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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)**

**RESIGNATION OF DIRECTORS,  
CHANGE OF COMPOSITION OF BOARD COMMITTEES  
AND  
RENAMING OF THE STRATEGY COMMITTEE**

The board of directors (the "Board") of Kingdee International Software Group Company Limited (the "Company") announces that Ms. YANG Zhou Nan (楊周南) ("Ms. YANG") has resigned as an independent non-executive director of the Company, the chairman of the Audit Committee of the Board (the "Audit Committee") and a member of the Remuneration Committee of the Board (the "Remuneration Committee") with effect from 27 March 2012 due to her age concern. Mr. Gary Clark Biddle, a member of the Audit Committee, has been appointed as the chairman of the Audit Committee with effect from 27 March 2012. Mr. Yeung Kwok on, an independent non-executive director, has been appointed as a member of the Audit Committee with effect from 27 March 2012. Mr. Wu Cheng, an independent non-executive director, has been appointed as a member of the Remuneration Committee with effect from 27 March 2012.

The Board also announces that Mr. James Ming KING (金明) ("Mr. KING") has resigned as a non-executive director of the Company, the chairman of the Nomination Committee of the Board (the "Nomination Committee") and a member of the Strategy Committee of the Board (the "Strategy Committee") with effect from 27 March 2012 due to his age concern. Mr. Xu Shao Chun, an executive director, has been appointed as a member of and as the chairman of the Nomination Committee, with effect from 27 March 2012.

With effect from 27 March 2012, the Strategy Committee will be renamed as the Corporate Governance and Strategy Committee and will perform, among other things, the corporate governance functions set out in the forthcoming amendments to the Rules Governing the Listing of Securities on The Stock Exchange

of Hong Kong Limited (which will be effective on 1 April 2012).

A list of directors of the Company setting out their roles and functions is available on the websites of the Company and the Stock Exchange of Hong Kong Limited.

The Board, Ms. YANG and Mr. KING have confirmed that Ms. YANG and Mr. KING have no disagreement with the Board and that there is no matter in relation to their resignation that needs to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its appreciation to Ms. YANG and Mr. KING for their valuable contributions towards the Company during their tenure of office.

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

Shenzhen, the PRC, 27 March, 2012

*As at the time of this announcement is issued, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer), Mr. Chen Deng Kun as executive directors; and Mr. Gary Clark Biddle, Mr. HO Ching-hua, Mr. Wu Cheng and Mr. Yeung Kwok On as independent non-executive directors.*