming Zhu and Mr. Zhou Jun Xiang 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 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), the Directors' attendance record at the Board/committee meetings, and the number of directorships held by the Directors in other public companies are disclosed in the Corporate Governance Report of the 2024 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.

LETTER FROM THE BOARD

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, 22 May 2025 at 9:30 a.m. The AGM Notice is set out on pages 15 to 19 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 Friday, 16 May 2025 to Thursday, 22 May 2025 (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 Thursday, 15 May 2025.

Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the 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.

Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested Shares of the Share Award Schemes, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As at the Latest Practicable Date, the number of unvested Shares held by the trustee of the Share Award Schemes was 12,661,064. Save for those unvested Shares held by the trustee of the Share Award Schemes, there is no Shareholder who has any material interest in the resolutions proposed at the AGM, therefore none of the Shareholders is required to abstain from voting on the resolutions.

LETTER FROM THE BOARD

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 the 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 3,549,108,771. 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 354,910,877 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares) 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 (the “**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 as a whole.

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 Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and the capital management needs at the relevant time of the repurchases.

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 2024) 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	Lowest
	<i>HKD</i>	<i>HKD</i>
April 2024	9.17	6.93
May 2024	9.82	8.00
June 2024	8.48	7.27
July 2024	7.96	5.62
August 2024	6.35	5.45
September 2024	9.08	5.26
October 2024	11.40	8.01
November 2024	9.57	7.90
December 2024	10.74	8.50
January 2025	10.54	7.64
February 2025	15.46	10.02
March 2025	17.76	12.42
April 2025 (up to and including the Latest Practicable Date)	13.74	10.06

6. GENERAL

The Directors should exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, 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\$)
2 January 2025	167,000	8.08	8.08
3 January 2025	1,192,000	8.08	7.99
6 January 2025	1,500,000	8.00	7.89
8 January 2025	1,000,000	7.80	7.79
10 January 2025	700,000	7.91	7.80
13 January 2025	500,000	7.75	7.75
Total	5,059,000		

Those 5,059,000 Shares repurchased were cancelled in February 2025.

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

DONG Ming Zhu (董明珠), aged 70, has been a non-executive Director since 2012. Ms. DONG obtained a master's degree in business administration from the Zhongnan University of Economics and Law. She is now the chairman of the board and President of Gree Electric Appliances, Inc. of Zhuhai (a company listed on the Shenzhen Stock Exchange, stock code: 000651). Ms. DONG had been elected as a member of each of the 10th, 11th, 12th, 13th and 14th National People's Congress, a member of the 10th, 11th, 12th and 13th Executive Committee of All-China Women's Federation, a member of the 13th Five-Year Plan Expert Committee of the National Development and Reform Commission, a member of the Advisory Committee of the All-China Federation of Industry and Commerce, a United Nations Ambassador for Sustainable Urban Development, the first rotating chairperson of the UNDP Commission on Sustainable Development, and Chairperson of the ISO/TC86/SC4. Ms. DONG has solid experience in marketing and the management of household appliances, and the Regional Sales Model that she developed has been commended as an "Excellent Achievement of Modernizing Enterprises' Management of Guangdong Province". Ms. DONG has been dedicated to creating local Chinese brands and was awarded the "National Model Worker", "National May 1 Labor Medal", "National March 8th Red Banner Pacesetter", China Patent Gold Award, the Third China Quality Award, Liu Yuanzhang Quality Technology Contribution Award, Fudan University Outstanding Contribution to Enterprise Management Award, "Top 10 Management Innovation Leaders Practitioners" of Tsinghua Business Review in 2018, "China Outstanding Individual for Quality (National Individual Quality Award)", Nomination Award for the 4th China Quality Award, Outstanding Contribution Award of China Standard Innovation Contribution Award, and other honors and titles, and has been selected by CCTV as "Economic Personality of the Year" three times.

Save as disclosed above, as at the Latest Practicable Date, Ms. DONG 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; and (ii) 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. DONG, Ms. DONG serves as a non-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. Ms. DONG 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 she holds in the Board committees and her duties and responsibilities within the Group and her experience. Save as disclosed above, Ms. DONG is not entitled to any other emoluments from the Company.

