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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;
PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL;
PROPOSED ADOPTION OF AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION
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, 18 May 2023 at 9:30 a.m. is set out in this circular on pages 44 to 49. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed 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 revoked.

25 April 2023

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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, 18 May 2023 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM
“Articles”	the 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
“Increase in Authorized Share Capital”	the proposed increase in the authorized share capital of the Company from HK\$100,000,000.00 divided into 4,000,000,000 Shares of HK\$0.025 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

DEFINITIONS

“Latest Practicable Date”	18 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Nomination Committee”	the nomination committee of the Company
“Nomination Policy”	the nomination policy of the Company
“PRC”	The People’s Republic of China
“Proposed Amendments”	the amendments proposed by the Board to be made to the existing Memorandum and Articles, details of which are set out in Appendix III to this circular
“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(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

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
Mr. Lin Bo

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
PRC

Principal Place of Business in Hong Kong:

25A, United Centre
95 Queensway
Admiralty
Hong Kong

25 April 2023

To the Shareholders

Dear Sirs or Madams,

**GENERAL MANDATES FOR THE ISSUE AND REPURCHASE BY
THE COMPANY OF ITS OWN SECURITIES;
RE-ELECTION OF DIRECTORS;
PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL;
AND
PROPOSED ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES**

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; (ii) the re-election of Directors; (iii) the proposed Increase in Authorized Share Capital; and (iv) the proposed adoption of the amended and restated Memorandum and Articles.

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 18 May 2022, an ordinary resolution was passed for the grant of a general mandate 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 Shareholders as follows:

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

With regard to the proposed new general mandates, the Directors wish to state that they had no immediate plans to issue or repurchase any securities of the Company pursuant to the relevant mandates as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had 3,475,633,271 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 347,563,327 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.

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 347,563,327 Shares.

LETTER FROM THE BOARD

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 was 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.

The Nomination Committee, having reviewed the Board's composition, and noted that, pursuant to Article 116 of the Articles and the prevailing Nomination Policy, 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 Shareholders for re-election at the AGM. Additionally, Mr. Bo Lian Ming, who was appointed as an independent non-executive Director on 30 December 2022, shall hold office only until the AGM and shall also be eligible for re-election at the AGM. Each of Mr. Xu Shao Chun and Mr. Bo Lian Ming, who is a member 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.

LETTER FROM THE BOARD

The Company has also received the independence confirmations from the independent non-executive Directors pursuant to Rule 3.13 of the Listing Rules and was satisfied with their independence. In view of the above, the Board believes the above independent non-executive Directors are independent.

The Nomination Committee also took into account Mr. Xu Shao Chun, Ms. Dong Ming Zhu, Mr. Zhou Jun Xiang and Mr. Bo Lian Ming'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, Mr. Zhou Jun Xiang and Mr. Bo Lian Ming 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 interest of the Company and the Shareholders as a whole. Each of them has indicated his/her willingness to offer himself/herself for re-election at the AGM and abstained from the discussion and voting at the Board meeting regarding his/her 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), Directors' attendance record at Board/committee meetings, and the number of other public companies directorships held by Directors are disclosed in the Corporate Governance Report of the 2022 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.

PROPOSED INCREASE IN AUTHORIZED SHARE CAPITAL

The Board 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 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 is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM to consider and, if thought fit, approve the Increase in Authorized Share Capital.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES

The Board proposes to make certain amendments to the Memorandum and the Articles so as to (i) bring those in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules; (ii) improve the management of the Company; and (iii) make other consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules and do not contravene or violate the laws of the Cayman Islands. The Company also confirms that there is nothing unusual with the Proposed Amendments from the perspective of a Cayman Islands company listed on the Stock Exchange.

The adoption of the amended and restated Memorandum and Articles incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles are subject to the Shareholders' approval by way of special resolution at the AGM.

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, 18 May 2023 at 9:30 a.m. The AGM Notice is set out on pages 44 to 49 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, 12 May 2023 to Thursday, 18 May 2023 (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, 11 May 2023.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying 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 revoked.

