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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)**

## **CHANGE OF DIRECTORS**

The Board announces that (1) Mr. FENG Guo Hua has been appointed as an executive director of the Company, and (2) Mr. HO Ching-hua has been re-designated from a non-executive director to an independent non-executive director of the Company.

### **APPOINTMENT OF EXECUTIVE DIRECTOR**

The board of directors (the “Board”) of Kingdee International Software Group Company Limited (the “Company”) is pleased to announce that Mr. FENG Guo Hua (馮國華) (“Mr. FENG”) has been appointed as an executive director of the Company with effect from the conclusion of the Board meeting convened on 15 March 2011.

Mr. FENG, aged 42, graduated from University of Science and Technology of China and obtained a degree in Economy Management and a degree in Computer Application Software in 1990. Mr. FENG completed the 176<sup>th</sup> Advanced Management Program in Harvard Business School. Mr. FENG was the certified business and technical consultant by IBM, SAP etc. Before joining the Company, Mr. FENG worked as the director of professional service in Siemens Business Service (China), the senior manager in Arthur Andersen Consulting Service, the director of consulting service in PricewaterhouseCoopers Management Consulting, the managing partner of IBM Global Business Services Greater China Group. During the past 15 years, Mr. FENG was dedicated in serving state-owned enterprises, private enterprises and multinational companies. He provided his professional experience on strategy consulting, process improvement and information technology implementation for a series of well-known enterprises. Mr. FENG has established a long-term strategic cooperation with these clients and is known for his strong leadership in building the largest consulting service practice and team in China. Mr. FENG has abundant experience and strong market insight on business consulting and IT services. He was also dedicated in providing the consulting service to China enterprises on innovation and transformation.

Mr. FENG has been appointed as the President of the Company and Chief Executive Officer of Kingdee Software (China) Co., Ltd, a wholly-owned subsidiary of the Company since 17 January 2011 as disclosed in the announcement of the Company dated 17 January 2011.

Save as disclosed above, Mr. FENG does not hold any other positions in the Company or any of its subsidiaries. He has not held any directorship in listed public companies in the last three years immediately preceding his appointment.

Mr. FENG has entered into a service contract with the Company for a period of 2 years with effect from 15 March 2011. Mr. FENG will be entitled to an annual director's remuneration of RMB 100,000, subject to annual review by the Board. The notice period for termination of the service contract is at least one month.

Mr. FENG has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). He does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited "Listing Rules").

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the attention of the shareholders of the Company in relation to his appointment pursuant to Rule 13.51(2)(h)-(w) of the Listing Rules and would like to take this opportunity to express its warm welcome to Mr. FENG.

### **RE-DESIGNATION OF DIRECTOR**

The Board hereby also announces that Mr. HO Ching-hua (何經華) ("Mr. HO") has been re-designated from a non-executive director to an independent non-executive director with effect from 15 March 2011. Mr. HO will continue to be the member of the Strategy Committee. Save as disclosed above, Mr. HO does not hold any other positions in the Company or any of its subsidiaries.

Mr. HO Ching-hua, aged 54, graduated from National Taiwan University in political science and obtained Master of Arts from National Chenchi University of Taiwan and Master of Science from University of Maryland of the United States. Prior to joining the Company, Mr. HO had worked in Sybase Inc., Oracle East Central Europe Limited, UFIDA Software Co. Ltd. and Siebel Systems Inc. After he resigned as CEO of the Company, Mr. Ho joined Abest Supermarket Co., Ltd as CEO. Mr. HO has abundant experience in sales channel operation and management of international and domestic well-known information technology enterprises.

Mr. HO is now an independent non-executive director of Jess-Link Products Corporation Limited, a company listed on Gre Tai Securities Market of Japan and Taiwan Securities Exchange and an executive director and Chief Operating Officer of Camelot Information System (China) Corporation Limited, a company listed on New York Stock Exchange. In 2008, Mr. HO resigned as independent non-executive director of Xiamen Tsann Kuen Corporation Limited, a company listed on the Shenzhen Stock Exchange, Taiwan Securities Exchange, and Nasdaq of U.S.A. Save as disclosed above, Mr. HO has not held any directorship in other public listed companies in the last three years immediately preceding his re-designation.

Mr. HO has entered into a service contract as an independent non-executive director with the Company for a period of 2 years with effect from 15 March 2011. His emoluments will be RMB 150,000 per annum, subject to annual review by the Board. The notice period for termination of the service contract is at least one month.

Mr. HO is interested in 200,000 shares of the Company and holds 2,200,000 share options of the Company. Save as disclosed, he has no further interest in the shares of the Company and any of its related corporations (within the meaning of Part XV of the Securities and Futures Ordinance) as at the date of this announcement. Save as disclosed above, Mr. HO does not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

The Board is of the view that Mr. HO meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other matters which need to be brought to the

attention of the shareholders of the Company in relation to his re-designation pursuant to Rule 13.51(2)(h)-(w) of the Listing Rules.

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

Shenzhen, the PRC, 15 March, 2011

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