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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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary 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 Tuesday, 25 July 2023 at 9:30 a.m. for the following purposes:

**SPECIAL RESOLUTION**

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

**“THAT**

the existing memorandum of association and the existing amended and restated articles of association of the Company be amended in the manner as set out in the circular of the Company dated 30 June 2023 (the “**Circular**”), the new amended and restated memorandum of association and the new second amended and restated 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 extraordinary 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 memorandum of association and the existing amended and restated 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 of association and the new second amended and restated articles of association of the Company.”

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

Shenzhen, the PRC, 30 June 2023

**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 Wednesday, 19 July 2023 to Tuesday, 25 July 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 Tuesday, 18 July 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.*