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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)

ADOPTION OF SHARE AWARD PLAN

The Board has adopted the Share Award Plan on 25 March 2009 in which the Eligible Person will be entitled to participate. The purpose of the Share Award Plan is to recognise and reward the contribution of the Eligible Persons to the growth and development of the Group through an award of Shares.

The Board had adopted the Share Award Plan on the Adoption Date. A summary of the principal terms of the Share Award Plan is set out below:

Purposes of the Share Award Plan

The purpose of the Share Award Plan is to recognise and reward the contribution of the Eligible Persons to the growth and development of the Group through an award of Shares.

In order to enhance corporate governance and establish an employee incentive scheme with terms in line with market practice, the Company established the Share Award Plan to replace the Kingdee Employee Benefit Trust. The trustee of the Kingdee Employee Benefit Trust holds 1,050,000 unvested Shares as at the date of this announcement, such Shares will be transferred to the Share Award Plan.

Administration

The Share Award Plan shall be subject to the administration of the Administration Committee in accordance with the rules of the Share Award Plan.

Participants

The Administration Committee may, in its absolute discretion, make an award to any employee (whether full time or part time) of the Group (the “Eligible Person”).

The eligibility of any of the Eligible Persons to an award shall be determined by the Administration Committee from time to time on the basis of the its opinion as to his contribution to the development and growth of the Group.

For the avoidance of doubt, the Eligible Persons shall exclude any Directors and any connected person of the Company.

Pool of awarded Shares

The Administration Committee shall notify the Share Award Plan Trustee (which was appointed as the trustee for the purpose of the Share Award Plan) in writing upon the making of an award to an Eligible Person (the “Selected Person”) under the Share Award Plan. Upon the receipt of such notice, the Share Award Plan Trustee shall set aside the appropriate number of awarded Shares out of a pool of Shares (the “Shares Pool”) comprising the following:

- (a) the Shares which will be purchased by the Trustee on the Stock Exchange by utilising the initial trust fund to be paid by the Company to the Trustee pursuant to the Trust Deed;
- (b) such Shares as may be purchased by the Share Award Plan Trustee on the Stock Exchange by utilising the funds allocated by the Directors out of the Company’s resources but subject to the limit set out in the paragraph headed “Scheme Limit” below;
- (c) such Shares as may be allotted and issued at par to the Share Award Plan Trustee by utilising the funds allocated by the Directors out of the Company’s resources but subject to the limit set out in the paragraph headed “Scheme Limit” below;
- (d) such Shares which remain unvested and revert to the Share Award Plan Trustee by reason of a lapse of an award; and
- (e) such Shares as may be transferred by any person and accepted by the Share Award Plan Trustees as additions to the trust fund under the Share Award Plan.

Purchase of Shares by the Share Award Plan Trustee to satisfy further wards

Subject to the restrictions as set out in the paragraph headed “Restrictions on the time of making awards, subscription, purchase and/or vesting”, the Administration Committee may at any time notify and instruct the Share Award Plan Trustee to purchase Shares on the Stock Exchange at such price range as the Administration Committee deems appropriate. In particular, in the event that the aggregate number of Shares held by the Share Award Plan Trustee in the Shares Pool after deducting the number of awarded Shares set aside pursuant to the awards already made and

outstanding is insufficient for the purposes of satisfying any further awards to be made under the Share Award Plan, the Administration Committee shall forthwith notify and instruct the Share Award Plan Trustee who shall satisfy any shortfall, actual or contingent, in the awarded Shares by purchasing the relevant number of Shares on the Stock Exchange at such price range as the Administration Committee deems appropriate.

The Directors shall procure that subject to the limit referred to in the paragraph headed “Scheme Limit” below, adequate funds are paid out of the Company’s resources to the Share Award Plan Trustee to enable the Share Award Plan Trustee to purchase the appropriate number of Shares in order to satisfy the outstanding awards from time to time made under the Share Award Plan.

General mandate may be used to satisfy awards

In the event that the awarded Shares comprise new Shares to be allotted by the Company, such new Shares shall be allotted and issued by the Company at par to the Share Award Plan Trustee using the general mandate granted to the Directors by the shareholders of the Company from time to time unless separate shareholders’ approval is obtained in a general meeting of the Company. The Company shall comply with the relevant requirements under the Listing Rules when using the general mandate to satisfy awards under the Share Award Plan.

