



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2009

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Kingdee International Software Group Company Limited

Date Submitted 03/07/2009

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 0268 Description : Ordinary Shares

|                                     | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
|-------------------------------------|------------------------|------------------|---------------------------------|
| Balance at close of preceding month | <u>4,000,000,000</u>   | <u>0.025</u>     | <u>100,000,000</u>              |
| Increase/(decrease)                 | <u>Nil</u>             |                  | <u>Nil</u>                      |
| Balance at close of the month       | <u>4,000,000,000</u>   | <u>0.025</u>     | <u>100,000,000</u>              |

(2) Stock code : \_\_\_\_\_ Description : \_\_\_\_\_

|                                     | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
|-------------------------------------|------------------------|----------------------------|---|
| Balance at close of preceding month | _____                  | _____                      | _____                                     |
| Increase/(decrease)                 | _____                  |                            | _____                                     |
| Balance at close of the month       | _____                  | _____                      | _____                                     |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code : _____                  | Description : _____      |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                    | _____                                  | _____   |
| Increase/(decrease)                 | _____                    |  | _____   |
| Balance at close of the month       | _____                    | _____                                  | _____   |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code : _____                  | Description : _____            |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                          | _____                                  | _____   |
| Increase/(decrease)                 | _____                          |  | _____   |
| Balance at close of the month       | _____                          | _____                                  | _____   |

