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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 20 APRIL 2011**

**ENTITLEMENT OF OVERSEAS SHAREHOLDERS TO BONUS ISSUE**

**AND**

**ADJUSTMENTS TO THE OPTIONS**

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders at the AGM held on Wednesday, 20 April 2011.

The Board also announces the entitlement of Overseas Shareholders to the Bonus Issue and adjustments to the Options upon completion of the Bonus Issue as set out below.

Reference is made to the circular of Kingdee International Software Group Company Limited (the "**Company**") dated 21 March 2011 (the "**Circular**"). Capitalized terms used in this announcement have the same meanings as those defined in the Circular.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board of the Company (the "**Board**") announces that at the AGM held on 20 April 2011, all the resolutions proposed were duly passed. The poll results are as follows:

<b>Ordinary Resolutions</b>		<b>Number of Votes (%)</b>	
		<b>For</b>	<b>Against</b>
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 2010.	1,444,146,986	-
2.	To declare a final dividend for the year ended 31 December 2010.	1,444,146,986	-
3(A)	To re-elect Mr. Feng Guo Hua as a director of the Company.	1,383,795,986	412,000
3(B)	To re-elect Mr. Gary Clark Biddle as a director of the	1,383,795,986	412,000

	Company.		
3(C)	To re-elect Mr. James Ming King as a director of the Company.	1,353,516,700	31,263,886
3(D)	To re-elect Mr. Wu Cheng as a director of the Company.	1,383,795,986	412,000
4.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.	1,444,146,986	-
5.	To re-appoint PricewaterhouseCoopers, the retiring auditors, as the auditors of the	1,444,146,986	-
6.	To approve the bonus issue of shares on the basis of two bonus shares for every ten existing shares of the Company at par value of HK\$0.025 each.	1,444,146,986	-
7(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.	928,825,889	515,321,097
7(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.	1,444,146,986	-
7(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 7(B) above.	956,826,475	487,320,511

Remarks:

- (a) As a majority of the votes were cast in favour of each of the resolutions 1 to 7(C), all such ordinary resolutions were duly passed.
- (b) The total number of shares of the Company in issue: 2,085,614,870 Shares.
- (c) The total number of shares entitling the holder to attend and vote for or against the resolutions at the AGM: 2,085,614,870 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 Circular 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.

## ENTITLEMENT OF OVERSEAS SHAREHOLDERS TO BONUS ISSUE

As disclosed in the Circular, the Bonus Issue is proposed to be made on the basis of two (2) Bonus Shares for every ten (10) existing Shares held on the Record Date, i.e. Wednesday, 20 April 2011. As at the Record Date, there were 2,085,614,870 Shares in issue. Therefore, the number of Bonus Shares to be issued under the Bonus Issue is 417,122,974. The dealing of Bonus Shares is expected to commence on Wednesday, 4 May 2011.

As stated in the paragraph headed “Proposed Bonus Issue – Overseas Shareholders” of the Circular, as at the Record Date, there were 31 Overseas Shareholders with registered addresses outside Hong Kong as shown on the Register of Members, including one shareholder located in the United States of America and 30 located in mainland China.

The Board has been advised by its legal advisers as to the applicable laws in the United States of America and mainland China and has decided to extend the Bonus Issue to the Overseas Shareholders with registered addresses in the United States of America and mainland China. In light of the above, the said Overseas Shareholders, together with the Shareholders with registered addresses in Hong Kong as at the Record Date, are Qualifying Shareholders and they will be entitled to the Bonus Issue.

## ADJUSTMENTS TO THE OPTIONS

In compliance with the terms of the 2002 Scheme adopted on 26 April 2002 and 2005 Scheme adopted on 11 July 2005 of the Company and the supplementary guidance issued by the Stock Exchange on 5 September 2005 under Rule 17.03(13) of the Listing Rules (the “Supplementary Guidance”), the subscription price of the Options granted by the Company pursuant to the Share Option Scheme which remained outstanding as at the date of completion of the Bonus Issue (the “Outstanding Options”) and the number of Shares to be allotted and issued upon exercise in full of the subscription rights attaching to the Outstanding Options will be adjusted (the “Adjustments”) in the same manner as set out below as a result of the implementation of the Bonus Issue, with effect from 29 April 2011.

<b>Date of Grant</b>	<b>Immediately before the Bonus Issue</b>		<b>Immediately after the Bonus Issue</b>	
	<b>Subscription price per Share (HK\$)</b>	<b>Number of Outstanding Options</b>	<b>Adjusted subscription price per Share (HK\$)</b>	<b>Adjusted number of Outstanding Options</b>
20 February 2003	0.3475	30,000	0.2896	36,000
8 August 2003	0.5125	1,656,000	0.4271	1,987,200
1 June 2004	0.6625	5,806,755	0.5521	6,968,106
27 December 2004	0.5125	210,000	0.4271	252,000
15 February 2006	0.58125	620,000	0.4844	744,000
28 April 2006	0.6525	50,200,000	0.5438	60,240,000

4 May 2006	0.6575	5,600,000	0.5480	6,720,000
22 June 2006	0.65625	27,162,440	0.5469	32,594,928
23 January 2007	0.9350	2,200,000	0.7792	2,640,000
5 June 2007	1.7075	9,330,000	1.4230	11,196,000
8 June 2007	1.8075	4,220,000	1.5063	5,064,000
1 August 2008	1.7500	38,115,672	1.4584	45,738,806
19 November 2008	0.9500	5,000,000	0.7917	6,000,000
14 April 2009	1.1600	3,000,000	0.9667	3,600,000
17 September 2009	1.3700	30,000,000	1.1417	36,000,000
23 April 2010	3.1100	30,000,000	2.5917	36,000,000
25 October 2010	4.2500	100,000	3.5417	120,000
16 March 2011	5.1300	13,000,000	4.2750	15,600,000

Save for the Options granted under the Share Option Scheme, the Company has no outstanding options, convertible securities or warrants which confer rights to subscribe for the Shares as at the date of this announcement.

By order of the Board  
**Kingdee International Software  
Group Company Limited**  
**Xu Shao Chun**  
*Chairman*

Shenzhen, the People's Republic of China, 20 April 2011

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