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Kingdee

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)

ADJUSTMENTS TO EXERCISE PRICE AND NUMBER OF OUTSTANDING SHARE OPTIONS

The Board is pleased to announce that the Company has ascertained the required adjustments to the exercise price and the number of outstanding share options. Such adjustments have been reviewed by the auditors of the Company pursuant to Rule 17.03(3) of the Listing Rules and the rules of the Share Option Schemes.

The Board is also pleased to announce that the ordinary resolution in respect of the approval of the Share Subdivision, was duly passed by the Shareholders at the EGM held on 8 May 2008.

Reference is made to the announcement of the Company dated 31 March 2008 and the circular of the Company dated 18 April 2008 (the "**Circular**") in relation to the proposals for subdivision of shares and change of board lot size. Capitalised terms used in this announcement shall bear the same meanings as defined in the Circular unless otherwise defined herein.

The Board is pleased to announce that the Company has ascertained the required adjustments to the exercise price and the number of outstanding share options. Such adjustments have been reviewed by the auditors of the Company pursuant to Rule 17.03(3) of the Listing Rules and the rules of the Share Option Schemes.

The Board is also pleased to announce that the ordinary resolution in respect of the approval of the Share Subdivision was duly passed by the Shareholders at the EGM held on 8 May 2008. As the Listing Committee has granted the listing of, and permission to deal in, the Subdivided Shares, the conditions to the Share Subdivision have been fulfilled and the Share Subdivision will take effect from 9 May 2008.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF OUTSTANDING SHARE OPTIONS

According to the respective terms of the Share Option Schemes, the exercise prices of the share options that remained outstanding as at 8 May 2008 will be adjusted following the Share Subdivision becoming effective as follows:

Date of grant	Before the Share Subdivision becoming effective		After the Share Subdivision becoming effective	
	Exercise price	Number of outstanding share options	Exercise price	Number of outstanding share options
27/09/2001	HK\$1.49	55,000	HK\$0.3725	220,000
20/02/2003	HK\$1.39	312,500	HK\$0.3475	1,250,000
08/08/2003	HK\$2.05	868,000	HK\$0.5125	3,472,000
23/03/2004	HK\$3.18	4,000,000	HK\$0.795	16,000,000
01/06/2004	HK\$2.65	3,821,690	HK\$0.6625	15,286,760
27/12/2004	HK\$2.05	292,500	HK\$0.5125	1,170,000
21/04/2005	HK\$1.55	3,000,000	HK\$0.3875	12,000,000
15/2/2006	HK\$2.235	500,000	HK\$0.55875	2,000,000
28/04/2006	HK\$2.61	21,450,000	HK\$0.6525	85,800,000
4/05/2006	HK\$2.63	1,900,000	HK\$0.6575	7,600,000
22/06/2006	HK\$2.625	1,900,000	HK\$0.65625	7,600,000
22/06/2006	HK\$2.625	8,800,000	HK\$0.65625	35,200,000
18/07/2006	HK\$2.895	1,120,000	HK\$0.72375	4,480,000
23/01/2007	HK\$3.74	4,400,000	HK\$0.935	17,600,000
05/06/2007	HK\$6.83	3,700,000	HK\$1.7075	14,800,000
08/06/2007	HK\$7.23	1,180,000	HK\$1.8075	4,720,000
		57,299,690		229,198,760

Notes
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Notes:

1. Additional 171,899,070 options will be allocated to the existing holder of options in the proportion of 3 new options for each option held by an option holder.
2. Each outstanding option upon the Share Subdivision becoming effective is entitled to one Subdivided Share upon exercise.

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

Hong Kong, 8 May 2008

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board), Mr. Ho Ching-hua (Chief Executive Officer) and Mr. Chen Deng Kun as executive directors; Mr. James Ming King and Mr. Charles Po-shun Wu as non-executive directors; and Ms. Yang Zhou Nan, Mr. Wu Cheng, Mr. Yeung Kwok On and Mr. Gary Clark Biddle as independent non-executive directors.