Total authorised share capital at the end of the month (*HK\$*) :           **100,000,000**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares  |            | No of preference shares | No. of other classes of shares |
|---------------------------------------|-------------------------|------------|-------------------------|--------------------------------|
|                                       | (1)                     | (2)        |                         |                                |
| Balance at close of preceding month   | <u>1, 927, 785, 614</u> | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>92,062,850</u>       | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |
| Balance at close of the month         | <u>2, 019, 848, 464</u> | <u>N/A</u> | <u>N/A</u>              | <u>N/A</u>                     |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |                  |                            |            | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|------------------|----------------------------|------------|--|---|
|  | Granted                   | Exercised        | Cancelled                  | Lapsed     |  |   |
| <b>1.2001 Share Option Scheme</b>  |                           |                  |                            |            |  |   |
| <u>(30 /1 /2001 )</u>  |                           |                  |                            |            |  |   |
| <b>Ordinary shares</b>   | <u>Nil</u>                | <u>Nil</u>       | <u>Nil</u>                 | <u>Nil</u> | <u>Nil</u>   | <u>220,000</u>  |
| (Note 1)   |                           |                  |                            |            |  |   |
| <b>2.2002 Share Option Scheme</b>  |                           |                  |                            |            |  |   |
| <u>(26/ 4/2002)</u>  |                           |                  |                            |            |  |   |
| <b>Ordinary shares</b>   | <u>Nil</u>                | <u>242, 850</u>  | <u>Nil</u>                 | <u>Nil</u> | <u>242, 850</u>  | <u>44,944,745</u>   |
| (Note 1)   |                           |                  |                            |            |  |   |
| <b>3.2005 Share Option Scheme</b>  |                           |                  |                            |            |  |   |
| <u>(11/7/ 2005)</u>  |                           |                  |                            |            |  |   |
| <b>Ordinary shares</b>   | <u>Nil</u>                | <u>1,820,000</u> | <u>Nil</u>                 | <u>Nil</u> | <u>1,820,000</u>   | <u>193,249,700</u>  |
| (Note 1)   |                           |                  |                            |            |  |   |
|  |                           |                  | Total A. (Ordinary shares) |            | <u>2,062,850</u>   |   |
|  |                           |                  | (Preference shares)        |            | <u>N/A</u>   |   |
|  |                           |                  | (Other class)              |            | <u>N/A</u>   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |                  |                            |            |  | <u>HK\$1,343,638</u>  |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1.<br>_____<br>_____                                     | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____                             |                                 |   |                                  |   |  |  |
| Class of shares _____                                    |                                 |   |                                  |   |  |  |
| issuable ( <i>Note 1</i> ) _____                         |                                 |   |                                  |   |  |  |
| Subscription price _____                                 |                                 |   |                                  |   |  |  |
| EGM approval date _____                                  |                                 |   |                                  |   |  |  |
| (if applicable) _____                                    |                                 |   |                                  |   |  |  |
| (dd/mm/yyyy) _____                                       |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 2.<br>_____<br>_____                                     | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____                             |                                 |   |                                  |   |  |  |
| Class of shares _____                                    |                                 |   |                                  |   |  |  |
| issuable ( <i>Note 1</i> ) _____                         |                                 |   |                                  |   |  |  |
| Subscription price _____                                 |                                 |   |                                  |   |  |  |
| EGM approval date _____                                  |                                 |   |                                  |   |  |  |
| (if applicable) _____                                    |                                 |   |                                  |   |  |  |
| (dd/mm/yyyy) _____                                       |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 3.<br>_____<br>_____                                     | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____                             |                                 |   |                                  |   |  |  |
| Class of shares _____                                    |                                 |   |                                  |   |  |  |
| issuable ( <i>Note 1</i> ) _____                         |                                 |   |                                  |   |  |  |
| Subscription price _____                                 |                                 |   |                                  |   |  |  |
| EGM approval date _____                                  |                                 |   |                                  |   |  |  |
| (if applicable) _____                                    |                                 |   |                                  |   |  |  |
| (dd/mm/yyyy) _____                                       |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| 4.<br>_____<br>_____                                     | _____                           | _____   | _____                            | _____                                     | _____  | _____  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed) _____                             |                                 |   |                                  |   |  |  |
| Class of shares _____                                    |                                 |   |                                  |   |  |  |
| issuable ( <i>Note 1</i> ) _____                         |                                 |   |                                  |   |  |  |
| Subscription price _____                                 |                                 |   |                                  |   |  |  |
| EGM approval date _____                                  |                                 |   |                                  |   |  |  |
| (if applicable) _____                                    |                                 |   |                                  |   |  |  |
| (dd/mm/yyyy) _____                                       |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Total B. (Ordinary shares) _____                         |                                 |   |                                  |   |  |  |
| (Preference shares) _____                                |                                 |   |                                  |   |  |  |
| (Other class) _____                                      |                                 |   |                                  |   |  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4.   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    | Total C. (Ordinary shares) |                              |  |   |
|  |                                |                                    | (Preference shares)        |                              |  |   |
|  |                                |                                    | (Other class)              |                              |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 2. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| 3. _____<br>_____<br>_____<br>( / / )<br>shares ( <i>Note 1</i> )                                       |  |   |
| Total D. (Ordinary shares)<br>(Preference shares)<br>(Other class)                                      |  |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |  |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|--|--|--|---|
| 1.            | Rights issue | At price : State currency _____              | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____            | ( / / )  | ( / / )   |
| 2.            | Open offer   | At price : State currency _____              | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____            | ( / / )  | ( / / )   |
| 3.            | Placing      | At price : State currency <u>HKD</u><br>1.37 | Class of shares issuable Ordinary Shares_<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ((22/6/2009 )  | (12/5/2009)   |
|               |              |  |  | <u>90,000,000</u>  |   |
| 4.            | Bonus issue  |  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____            | ( / / )  | ( / / )   |

For Main Board and GEM listed issuers

|                      |                      |                                 | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------|----------------------|---------------------------------|---|---|
| <b>Type of Issue</b> |                      |                                 |   |   |
| 5.                   | Scrip dividend       | At price : State currency _____ | Class of shares issuable _____<br>( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   |
| 6.                   | Repurchase of shares |                                 | Class of shares repurchased ( <i>Note 1</i> ) _____<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )        | _____   |
| 7.                   | Redemption of shares |                                 | Class of shares redeemed ( <i>Note 1</i> ) _____<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / )             | _____   |
| 8.                   | Consideration issue  | At price : State currency _____ | Class of shares issuable _____<br>( <i>Note 1</i> )<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   |



For Main Board and GEM listed issuers

| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--|--|---|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                                    | ( / / )  | ( / / )   |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )  | ( / / )   |
| Total E.                   |  | (Ordinary shares) 90,000,000   | (Preference shares) _____<br>(Other class) _____  |

|   |                       |
|---|-----------------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) <b>92,062,850</b> |
|   | (2) Nil               |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               | Nil                   |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         | Nil                   |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |                       |

Remarks (if any):

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Submitted by:           **Yi Wei**          

Title:           **Board Secretary**          

(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*