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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)**

**Kingdee International Software Group Company Limited (“Company”)**

**Terms of Reference and Modus Operandi  
For  
Nomination Committee**

The board of directors of the Company (the **“Board”**) has established a committee known as the nomination committee (the **“Committee”**), on 12 December 2005. The terms of reference and modus operandi for the Committee are as follows.

**Membership**

1. The Committee shall consist of three directors; a majority of them should be independent non-executive directors. App. 14, A.5.1
2. The members of the Committee shall be nominated by the chairman of the Board or a majority of independent non-executive directors or one-third of all directors, and should be elected by the Board.
3. The chairperson of the Committee shall be the chairman of the Board or an independent non-executive director and should be elected with not less than two-thirds votes of members of the Committee. App. 14, A.5.1
4. The secretary of the Committee shall be the Board secretary of the Company appointed by the chairperson of the Committee (the **“Committee Secretary”**).

**Frequency and Proceedings of Meetings**

5. Meetings of the Committee shall be held at least once a year.
6. The quorum for a meeting of the Committee shall be two members of the Committee.
7. Resolutions of the Committee shall be passed with a majority of votes of members of the Committee.

## **Authority**

8. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The relevant expenses should be borne by the Company. App. 14, A.5.4
9. The Committee is to be provided with sufficient resources to discharge its duties.

## **Duties**

### **10. The Committee shall:**

- (1) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually; App. 14, A. 5.2(a)
- (2) identify individuals suitably qualified to become directors, and to select or make recommendations to the Board on the selection of individuals nominated for directorships; App. 14, A. 5.2(b)
- (3) make recommendations on any proposed changes to the Board to implement the Company's corporate objectives and strategy; App. 14, A. 5.2(a)
- (4) assess the independence of the independent non-executive directors; and App. 14, A. 5.2(c)
- (5) make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors. App. 14, A. 5.2(d)

## **Reporting Procedures**

11. After each meeting of the Committee, the Committee shall report timely in writing to the Board on its findings and recommendations on the directors and senior management of the Company.

## **Other Procedures**

12. The chairperson of the Committee, in consultation with the Committee Secretary, shall be primarily responsible for drawing up and approving the agenda of each Committee meeting. The chairperson of the Committee, with the assistance of the Board Secretariat, shall ensure that all members of the Committee shall have sufficient information in a timely manner. The Committee Secretary shall record minutes of all duly constituted meetings of the Committee, and shall circulate the draft of the minutes and reports of the Committee to all members of the Committee for comments and records within a reasonable time after each meeting. The final versions of the minutes of meetings shall be kept by the Committee Secretary.

Shenzhen, the PRC, 16 March 2012.