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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)

AMENDMENT TO SHARE AWARD PLAN

Reference is made to the announcement made by the Board on 25 March 2009 regarding the adoption of the Plan. The Board has resolved to amend the definition of the Eligible Persons in the Plan with effect from the date of this announcement.

Upon changing the definition of the Eligible Persons in the Plan, the directors of the Group shall be eligible to join the Plan. If Awards are made to directors of the Group, such awards shall constitute connected transactions of the Company under Chapter 14A of the Listing Rules and the Company shall comply with the relevant requirements under the Listing Rules as and when appropriate.

Save for the amendment specified in this announcement, no other change has been made to the Plan and all other terms of the Plan remain effective.

Definitions

“Award”	an award of Shares by the Board pursuant to the Plan to an Eligible Person
“Board”	the board of Directors
“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)”	employee (whether full time or part time) of the Group, including Directors but excluding any other connected person of the Company

“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Plan”	the “Share Award Plan” adopted by the Board on 25 March 2009
“Shares”	ordinary shares of HKD0.025 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)

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.