LETTER FROM THE BOARD

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.

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 Shareholders to vote in favour 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.

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 3,475,633,271. 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 Issue Mandate in full would enable the Company to repurchase a maximum of 347,563,327 Shares, representing 10% of the total number of Shares in issue 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 general meeting (“**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. 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.

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 Memorandum and the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

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 2022) 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 <i>HKD</i>	Lowest <i>HKD</i>
April 2022	18.72	13.18
May 2022	16.90	13.20
June 2022	20.40	14.58
July 2022	19.88	15.84
August 2022	17.68	14.44
September 2022	15.40	10.04
October 2022	13.34	8.87
November 2022	16.40	11.88
December 2022	17.24	13.18
January 2023	19.16	16.00
February 2023	18.88	14.30
March 2023	16.76	12.46
April 2023 (up to and including the Latest Practicable Date)	13.90	12.54

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the Memorandum and the Articles and the applicable laws of the Cayman Islands.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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.

8. 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 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.

As at the Latest Practicable Date, Mr. Xu Shao Chun and parties acting in concert with him were interested in an aggregate of 703,549,681 Shares, representing approximately 20.24% of the total number of Shares in issue and 20.49% of the total number of Shares in issue if the Proposed Repurchase Mandate is exercised in full. To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will not result in Mr. Xu Shao Chun and parties acting in concert with him 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.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares on the Stock Exchange during the six months period preceding the Latest Practicable Date.

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

The biographical details of the Directors eligible for re-election at the AGM are set out below in alphabetical order.

BO Lian Ming (薄連明), aged 59, has been an independent non-executive Director since 30 December 2022. Mr. BO obtained a PhD. in Management from Xi'an Jiaotong University in 2006. Mr. BO served as a chief accountant of Shenzhen Airlines Co., Limited from 1993 to 2000; successively served as vice president, president and executive director of TCL Technology Group Corporation, a company listed on the Shenzhen Stock Exchange (stock code: 000100), from 2000 to 2018 (including as executive director from 29 October 2007 to 2 March 2018); successively served as executive director, chief executive officer and the chairman of the board of TCL Electronics Holdings Limited (formerly named as TCL Multimedia Technology Holdings Limited), a company listed on the Stock Exchange (stock code: 01070), from 2010 to 2018. He was the general manager and director of Appotronics Corporation Limited, a company listed on the Shanghai Stock Exchange (stock code: 688007), from 2018 to 2022 (including as director from 18 July 2018 to 11 March 2022). Mr. BO is currently a representative of the Shenzhen Municipal People's Congress, a professor of the National School of Development of Peking University, a distinguished professor of management practice of the HSBC Business School of Peking University, and a member of the Federation of Shenzhen Commerce, and was awarded the seventh "Shenzhen Businessman of the Year 2015 (深商風雲人物)".

Save as disclosed above, as at the Latest Practicable Date, Mr. BO 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; (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 or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. BO, Mr. BO serves as an independent non-executive Director for two years with effect from 30 December 2022, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles. Mr. BO 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. BO 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. BO as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

DONG Ming Zhu (董明珠), aged 68, 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 (stock code: SZ000651), a company listed on the Shenzhen Stock Exchange. Ms. DONG had been awarded the "National May Day Labor Prize", and had been elected as a member of each of the 10th, 11th, 12th and 13th National People's Congress, a member of the Central Committee of the China National Democratic Construction Association, and a member of the 10th, 11th and 12th Executive Committee of the All-China Women's Federation. 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 granted the "Innovation Award of CCTV's China's Economic Figures of the Year 2010" and "CCTV's China's Economic Figures of the Year 2013".

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; 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 13 March 2022 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. Ms. DONG is not entitled to any bonus in respect of her role as a Director.

