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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)

**TERMINATION OF 2015 SHARE AWARD SCHEME
AND
ADOPTION OF 2025 SHARE AWARD SCHEME**

As the 2015 Share Award Scheme will soon expire in December 2025, in order to continue the grant of Awarded Shares as an incentive to Selected Participants from time to time, the Board is pleased to announce that it had approved the adoption of the 2025 Share Award Scheme on 21 January 2025 to replace and terminate the 2015 Share Award Scheme with immediate effect.

The 2025 Share Award Scheme will be funded solely by existing Shares and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules.

**TERMINATION OF THE 2015 SHARE AWARD SCHEME AND ADOPTION OF
THE 2025 SHARE AWARD SCHEME**

The Board is pleased to announce that it had approved the adoption of the 2025 Share Award Scheme on 21 January 2025 to replace and terminate the 2015 Share Award Scheme with immediate effect. No further awarded shares can be granted under the 2015 Share Award Scheme. The provisions of the 2015 Share Award Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to any outstanding awards granted

prior to such termination.

SUMMARY OF THE 2025 SHARE AWARD SCHEME

The key terms of the Scheme Rules are summarised as follows:

(1) Purposes and Objectives

The purposes and objectives of the 2025 Share Award Scheme are (i) to provide incentives to, and reward the contributions of, the Selected Participants; (ii) to retain Selected Participants to continue to serve the Group and contribute to the business development of the Group; and (iii) to attract suitable professional and experienced talents for the further development of the Group.

(2) Duration and Termination

The 2025 Share Award Scheme shall be effective for a period of ten (10) years from the Adoption Date or such date of early termination as determined by the Board.

Upon expiry or termination of the 2025 Share Award Scheme, no further grant of Awarded Shares shall be made. The provisions of the 2025 Share Award Scheme shall in all other respects remain in full force and effect to the extent necessary to give effect to any Awards granted prior to such expiry or termination.

(3) Scheme Limit and Individual Award Limit

The Board shall not make any further award of Awarded Shares which will result in the number of the Shares awarded by the Board under the 2025 Share Award Scheme exceeding five (5) per cent. (i.e. 179,301,213 Shares) of the total number of Shares in issue (excluding treasury Shares) as at the Adoption Date. For the avoidance of doubt, the above five (5) per cent. shall exclude any Awarded Shares that have lapsed.

The maximum number of Awarded Shares which may be awarded to a Selected Participant under the 2025 Share Award Scheme in any twelve (12)-month period shall not exceed one (1) per cent. of the total number of Shares in issue (excluding treasury Shares).

(4) Administration

The 2025 Share Award Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules and the trust deed.

The decisions of the Board with respect to any matters arising from the 2025 Share Award Scheme (including the interpretation of any provisions of the 2025 Share Award Scheme) shall be final and binding on all persons who may be affected.

Without prejudice to the foregoing and to the extent permissible under the Listing Rules and other applicable laws and regulations, the Board may resolve to delegate to such committee or sub-committee or to one or more officers of the Company any or all of the authority and responsibility of the Board under the Scheme Rules and the trust deed.

(5) Operation of the 2025 Share Award Scheme

The Company may (i) cause to be paid the Trust cash from the Group's internal resources for the purchase of Awarded Shares on the market by the Trustee, whereby the Trustee shall only purchase Shares at the prevailing market price that falls within the range of prices and with the maximum amount of funds to be used as specified and determined by the Board; and/or (ii) instruct the Trustee in writing to accept the transfer of Shares from any Shareholders or any designated party of the Company.

(6) Grant of Awards

The Board may, taking into account factors as it deems appropriate, at its absolute discretion select any individual from the Eligible Persons as a Selected Participant and grant such number of Awarded Shares to any Selected Participant. The Company will issue a grant notice to each Selected Participant in the form as determined by the Board from time to time, specifying the date of grant, the number of Awarded Shares to be granted, the vesting criteria and conditions (which may include the Group's and/or individual business performance targets or financial performance targets), the Vesting Date, and such other details as the Board may consider necessary.

Any Awarded Shares granted to a Director shall first be approved by the independent non-executive Directors (excluding the independent non-executive Director who is being granted Awards).

Any Awarded Shares granted to a connected person of the Company shall comply with the applicable requirements of Chapter 14A of the Listing Rules and any applicable laws, rules and regulations. For the avoidance of doubt, the Awarded Shares granted to a Director shall form part of the remuneration under his service contract, and thus such grant of Awarded Shares will be exempted from the reporting, announcement, circular and independent Shareholders' approval requirements pursuant to Rule 14A.95 of the Listing Rules.

