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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)

**GENERAL MANDATES FOR THE ISSUE AND REPURCHASE
BY THE COMPANY OF ITS OWN SECURITIES,
REFRESHMENT OF SCHEME LIMIT UNDER THE SHARE OPTION SCHEME
RE-ELECTION OF DIRECTORS,
NOTICE OF AGM**

A notice convening the annual general meeting of the Company to be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Thursday 10 May 2012 at 9:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment if you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading, and all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

10 April 2012

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2001 Scheme”	the share option scheme adopted by the Company on 30 January 2001 which was terminated and replaced by the 2002 Scheme
“2002 Scheme”	the share option scheme adopted by the Company on 26 April 2002 which was terminated and replaced by the Share Option Scheme
“AGM”	the annual general meeting of the Company to be held at Kingdee Software Park, No.2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Thursday, 10 May 2012 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 16 to 19 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bonus Issue”	the issue of Bonus Shares by the Company to qualifying Shareholders on the basis of two Bonus Shares for every ten Shares, which took effect on 9 May 2011
“Bonus Share(s)”	new Shares allotted and issued pursuant to the Bonus Issue
“Company”	Kingdee International Software Group Company Limited, 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(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	2 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	share option(s) granted or to be granted under the 2001 Scheme, 2002 Scheme and the Share Option Scheme
“Overall Limit”	the maximum number of Shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company, being not exceeding 30% of the Shares in issue from time to time
“PRC”	The People’s Republic of China
“Scheme Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, being in aggregate not exceeding 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Limited
“Share Option Scheme”	the share option scheme adopted by the Company on 11 July 2005
“Share Subdivision”	the share subdivision which took effect on 8 May 2008, whereby every issued and unissued Old Share was subdivided into four Shares of HK\$0.025 each
“Old Share(s)”	old ordinary share(s) of HK\$0.1 each in the share capital of the Company before the Share Subdivision becoming effective on 8 May 2008
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong

DEFINITIONS

“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Shao Chun

Mr. Chen Deng Kun

Independent Non-executive Directors:

Mr. Gary Clark Biddle

Mr. Ho Ching-hua

Mr. Wu Cheng

Mr. Yeung Kwok On

Registered Office:

Ugland House

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

British West Indies

*Head Office and principal place of
business in the PRC:*

Kingdee Software Park

No. 2 Kejinan 12 Road

South District

Hi-Tech Industrial Park

Nanshan District

Shenzhen, Guangdong Province

PRC

*Principal place of business
in Hong Kong:*

1902 MassMutual Tower

38 Gloucester Road

Wanchai

Hong Kong

10 April 2012

LETTER FROM THE BOARD

To the Shareholders

Dear Sirs or Madams,

GENERAL MANDATES FOR THE ISSUE AND REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES, REFRESHMENT OF SCHEME LIMIT UNDER THE SHARE OPTION SCHEME RE-ELECTION OF DIRECTORS, NOTICE OF AGM

INTRODUCTION

At the AGM, the Shareholders will be asked to consider and approve: (i) the grant of general mandates to the Directors for the issue and repurchase of the securities of the Company up to 20% and 10% respectively of the aggregate nominal amount of the Company's issued share capital as at the date of passing such resolutions, and the extension of the general mandate to the Directors to issue securities to include the aggregate nominal amount of such securities repurchased under the repurchase mandate; (ii) the refreshment of the Scheme Limit as set out as Resolution 5(D) of the AGM Notice; and (iii) the re-election of Directors who are due to retire at the AGM and are eligible and willing to offer themselves to be re-elected as set out in the AGM Notice.

The purpose of this circular is to provide you with details regarding each of the matters referred to above, to set out information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the annual general meeting of the Company convened on 20 April 2011, ordinary resolutions were passed for the grant of general mandates authorizing the Directors (i) to allot, issue and deal with the Shares in the share capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at that date ("**Issue Mandate**"), and (ii) to repurchase the Shares on the Stock Exchange ("**Repurchase Mandate**") not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at that date. The Issue Mandate and the Repurchase Mandate will expire at the conclusion of the AGM.

New general mandates to allot, issue and deal with the securities of the Company up to 20% ("**Proposed Issue Mandate**") and to repurchase securities up to 10% ("**Proposed Repurchase Mandate**"), respectively of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions as set out in Resolutions 5(A) and 5(B) of the AGM Notice will be proposed at the AGM. A resolution authorizing the extension of the Proposed Issue Mandate ("**Proposed Extension Mandate**") to include the aggregate nominal amount of such securities (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution) will be proposed as Resolution 5(C) as set out in the AGM Notice.

LETTER FROM THE BOARD

With reference to the proposed new general mandates, the Directors wish to state that they have no immediate plans to issue or repurchase any securities of the Company pursuant to the relevant mandates as at the date of this circular.

As at the Latest Practicable Date, the Company had 2,513,602,490 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 502,720,498 Shares. The granting of the Proposed Issue Mandate will provide for flexibility to the Directors to issue Shares when it is in the interest of the Company.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 251,360,249 Shares.

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate and the Proposed Repurchase Mandate will continue to be in force until, the earlier of:

- (a) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time the Proposed Issue Mandate and the Proposed Repurchase Mandate shall lapse unless, by ordinary resolution passed at that meeting, the Proposed Issue Mandate and the Proposed Repurchase Mandate are renewed, either conditionally or subject to conditions; or
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

REFRESHMENT OF SCHEME LIMIT

The Company adopted the Share Option Scheme on 11 July 2005. Under the rules of the Share Option Scheme, the total number of Shares which may be issued upon exercise of all Options to be granted under the Share Option Scheme and any other share option schemes must not in aggregate exceed the Scheme Limit, which was 10% of the Shares in issue as at the date of approval of the Share Option Scheme. The Scheme Limit may be refreshed from time to time pursuant to the rules of the Share Option Scheme.