As at the Latest Practicable Date, Ms. DONG held 400,000 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 59, 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. Mr. XU is the President of the Shenzhen Accounting Association. He has served as a member of each of the 9th and 10th 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, and the vice president of the Shenzhen Private Entrepreneurs Chamber of Commerce, and the vice president of the Shenzhen Young Scientific and Technological Workers 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 service provider of management and IT integrated solutions. Owing to his outstanding achievements in the implementation of this undertaking, Mr. XU was the subject of numerous awards. He has been awarded the “World Indigenous Entrepreneur Award of the United Nations”, “China Outstanding Youth Science and Technology Innovation Award”, “10 Outstanding Youths of China’s Software”, “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” and “Shenzhen Science and Technology Innovation Mayor’s Award”. Mr. XU was an independent non-executive director of Zero2IPO Holdings Inc. (a company listed on the Stock Exchange, stock code: 1945) from December 2020 to 6 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; 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 2023, 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 held 703,549,681 Shares, representing approximately 20.24% 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 57, 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 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 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 is currently an independent director of each of Shenzhen Fangzhi 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), Shenzhen Institute of Building Research Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 300675) and Shen Zhen 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 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 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; (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 or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Pursuant to the terms of a 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 31 December 2021, 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. Mr. ZHOU is not entitled to any bonus in respect of his role as a Director.

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.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

The following set out details of the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Memorandum and Articles.

MEMORANDUM

Clause No. Proposed amendments (showing changes to the existing Memorandum)

1 The name of the Company is Kingdee International Software Group Company Limited, ~~the Chinese translation of which is~~ 金蝶國際軟件集團有限公司.

2 The Registered Office of the Company shall be at the offices of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111 ~~Maples and Calder, P.O.Box 309, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies~~ or at such other place in the Cayman Islands as the Board may from time to time decide.

3 ...

(i) To carry on business as an investment company and as an investment holding company and to acquire and hold shares, stocks, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stock, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, local authority or other public body, and to vary, transpose, dispose of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being;

...

In the interpretation of this Memorandum of Association in general and of this Clause 3 in particular no object, business or power specified or mentioned shall be limited or restricted by reference to or inference from any other object, business or power, or the name of the Company, or by the juxtaposition of two or more objects, businesses or powers and that, in the event of any ambiguity in this Clause 3 or elsewhere in this Memorandum of Association, the same shall be resolved by such interpretation and construction as will widen and enlarge and not restrict the objects, businesses and powers of and exercisable by the Company.

4 Except as prohibited or limited by the Companies Law (2000 Revision), the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies Law (2000 Revision) and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.

Subject to the following Clauses of this Memorandum of Association, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of the Companies Act (As Revised).

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 5 Nothing in this Memorandum of Association shall permit the Company to carry on a business for which a licence is required under the laws of the Cayman Islands unless duly licensed.
- 6 The Company shall not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this Clause 6 shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
- 57 The liability of each member is limited to the amount from time to time unpaid on such member's shares.
- 68 The share capital of the Company is HK\$100,000,000 divided into ~~4,000,000,000~~ shares of a nominal or par value of ~~HK\$0.100.025~~ each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law Act (2000 Revision As Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
- 79 ~~If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 193 of the Companies Law (2000 Revision) and, subject~~ Subject to the provisions of the Companies Law Act (2000 Revision As Revised) and the Articles of Association, itthe Company shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

ARTICLES

General amendments

- Replacing all references to the defined terms “the Companies Law” with “the Companies Act” and “the Law” with “the Act” wherever they appear in the Articles.
- Amending the spelling of, and/or adjusting the capitalization of, certain words without affecting the meaning and/or substance mainly for the purpose of overall consistency.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- Deleting certain words that are repetitive or certain unused definitions, or making certain cosmetic or minor amendments, without affecting the overall meaning and/or substance of the Articles.
- Amending the reference to, and/or headings of, certain Articles mainly in response to the proposed changes to the Articles.

Specific amendments

Article No. Proposed amendments (showing changes to the existing Articles)

2 ...