(7) Vesting of Awarded Shares

The Board is entitled to impose any conditions as it deems appropriate at its absolute discretion with respect to the vesting of the Awarded Shares on the Selected Participants. Notwithstanding the Scheme Rules and the vesting conditions, the Board may also waive any vesting conditions.

If there occurs an event of change in control of the Company (as specified in the Hong Kong Codes on Takeovers and Mergers and Shares Buy-backs from time to time), whether by way of offer, merger, scheme of arrangement or otherwise prior to the Vesting Date, the Board shall determine at its discretion whether the Awarded Shares shall vest in the Selected Participant and the time at which such Awarded Shares shall vest.

If notice is duly given by the Company to the Shareholders to convene a Shareholders' meeting for purpose of the voluntary winding-up of the Company or an order of winding up of the Company is made, the Board shall determine at its discretion whether the Awarded Shares shall vest in the Selected Participant and the time at which such Awarded Shares shall vest.

(8) Lapse of Award

In the event that prior to the Vesting Date, unless the Board determines otherwise, the Awarded Shares made to a Selected Participant shall automatically lapse if such Selected Participant (i) ceases to belong to any of the Eligible Persons (except for persons who have reached the statutory retirement age); or (ii) fails to fulfil any of the vesting conditions as determined by the Board.

(9) Rights of Award Holders Before Vesting

Award made under the 2025 Share Award Scheme is personal to the Selected Participant and is not assignable. Any Selected Participant is prohibited from selling, transferring, charging, mortgaging, encumbering or creating any interest in favour of any person over or in relation to the Awarded Shares referable to him pursuant to such Award.

The Selected Participant shall not have any interest or right (including the right to receive dividends and voting rights) in the Awarded Shares prior to the Vesting Date.

(10) Restrictions and Limitations

No Awarded Shares shall be granted when the Company is (i) in possession of any unpublished inside information in relation to the Group; and (ii) during the period commencing 30 days immediately before the earlier of (a) the date of the Board meeting for

approving the Company’s results for any year, half-year, quarterly or any other interim period; and (b) the deadline for the Company to announce its results for any year, half-year, quarterly or any other interim period and ending on the date of the results announcement.

(11) Voting Rights

The Trustee shall not exercise the voting rights in respect of any Shares held, whether directly or indirectly, by the Trustee for the purpose of the 2025 Share Award Scheme, and will therefore abstain from voting on matters that require approval of the Shareholders.

(12) Alteration of the 2025 Share Award Scheme

The 2025 Share Award Scheme may be altered in any respect from time to time by the Board, provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Participant.

LISTING RULES IMPLICATIONS

The 2025 Share Award Scheme will be funded solely by existing Shares and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

“2015 Share Award Scheme”	the share award scheme adopted by the Company on 4 December, 2015
“2025 Share Award Scheme”	the share award scheme adopted by the Board on the Adoption Date
“Adoption Date”	21 January 2025, being the date on which the Company adopted the 2025 Share Award Scheme
“Award”	an award of Shares by the Company to a Selected Participant pursuant to the 2025 Share Award Scheme
“Awarded Share(s)”	such number of Shares as awarded by the Company pursuant to the 2025 Share Award Scheme

“Board”	the board of Directors and if the context so permits, it shall include such committee or sub-committee or person(s) as from time to time delegated with the power and authority by the board of Directors to administer the 2025 Share Award Scheme
“Company”	Kingdee International Software Group Company Limited, a company incorporated in Cayman Islands with limited liability whose shares are listed on the Main Board of the Stock Exchange (Stock Code: 268)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Eligible Persons”	only persons belonging to any one or more of the following classes: <ul style="list-style-type: none"> (i) employees (whether full-time or part-time and including any executive director), (ii) any non-executive directors (including independent non-executive directors) of the Group; and (iii) any external professional consultant who provides strategic planning or guidance to any member of the Group in various area of business or business development
“Group”	the Company and its subsidiaries
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Scheme Rules”	the rules relating to the 2025 Share Award Scheme as adopted by the Company
“Selected Participant(s)”	person(s) selected by the Board out of the Eligible Persons in accordance with the terms of the 2025 Share Award Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share(s)”	ordinary shares of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holders of Shares

“Trust”	the trust constituted under the trust deed from which Awarded Shares may be granted to a Selected Participant in accordance with the Scheme Rules
“Trustee”	BOCI Trustee (Hong Kong) Limited, the trustee appointed by the Company for the purpose of the 2025 Share Award Scheme, which is an independent third party not connected with any of the Directors, chief executives or substantial Shareholders of the Company or any of its subsidiaries or their respective associates
“Vesting Date”	the date or each such date on which the Awarded Shares are to be vested
“%”	per cent.

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

Shenzhen, the People’s Republic of China, 24 January 2025

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. 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.