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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)

**PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL
AND
PROPOSED ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL

In order to accommodate future expansion and growth of Kingdee International Software Group Company Limited (the “**Company**”) and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to increase the authorized share capital of the Company from HK\$100,000,000.00 divided into 4,000,000,000 shares of HK\$0.025 (the “**Share**”) each to HK\$150,000,000.00 divided into 6,000,000,000 Shares of HK\$0.025 each by the creation of an additional 2,000,000,000 new Shares, which shall rank equally in all respects with the existing Shares (the “**Increase in Authorized Share Capital**”).

The Increase in Authorized Share Capital is conditional upon the passing of an ordinary resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”) to consider and, if thought fit, approve the Increase in Authorized Share Capital.

**PROPOSED ADOPTION OF THE AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to make certain amendments to the memorandum of association and the articles of association of the Company (the “**M&A**”) so as to (i) bring those in line with the relevant requirements of the applicable laws of the Cayman Islands and The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, (ii) improve the management of the Company; and (iii) make other consequential and housekeeping amendments (the “**Proposed Amendments**”).

The Proposed Amendments as well as the adoption of the amended and restated M&A

incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing M&As are subject to the Shareholders' approval by way of special resolution at the AGM.

A circular containing, among other matters, further details in relation to the Increase in Authorised Share Capital and the Proposed Amendments, together with notices convening the AGM, will be despatched to the Shareholders as soon as practicable.

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 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.