Associate

~~“Associate” shall mean, in relation to any Director:~~

~~(i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (“family interests”);~~

~~(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);~~

~~(iii) a holding company of a trustee-controlled company or a subsidiary of any such holding company;~~

(iv) ~~any company in the equity capital of which he, his family interests, any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and~~

(v) ~~any other persons who would be deemed to be an “Associate” of the Director under the Listing Rules;~~

close associate shall mean in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 107(c) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;

the Companies LawAct/the LawAct shall mean the Companies Law ~~Cap. 22 Act~~(Law 3 of 1961, as consolidated and revised~~As Revised~~) of the Laws of Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

the Companies Ordinance shall mean the Companies Ordinance (Cap. ~~326~~22 of the Laws of Hong Kong) as in force from time to time;

electronic shall have the meaning given to it in the Electronic Transactions LawAct (as consolidated and revised~~As Revised~~) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

Listing Rules shall mean the Rules Governing the Listing of Securities on ~~t~~The Stock Exchange of Hong Kong Limited as amended from time to time;

Subsidiary and Holding company shall have the meanings attributed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under ~~rule 1.01~~ of the Listing Rules;

Electronic Transactions Act Sections 8 and 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands shall not apply.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 3 The capital of the Company at the date of the adoption of these Articles is HK\$100,000,000 divided into ~~14,000,000,000~~ shares of HK\$~~0.10~~ 0.025 each.
- 4 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. ~~Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.~~ Subject to the LawAct and to any special rights conferred on any shareholders or attaching to any class of shares, any share may, ~~with the sanction of a special resolution,~~ be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit. No shares shall be issued to bearer.
- 5 Subject to the Listing Rules, the Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or other securities of the Company on such terms as it may from time to time determine. ~~No warrants shall be issued to bearer for so long as a recognised clearing house (in its capacity as such) is a member of the Company. Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.~~
- 6 (a) If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the LawAct, be varied or abrogated with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall *mutatis mutandis* apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorized representative) at the date of the relevant meeting not less than one-third ~~in nominal value~~ of the issued shares of that class, ~~and that any holder of shares of the class present in person or by proxy may demand a poll.~~

...

7 Subject to the Act, the Memorandum of Association of the Company and these Articles and, where applicable, the Listing Rules, and/or the rules and regulations of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares and such power shall be exercisable by the Board in such manner, upon such terms and subject to such conditions as it in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorized by these Articles for purposes of the Act. The Company is hereby authorized to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorized for this purpose in accordance with the Act. Subject to compliance with the Listing Rules and the rules and regulations of any other competent regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company. Subject to the Law, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

7A The Board may accept the surrender for no consideration of any fully paid share.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 9 (a) ~~Subject to the provisions of the Law and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.~~
- (b) ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.~~
- 10 ...
- (b) The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof.
- 14 ...
- (c) The Board may, in its absolute discretion, at any time transfer any share ~~upon~~on the principal register to any branch register or any share on any branch register to the principal register or any other branch register.
- ...
- 14A For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

15 (a) Except when a register is closed and, if applicable, subject to the additional provisions of paragraph (d) of this Article, the principal register and any branch register maintained in Hong Kong shall during business hours be kept open ~~to the~~for inspection ~~of~~by any member without charge.

...

(c) The register may, ~~on 14 days' after~~ after notice being given by publication on the Exchange's website~~advertisement published in the newspapers~~, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers or by any electronic means in such manner as may be accepted by the Exchange to that effect, be closed for inspection at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine in that year provided that such period shall not be extended beyond 60 days in any year). ~~The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.~~

(d) Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of such fee not exceeding the maximum amount HK\$2.50 ~~(or such higher amount as may from time to time be permitted under the Listing Rules)~~ as the Board may determine for each inspection. ~~Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.~~

(e) In lieu of, or apart from, closing the register pursuant to other provisions in these Articles, the Board may fix in advance a date as the record date for any such determination of members entitled to receive notice of, or to vote at any general meeting of the members or any adjournment thereof, or for the purpose of determining the members entitled to receive payment of any dividend or distribution, or in order to make a determination of members for any other purpose.

16 Every person whose name is entered as a member in the register shall be entitled ~~without payment~~ to receive; within the relevant time limit as prescribed in the ~~Law~~Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable under Article 43, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment of any fees which may be payable under Article 43; ~~in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine~~, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.

28 In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on in the Exchange's website~~newspapers~~ or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.

41 ...

