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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 2009**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 12 May 2009 were duly passed.

The board of directors (the "**Board**") of Kingdee International Software Group Company Limited (the "**Company**") announces that at the annual general meeting of the Company held on 12 May 2009 (the "**AGM**"), all the resolutions proposed were duly passed by way voting by poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated accounts and the reports of the directors and auditors of the Company for the year ended 31 December 2008.	1,244,188,166 100%	0 0%
2.	To declare a final dividend for the year ended 31 December 2008.	1,245,321,218 100%	0 0%
3(A).	To re-elect Mr. Ho Ching-hua as a director (" Director ") of the Company.	1,131,904,490 90.8926%	113,416,728 9.1074%

3(B).	To re-elect Mr. Wu Cheng as a Director.	807,000,750 73.9787%	283,854,468 26.0213%
3(C).	To re-elect Mr. Yeung Kwok On as a Director.	1,133,538,290 91.0238%	111,782,928 8.9762%
4.	To authorize the Board to fix the remuneration of the Directors.	1,245,321,218 100%	0 0%
5.	To re-appoint PricewaterhouseCoopers, the retiring auditors, as the auditors of the Company and to authorize the Board to fix their remuneration.	1,223,303,218 100%	0 0%
6(A).	To give a general mandate to the Directors to issue and allot additional shares not exceeding 20% of the existing issued share capital of the Company.	814,676,950 65.4190%	430,644,268 34.5810%
6(B).	To give a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the existing issued share capital of the Company.	1,245,321,218 100%	0 0%
6(C).	To extend the general mandate to the Directors to issue and allot the shares repurchased by the Company under the mandate referred to in Resolution numbered 6(B) above.	815,014,950 65.4462%	430,305,638 34.5538%

Remarks:

- (a) As a majority of the votes were cast in favour of each of the resolutions nos. 1 to 6(C), all such ordinary resolutions were duly passed.
- (b) The total number of shares of the Company in issue: 1,927,610,114 shares.
- (c) The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM: 1,927,610,114 shares.
- (d) The total number of shares entitling the holder to attend and vote only against the resolutions at the AGM: Nil.
- (e) None of the shareholders of the Company have stated their intention in the Company's circular dated 3 April 2009 to vote against any of the resolutions at the AGM.
- (f) None of the shareholders of the Company is required to abstain from voting on any of the resolutions at the AGM.

- (g) 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 2009

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Chen Deng Kun as executive directors; Mr. Ho Ching-hua and Mr. James Ming King 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.