As at the Latest Practicable Date, Ms. DONG held 280,000 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 Ms. DONG as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

XU Shao Chun (徐少春), aged 61, is the founder of the Group, chairman of the Board, chief executive officer and the Government Special Allowance Expert awarded by the State Council. Mr. XU graduated from the Southeast University in Computer Science and obtained a master of accounting from the Research Institute for Fiscal Science, Ministry of Finance (now known as the Chinese Academy of Fiscal Sciences) and an Executive Master of Business Administration (EMBA) from China Europe International Business School (中歐國際工商學院). Mr. XU is the President of the Shenzhen Accounting Association. He has served as a member of each of the Ninth and Tenth Central Committee of the China National Democratic Construction Association, a director of the China Siyuan Foundation for Poverty Alleviation, the vice president of the China Software Industry Association. By virtue of his profound understanding of corporate strategy and operational management, forward-looking technological sense and keen insight on the development trends of the global software industry, Mr. XU had been actively promoting the objective of “Enable the Chinese management model to rise in the world”, and is committed to leading the Group to become the world’s leading enterprise management cloud SaaS company. Owing to his outstanding achievements in the implementation of this undertaking, Mr. XU was the subject of numerous awards. He has been awarded the Special Contribution Award of the “Management Science Award” of the 9th China Management Science Society, “Entrepreneur of the Year 2023”, “China Software Industry Meritorious Person Award”, the “World Indigenous Entrepreneur Award of the United Nations”, “10 Outstanding Entrepreneur Award”, “Outstanding Leader of China’s Information Industry”, “30 Effective People who Contributed to the Success of Shenzhen’s 3 Decades of Reform and Opening”, “Meritorious Shenzhen Business Leaders who Contributed to the Success of Shenzhen’s 4 Decades of Reform and Opening”, “Shenzhen Science and Technology Innovation Mayor’s Award” and “ACCA Outstanding Achievement Award”. Mr. XU was an independent non-executive director of Zero2IPO Holdings Inc. (a company listed on the main board of the Stock Exchange, stock code: 1945) from December 2020 to June 2022.

Save as disclosed above, as at the Latest Practicable Date, Mr. XU 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 appointment or professional qualifications; and (ii) 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. XU, Mr. XU serves as an executive Director for two years with effect from 1 January 2025, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. XU 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. XU is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. XU was deemed to be interested in an aggregate of 703,254,499 Shares, representing approximately 19.81% 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. XU as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

ZHOU Jun Xiang (周俊祥), aged 59, has been an independent non-executive Director since 31 December 2021. Mr. ZHOU 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 obtained the certificates of each of Chinese Certified Public Accountant and Chinese Certified Asset Appraiser. Mr. ZHOU is a managing partner of Beijing Dehao International Certified Public Accountants (Limited Liability Partnership), and served as a partner of Dahua Certified Public Accountants (Special General Partnership) and BDO China Shu Lun Pan Certified Public Accountants LLP. Mr. ZHOU is also a member of each of the Expert Group and Review Committee of Shenzhen Municipal Government Guidance Fund, Shenzhen Municipal Government Stable Fund and Shenzhen Angel FOF. Mr. ZHOU is currently an independent director of each of Suntak Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002815), Shenzhen Institute of Building Research Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300675) and Shenzhen Kaifa Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000021). In addition, Mr. ZHOU was an independent director of Shenzhen Fangzhi Science & Technology Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300235) from September 2018 to April 2023.

Save as disclosed above, as at the Latest Practicable Date, Mr. ZHOU 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; (ii) have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company; and (iii) have any interest in the shares, underlying shares and debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Pursuant to the letter of appointment entered into between the Company and Mr. ZHOU, Mr. ZHOU 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. Mr. ZHOU 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. Save as disclosed above, Mr. ZHOU is not entitled to any other emoluments from the Company.

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

NOTICE OF ANNUAL GENERAL MEETING



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, 22 May 2025 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 2024;
2.
 - (A) To re-elect Mr. Xu Shao Chun as an executive Director.
 - (B) To re-elect Ms. Dong Ming Zhu as a non-executive Director.
 - (C) To re-elect Mr. Zhou Jun Xiang 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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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**”) (including sale and transfer of treasury 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 (excluding treasury Shares) 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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- (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 (excluding treasury 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).

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares.”

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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 (excluding treasury Shares) 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.”

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

Shenzhen, the PRC, 23 April 2025

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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 of attorney 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, 16 May 2025 to Thursday, 22 May 2025 (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 Thursday, 15 May 2025.
- (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.