(d) in the case of a transfer to joint holders, the number of joint holders to whom~~which~~ the share is to be transferred does not exceed four; and

...

(f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 43 Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued, without charge on payment by the transferee of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require, to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, without charge on payment by the transferor of such fee not exceeding the maximum amount as the Exchange may from time to time determine to be payable or such lesser sum as the Board may from time to time require. The Company shall also retain the instrument(s) of transfer.
- 44 The registration of transfers may after, on 14 days' notice being given by advertisement published in the newspapers publication on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers or by any electronic means in such manner as may be accepted by the Exchange to that effect, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members of the Company may by ordinary resolution determine in that year provided that such period shall not be extended beyond 60 days in any year).
- 47A Notwithstanding Articles 46 and 47, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.
- 63 ...
- (b) The Company may by special resolution reduce its share capital; or any capital redemption reserve or any share premium account in any manner authorized and subject to any conditions prescribed by the ~~Law~~Act.
- 70 The Company shall ~~for in~~ each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice(s) calling it; ~~and not more than 15 months shall elapse (or such longer period as the Exchange may authorize) between the date of one such annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is~~ must be held within six (6) months after 15 months from the end of the Company's financial year unless a longer period would not infringe the Listing Rules, if any date of its incorporation, it need not be held in the year of its incorporation. The annual general meeting shall be held at such time and place as the Board shall appoint.

72 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions shall be added to the agenda of a meeting on the written requisition of any ~~one~~two or more members of the Company ~~deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held~~holding together, as at the date of deposit of the requisition, share(s) representing not less than one-tenth of the paid up capital of the Company which carry carries the right of voting at general meetings of the Company (on a one vote per share basis). ~~General meetings may also be convened on the~~The written requisition of any ~~one member shall be deposited at the principal office of the Company which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be considered at the meeting, and signed by the requisitionist(s); provided that such requisitionist held~~ as at the date of deposit of the requisition ~~not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company~~. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting ~~to be held within a further 21 days~~, the requisitionist(s) themselves or any of them ~~representing more than one-half of the total voting rights of all of them,~~ may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

- 73
- (a) An annual general meeting and any extraordinary general meeting called for the passing of a special resolution of the Company shall be called by ~~not less than~~ at least 21 days' notice in writing and any other extraordinary general meeting shall be called by ~~not less than~~ at least 14 days' notice in writing. ~~The~~ Subject to the requirements of the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than to such members as, under the provisions ~~hereof~~ of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding-up of a member and to each of the Directors.
- (b) Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in paragraph (a) hereof, if permitted by the Listing Rules, it shall be deemed to have been duly called if it is so agreed:
- ...
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% ~~in nominal value of the shares giving that right~~ total voting rights at the meeting of all the members of the Company.
- (c) There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and, ~~on a poll,~~ vote instead of him and that a proxy need not be a member of the Company.

75 All business shall be deemed special that is transacted at an extraordinary general meeting and also all business shall be deemed special that is transacted at an annual general meeting with the exception of the following, which shall be deemed ordinary business:

- (a) the declaration and sanctioning of dividends;
- (b) the consideration and adoption of the accounts and balance sheets and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;
- (c) the election of Directors in place of those retiring;
- (d) the appointment of Auditors; and
- (e) the fixing of, or the determining of the method of fixing of, the remuneration of the Directors and of the Auditors;
- (f) ~~the granting of any mandate or authority to the Directors to offer, allot, grant options over, or otherwise dispose of the unissued shares of the Company representing not more than 20% (or such other percentage as may from time to time be specified in the Listing Rules) in nominal value of its then existing issued share capital and the number of any securities repurchased pursuant to paragraph (g) of this Article; and~~
- (g) ~~the granting of any mandate or authority to the Directors to repurchase securities of the Company.~~

76 For all purposes the quorum for a general meeting shall be two members present in person (or in the case of a corporation, by its duly authorized representative) or by proxy or, for quorum purposes only, two persons appointed by the clearing house as authorized representative or proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 77 If within 15 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within 15 minutes from the time appointed for holding the meeting, ~~the member or members present in person (or in the case of a corporation, by its duly authorized representative) or by proxy shall be a quorum and may transact the business for which the meeting was called~~ meeting shall be dissolved.
- 78 The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorized representative) shall choose one of their own number to be Chairman.
- 79 The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

