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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 Remuneration Committee**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Kingdee International Software Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) has established a committee known as the remuneration committee (the “**Committee**”) on 11 April, 2005. The revised terms of reference and modus operandi for the Committee are as follows.

### **Membership**

1. The Committee shall consist of three Directors; two of which 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 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 (the “**Committee Secretary**”) shall be the Board secretary of the Company appointed by the chairperson of the Committee.

### **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 may seek advice from the special personnel consulting institutes from time to time, to ensure that the Board remains informed of market trends and practices.
10. The Committee is to be provided with sufficient resources to discharge its duties.

### **Duties**

11. The Committee shall:
  - (1) make recommendations to the Board on the Company's policy and structure of remuneration, the long-term incentive and performance management of the Directors and senior management, the establishment of a formal and transparent procedure for developing such policy and structure, the principles and criteria of remuneration, long-term incentive models, and implementing such policy and reviewing the same periodically;
  - (2) as authorized by the Board, draw up proposals for and make recommendations to the Board on the remuneration packages of Directors and senior management, and the salary of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of office or appointment);
  - (3) review and assess the annual performance of Directors and senior management, and review and approve their remuneration, by reference to the corporate goals and objectives set up by the Board;
  - (4) draw up and review proposals for remuneration and make recommendations to the Board on the adjustment of such remuneration from time to time, by reference to the Company's development strategies and goals approved by the Board and the operating strategies as adjusted by the Board from time to time;
  - (5) consider salaries paid by comparable companies, as well as the time commitment required and responsibilities and employment conditions elsewhere in the Group;
  - (6) review and ensure that the appointment and termination terms for the Directors and senior management are fair;
  - (7) review and approve compensation arrangements (if any) relating to any loss or termination of

office or appointment, or dismissal or removal for misconduct to Directors and senior management to ensure that they are consistent with contractual terms and are otherwise reasonable, appropriate, fair and not excessive;

- (8) ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration, and that the remuneration of a non-executive Director who is a member of the Committee shall be determined by the other members of the Committee; and
- (9) review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **Reporting Procedures**

12. The Committee shall report to the Board on a regular basis. Before the next meeting of the Board following a meeting of the Committee, the Committee shall report in writing to the Board on its findings and recommendations.

13. The Committee shall ensure that the Company discloses any remuneration payable to members of senior management by band in the annual report.

### **Other Procedures**

14. 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 drafts of the minutes and reports of the Committee to all members of the Committee for their 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, 15 March 2023

*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. Zhou Jun Xiang, Ms. Katherine Rong Xin and Mr. Bo Lian Ming as independent non-executive Directors.*