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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 MAY 2020

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders at the AGM held on Tuesday, 12 May 2020.

Reference is made to the circular of Kingdee International Software Group Company Limited (the "**Company**") dated 9 April 2020 (the "**Circular**"). Capitalized terms used in this announcement have the same meanings as those defined in the Circular.

The Board announces that at the AGM held on 12 May 2020, all the resolutions proposed were duly passed. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated accounts, the report of the Directors and the report of the auditors of the Company for the year ended 31 December 2019.	2,285,861,629 (100%)	0 (0%)
2(A).	To re-elect Mr. Lin Bo as an executive Director.	2,256,074,109	38,675,811

		(98.31%)	(1.69%)
2(B).	To re-elect Mr. Zhou Bo Wen as a non-executive Director.	2,244,603,912 (97.81%)	50,146,008 (2.19%)
2(C).	To re-elect Mr. Gary Clark Biddle, who has served the Company for more than nine years, as an independent non-executive Director.	2,182,421,822 (95.10%)	112,328,098 (4.90%)
2(D).	To re-elect Mr. Liu Chia Yung as an independent non-executive Director.	2,265,640,052 (98.73%)	29,109,868 (1.27%)
3.	To authorize the Board to fix the remuneration of the Directors.	2,283,620,987 (99.66%)	7,793,201 (0.34%)
4.	To consider and approve the re-appointment PricewaterhouseCoopers, the retiring auditors of the Company, as the auditors of the Company and to authorize the Board to fix their remuneration.	2,269,436,029 (99.06%)	21,634,159 (0.94%)
5(A).	To grant a general mandate to the Directors to issue and allot additional Shares not exceeding 20% of the existing total number of issued Shares.	1,297,818,266 (56.56%)	996,905,654 (43.44%)
5(B).	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the existing total number of issued Shares.	2,293,526,926 (99.95%)	1,196,994 (0.05%)
5(C).	Conditional upon ordinary resolutions 5(A) and 5(B) being passed, to extend the general mandate to the Directors to issue and allot additional Shares by the number of Shares repurchased by the Company under the mandate referred to in ordinary resolution numbered 5(B) above.	1,344,646,266 (58.60%)	950,103,654 (41.40%)
Special Resolution		Number of Votes (%)	
		For	Against
6.	To consider and approve the proposed declaration and payment of a final dividend of RMB1.1 cent (equivalent to approximately HKD1.2 cents) per Share out of the share premium account of the Company for the year ended 31 December 2019.	1,834,836,980 (79.96%)	459,912,940 (20.04%)

Remarks:

- (a) The full text of each of the above resolutions is set out in the notice of the AGM dated 9 April 2020.
- (b) As a majority of the votes were cast in favour of each of the resolutions 1 to5 (C), all such resolutions were duly passed as ordinary resolutions.
- (c) As more than three-fourths of the votes were cast in favour of the resolution 6, such resolution was duly passed as special resolution.
- (d) The total number of Shares in issue: 3,329,146,571.
- (e) The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM: 3,329,146,571.
- (f) The total number of Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (g) None of the Shareholders have stated their intention in the Circular to vote against any of the resolutions at the AGM.
- (h) None of the Shareholders was required to abstain from voting on any of the resolutions at the AGM.
- (i) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Shenzhen, the People's Republic of China, 12 May 2020

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Lin Bo (Chief Financial Officer) as executive Directors; Ms. Dong Ming Zhu and Mr. Zhou Bo Wen as non-executive Directors; and Mr. Gary Clark Biddle, Mr. Cao Yang Feng and Mr. Liu Chia Yung as independent non-executive Directors.