80 ~~At any general meeting a resolution put to the vote at the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman may determine. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:~~

- ~~(a) the Chairman of the meeting; or~~
- ~~(b) at least five members present in person or by proxy and entitled to vote; or~~
- ~~(c) any member or members present in person (or in the case of a corporation, by its duly authorized representative) or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or~~
- ~~(d) any member or members present in person (or in the case of a corporation, by its duly authorized representative) or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.~~

~~Unless a poll is so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.~~

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

81 ~~A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. (a) If a poll is required or demanded as aforesaid, it shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is earlier.~~

~~(b) — The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.~~

82 ~~Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.~~

83 ~~In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is required or demanded, shall be entitled to a second or casting vote.~~

84 ~~A Subject to the Listing Rules, a resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.~~

- 85 (a) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting, ~~on a show of hands every member who is present in person (or, in the case of a member being a corporation by its duly authorized representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for each share registered in his name in the register. Notwithstanding anything contained in these Articles~~ For the avoidance of doubt, where more than one proxy is appointed by a recognized clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way.
- (b) Where any member is, under the Listing Rules or the rules, codes or regulations of any competent regulatory authority, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

88 A member in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs may vote, ~~whether on a show of hands or on a poll~~, by any person authorized in such circumstances to do so, and such person may vote ~~on a poll~~ by proxy.

- 89 (a) Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting. All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules or the rules, codes or regulations of any competent regulatory authority, to abstain from voting to approve the matter under consideration.

...

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

- 90 Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. ~~On a poll votes~~ Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member (whether or not a recognized clearing house) who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.
- 91 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorized in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
- 92 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a ~~notari~~ally certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, ~~or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll,~~ and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

93 Every instrument of proxy, whether for a specified meeting or otherwise, shall be in common form or such other form that complied with the Listing Rules as the Board may from time to time approve, provided that it shall enable a member, according to his intention, to instruct his proxy to vote in favor of or against (or in default of instructions or in the event of conflicting instructions, to exercise his discretion in respect of) each resolution to be proposed at the meeting to which the form of proxy relates. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. Subject to aforesaid, if the proxy appointment and any of the information required under these Articles is not received in the manner set out in these Articles, the appointee shall not be entitled to vote in respect of the shares in question.

94 The instrument appointing a proxy to vote at a general meeting shall: (a) be deemed to confer authority to ~~demand or join in demanding a poll and to vote~~ on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit; and (b) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that the meeting was originally held within 12 months from such date.

96 ...

(b) If a recognized clearing house (or its nominee(s)) is a member of the Company it may, ~~by resolution of its directors or other governing body or by power of attorney,~~ authorize such person or persons as it thinks fit to act as its representative(s) or proxy(ies) at any general meeting of the Company, ~~or~~ at any general meeting of any class of members of the Company provided that, if more than one person is so authorized, the authorization or proxy form shall specify the number and class of shares in respect of which each such person is so authorized. A person so authorized pursuant to this provision shall be deemed to have been duly authorized without the need for producing any documents of title, notarized authorization and/or further evidence for substantiating the facts that it is duly authorized and will be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which he represents as that recognized clearing house (or its nominee(s)) could exercise as if such person it were an individual member of the Company holding the such number and class of shares specified in the such authorization, including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles or proxy form.

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99 The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next following~~first annual general meeting of the Company after his appointment, ~~(in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board)~~ and shall then be eligible for re-election ~~at that meeting~~.

100 (a) A Director may at any time by notice in writing delivered to the registered office of the Company, the principal office of the Company in Hong Kong or at a meeting of the Board, appoint any person (including another Director) to be his alternate Director in his place during his absence and may in like manner at any time determine such appointment. Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.

...

101 A Director need not hold any qualification shares. No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age. Directors may participate in any meeting of the shareholders or any class thereof by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other and, such participation shall constitute presence at a meeting as if those participating were present in person.