The awarded Shares allotted and issued by the Company to the Share Award Plan Trustee pursuant to the Share Award Plan shall rank *pari passu* in all respects among themselves and with the then existing Shares in issue with the right to receive all dividends and other distributions declared, made or paid on or after the date of allotment.

Restrictions on the time of making awards, subscription, purchase and/or vesting

No Award shall be made or vested by the Administration Committee and no instructions to acquire Shares or allot new Shares shall be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been made available to the public domain in accordance with the requirements under the Listing Rules.

Scheme limit

No Shares will be subscribed for or acquired by the Share Award Plan Trustee if such subscription or acquisition would result in the total number of Shares subscribed for or acquired by the Share Award Plan Trustee during the 12 month period immediately preceding the subscription or acquisition representing in aggregate over 1.5% of voting rights of the Company.

The total number of Shares held by the Share Award Plan Trustee under the Share Award Plan will not exceed 1.5% of the total issued Shares at any time.

Duration of the Share Award Plan

Subject to any early termination pursuant to the terms of the Share Award Plan, the Share Award Plan will remain in force for a period commencing on the Adoption Date and ending on 31 December 2019.

Lapse of awards

In the event that any Selected Person ceases to be an Eligible Person by reason of summary dismissal for misconduct, committing of a criminal offence or other breach of his term of employment, an award made to such Selected Person shall forthwith lapse and be cancelled. If any Selected Person ceases to be an Eligible Person by reason only of his death, the awarded Shares which are set aside for him pursuant to an award shall be transferred to or vested in his personal representative in accordance with the terms of the Share Award Plan.

Voting rights

The Share Award Plan Trust will exercise voting right in respect of Shares held under the Share Award Plan in accordance with the instructions of the Administration Committee.

Termination of the Share Award Plan

The Directors may by resolution at any time terminate the operation of the Share Award Plan and in such event no further awards shall be made provided that such termination shall not affect any subsisting rights of any Selected Person in respect of any award made to him prior to such termination.

Definitions

In this announcement, unless the context requires otherwise, the following expressions have the following meanings:

“Administration Committee”	The administration committee of the Company which shall include members of the senior management of the Company who are in charge of the human resources department and the security and investment department of the Company, delegated with the power and authority by the Board to administer the Share Award Plan
“Adoption Date”	25 March 2009, being the date on which the Board adopted the Share Award Plan
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for the business of dealing in securities
“Company”	Kingdee International Software Group Company Limited (金蝶國際軟件集團有限公司), 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”	has the meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“Eligible Person(s)”	has the meaning ascribed to it under the paragraph headed “Participants” of this announcement
“Group”	the Company and its subsidiaries
“Kingdee Employee Benefit Trust”	the discretionary trust established pursuant to a trust deed dated 20 January 2001 for the benefit of all former and existing employees and consultants of the Group
“Listing Committee”	the listing sub-committee of the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Selected Person”	has the meaning ascribed to it under the paragraph headed “Pool of awarded Shares” of this announcement
“Share(s)”	ordinary share(s) of par value of HK0.025 each in the share capital of the Company
“Share Award Plan”	the share award plan of the Company adopted by the Directors on the Adoption Date, the principal terms of which are set out in this announcement
“Share Award Plan Trustee”	Project China Limited, a company incorporated in the British Virgin Island, the trustee appointed by the Company for the administration of the Share Award Plan pursuant to the Trust Deed and a third party not connected with any of the director, chief executives or substantial shareholders of the Company or any of its subsidiaries or their respective associates (as defined under the Listing Rules)
“Shares Pool”	has the meaning ascribed to it under the paragraph headed “Pool of awarded Shares” of this announcement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust Deed”	the trust deed in respect of the Share Award Plan entered into between the Company and the Share Award Plan Trustee as trustee on 25 March 2009 (as restated, supplemented and amended from time to time)

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

Shenzhen, the PRC, 25 March, 2009

As at the date hereof, the executive Directors are Mr. Xu Shao Chun (Chairman of the Company), Mr. Chen Deng Kun; the non-executive Directors are Mr. Ho Ching-hua, Mr. James Ming KING; and the independent non-executive Directors are Ms. Yang Zhou Nan, Mr. Wu Cheng, Mr. Yeung Kwok On and Mr. Gary Clark Biddle.