106 ...

(vii) if he shall be removed from office by an ordinary ~~a special~~ resolution of the members of the Company under Article 122(a).

107 ...

- (c) A Director shall not be entitled to vote on ~~(nor shall be counted in the quorum in relation to)~~ any board resolution of the Board in respect of approving any contract or arrangement or any other proposal ~~whatsoever~~ in which he or any of his close associates ~~Associates~~ has a ~~any~~ material interest, and if he shall do so his vote shall not be counted ~~(nor is shall he to be counted in the quorum for present at the resolution)~~, but this prohibition shall not apply meeting subject to any of the following matters, namely exceptions:
- (i) the giving of any security or indemnity either:
- (aa) to the Director or ~~any of his~~ close associate(s) ~~Associates~~ in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
- (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or ~~any of his~~ close associate(s) ~~Associates~~ has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or ~~any of his~~ close associate(s) ~~Associates~~ is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- ~~(iii) any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;~~

- (ivii) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
- (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or ~~any of his~~ close associate(s) ~~Associates~~ may benefit;
 - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to ~~Directors, their Associates~~ the Director, his close associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associate(s) ~~Associates~~ as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (iv) any contract or arrangement in which the Director or ~~any of his~~ close associate(s) ~~Associates~~ is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

...

- (e) If any question shall arise at any meeting of the Board as to the materiality of ~~the interest of a Director's interest or his Associates~~ or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where question relates to the interest of the Chairman ~~or of his Associates~~, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the Chairman) ~~and of his Associates~~ as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.

112 ...

- (c) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by ~~Section 157H~~ of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or his close aAssociate(s) or a director of any holding company of the Company;
 - (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director; or
 - (iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

Article 112(c) shall only have effect for so long as the shares are listed on the Exchange.

116 Notwithstanding any other provisions in these 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 provided that any Director who retires pursuant to Article 99 shall not be taken into account in determining the number of Directors who are to retire at such meeting. 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. Provided that notwithstanding anything herein, the Chairman of the Board shall not, whilst holding such office, be subject to retirement by rotation or be taken into account in determining the number of Directors to retire in each year.

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119 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the ~~Law~~Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. ~~Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.~~

122 (a) ~~The members of the Company may, at any general meeting convened and held in accordance with these Articles, by ordinary~~ special resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

...

124 ~~A Director may, and~~ meeting of the Board may be convened by the Secretary on request of a Director ~~the or by any Director. The Secretary shall, at any time~~ summon ~~convene~~ a meeting of the Board whenever he shall be required so to do by any Director. Notice ~~thereof of a meeting of the Board~~ shall be deemed to be duly given to each ~~a~~ Director either if it is given to such Director in writing or verbally (including in person or by telephone) or by facsimile, telex or telegram at the electronic means to an electronic address or telephone, facsimile or telex number from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website or by telephone or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.

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133 ~~A~~Unless required otherwise by the Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective alternates pursuant to Article 100(c)) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or alternate Directors. A notification of consent to such resolution given by a Director in writing to the Board by any means (including by means of electronic communication) shall be deemed to be his/her signature to such resolution in writing for the purpose of this Article. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.

136 The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorized by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by one Director and the Secretary or by two Directors or by such other person (including a Director) or persons as the Board may appoint, either generally or in any particular case~~by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose.~~ The securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons dealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.

142 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalize all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion or such other proportions as may be determined by ordinary resolution of members of the Company on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealized profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or installments due or payable on partly paid securities of the Company subject always to the provisions of the ~~Law~~Act.

144 (a) Subject to the ~~Law~~Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. Dividends may be declared and paid out of the profits of the Company, realized or unrealized, or from any reserve set aside from profits which the Directors determine is no longer needed. Dividends may also be declared and paid out of share premium account or any other fund or account which can be authorized for this purpose in accordance with the Act.

...

- 145 (a) The Board may from time to time pay to the members such interim dividends out of such distributable funds of the Company (including share premium account) as appear to the Board to be justified by the ~~profits~~financial conditions of the Company and; in particular (but without prejudice to the generality of the foregoing); if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide; the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.
- (b) The Board may also pay out of such distributable funds of the Company (including share premium account) half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if the Board is of the opinion that the financial conditions of the Company justify the payment and the provisions of paragraph (a) of this Article as regards the power and exemption from liability of the Board as relate to the declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such half yearly or other intervals dividends~~The Board may also pay half-yearly or at other intervals to be selected by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits available for distribution justify the payment.~~
- (c) The Board may in addition from time to time declare and pay special dividends on shares of any class of such amounts and on such dates and out of such distributable funds of the Company (including share premium account) as they think fit, and the provisions of paragraph (a) as regards the powers and the exemption from liability of the Board as relate to declaration and payment of interim dividends shall apply, mutatis mutandis, to the declaration and payment of any such special dividends.
- 146 No dividend shall be declared or payable except out of the profits and reserves of the Company lawfully available for distribution ~~including share premium.~~ No dividend shall carry interest against the Company.

165 The members of the Company shall at any annual general meeting by ordinary resolution appoint an ~~auditor~~Auditor or ~~auditors~~Auditors ~~of the Company~~ who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his term of office shall require the approval of an ordinary resolution of the members of the Company in general meeting. The remuneration of the Auditors shall, by ordinary resolution, be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may, by ordinary resolution, delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an ~~auditor~~Auditor or ~~auditors~~Auditors ~~of the Company~~ who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. Subject to the Listing Rules, ~~T~~he Board may fill any casual vacancy in the office of Auditors but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act, and, ~~T~~he remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

176 A resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the ~~Law~~Act divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the ~~Law~~Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

179 (a) Every Director, Auditors or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a Director, Auditors or other officer of the Company in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted.

...

APPENDIX III PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES

180 The financial year end of the Company shall be ~~prescribed by~~ 31 of December in each year and the Board and may, from time to time, ~~be changed by~~ change it.

181 Subject to the ~~Law~~ Act and the Listing Rules, the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association and these Articles ~~of Association~~ in whole or in part or to change the name of the Company.

181A **Transfer by Way of Continuation**

The Company shall, subject to the provisions of the Companies Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.

181B **Mergers and Consolidations**

The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies Act), upon such terms as the Directors may determine.

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, 18 May 2023 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 2022.
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.
 - (D) To re-elect Mr. Bo Lian Ming 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.

NOTICE OF ANNUAL GENERAL MEETING

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**”) 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 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

NOTICE OF ANNUAL GENERAL MEETING

(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.

NOTICE OF ANNUAL GENERAL MEETING

“**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 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).”

(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 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.”

NOTICE OF ANNUAL GENERAL MEETING

6. **“THAT:**

- (a) the authorized share capital of the Company be increased from HK\$100,000,000.00 divided into 4,000,000,000 Shares of HK\$0.025 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”**) so that following the Increase in Authorized Share Capital, the authorized share capital of the Company will be HK\$150,000,000.00 divided into 6,000,000,000 Shares of HK\$0.025 each; and
- (b) any Director be and is hereby authorized to do such acts and things, to sign and execute all such further documents (including under seal, as applicable) and to take such steps as he may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Increase in Authorized Share Capital and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waiver of any of the matters relating thereto or in connection therewith.”

SPECIAL RESOLUTION

7. To consider as special business and, if thought fit, pass the following resolution, as a special resolution of the Company:

“THAT

the existing amended and restated memorandum and articles of association of the Company be amended in the manner as set out in the circular of the Company dated 25 April 2023 (the **“Circular”**), the new amended and restated memorandum and articles of association of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and signed by the chairman of the annual general meeting for the purpose of identification, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of the meeting and that any one of the Directors be and is hereby authorized to do all things necessary to implement the adoption of the new amended and restated memorandum and articles of association of the Company.”

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

Shenzhen, the PRC, 25 April 2023

NOTICE OF ANNUAL GENERAL MEETING

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 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, 12 May 2023 to Thursday, 18 May 2023 (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, 11 May 2023.
- (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.