The Company may seek approval from the Shareholders in a general meeting for refreshing the Scheme Limit so that the total number of Shares which may be issued upon the exercise of all Options to be granted under the Share Option Scheme and any other share option schemes of the Company shall be re-set at 10% of the Shares in issue as at the date of the approval for refreshment of the Scheme Limit.

LETTER FROM THE BOARD

At the annual general meeting of the Company held on 26 April 2007, the Scheme Limit was refreshed to allow the Company to grant Options entitling holders to subscribe for Old Shares, not exceeding 10% of the issued share capital of the Company as at the date of approving the refreshment of the Scheme Limit, which amounted to 45,336,526 Old Shares (or 217,615,324 Shares as adjusted as a result of the Share Subdivision in 2008 and the Bonus Issue in 2011). Since the refreshment in 2007 up to the Latest Practicable Date, 195,201,040 Options (excluding 23,770,960 Options lapsed) had been granted and eligible to be exercised under the refreshed Scheme Limit obtained, of which 32,505,194 Options were exercised, and 162,695,846 Options remained outstanding. Accordingly, the Company might further grant 22,414,284 Options, which is approximately 0.89% of the issued share capital of the Company as at the Latest Practicable Date under the 2007 refreshed Scheme Limit. Since the refreshment in 2007, the Scheme Limit has not been refreshed.

Based on 2,513,602,490 Shares in issue as at the Latest Practicable Date and assuming that there are no Shares issued or repurchased during the period from the Latest Practicable Date to the date of the AGM, upon the approval for this refreshment of the Scheme Limit, the Company would be authorized to grant Options to subscribe for up to 251,360,249 Shares, being 10% of the Shares then in issue at the date of the AGM.

As at the Latest Practicable Date, Options granted to subscribe for an aggregate of 262,406,022 Shares (representing approximately 10.44% of the Shares in issue of the Company as at the Latest Practicable Date) pursuant to the 2001 Scheme, 2002 Scheme and the Share Option Scheme were outstanding. The total number of Shares for subscription under such outstanding Options does not exceed the Overall Limit.

The purpose of the Share Option Scheme is to allow more flexibility in providing additional incentives or rewards to eligible participants for their contribution to the Group and/or to recruit and retain high-caliber employees and attract human resources that are valuable to the Group. In view of the growth of the Group contemplated, and given that the existing Scheme Limit is near depletion, the Share Option Scheme cannot continue to serve its intended purpose for the benefits of the Group and the Shareholders unless the Scheme Limit is refreshed in accordance with the rules of the Share Option Scheme.

The exercise price of an Option must be the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of the grant, which must be a business day; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant; and (iii) the nominal value of the Share.

The Directors consider that it will be for the benefit of the Company and its Shareholders as a whole that eligible participants of the Share Option Scheme are granted rights to obtain equity holdings of the Company through the grant of Options under the Share Option Scheme. This will motivate the eligible participants to contribute further to the success of the Group. For these reasons, pursuant to paragraphs 17.03(3) and 17.06 of the Listing Rules and rule 9.2 of the Share Option Scheme, the Directors will propose the refreshment of the Scheme Limit as set out in Resolution 5(D) in the AGM Notice.

LETTER FROM THE BOARD

Refreshment of the Scheme Limit is conditional on the passing of a resolution by the Shareholders at the AGM and the Listing Committee of the Stock Exchange having approved the listing of, and permission to deal in, any Shares, representing 10% of the issued share capital of the Company as at the date of the AGM approving the refreshed Scheme Limit, to be issued upon the exercise of the Options granted under the refreshed Scheme Limit (“**Listing Approval**”). Application will be made to the Listing Committee of the Stock Exchange for the Listing Approval.

Under the rules of the Share Option Scheme:

- (i) the maximum numbers of Shares in respect of which Options may be granted under the Share Option Scheme and any other share option schemes (excluding those Options that have already been granted by the Company prior to the date of approval of the Share Option Scheme and those Options that have lapsed in accordance with the terms of the Share Option Scheme) shall not, in aggregate, exceed the Scheme Limit; and
- (ii) the maximum numbers of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes shall not, in any event and in aggregate, exceed 30% of the Shares in issue from time to time.

The Directors confirmed that they will ensure that the requirements under Chapter 17 of the Listing Rules will be fully complied with.

RE-ELECTION OF DIRECTORS

The Board currently consists of six Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun, Mr. Gary Clark Biddle, Mr. Ho Ching-hua, Mr. Wu Cheng and Mr. Yeung Kwok On.

According to Article 116 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meetings. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat. Pursuant to Article 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

LETTER FROM THE BOARD

Pursuant to Article 116 of the Articles of Association, Mr. Ho Ching Hua and Mr. Yeung Kwok On shall retire at the AGM. Both the retiring Directors are eligible to offer themselves for re-election. None of the Directors is appointed as an addition to the Board and none should be re-elected at the AGM pursuant to Article 99.

Brief biographical details of the Directors due to retire and proposed to be re-elected are set out in Appendix II to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the AGM Notice, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

AGM

The AGM will be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC, on Thursday, 10 May 2012 at 9:30 a.m. A notice of the AGM is set out on pages 16 to 19 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter (as defined in the Note to Rule 13.39(4) of the Listing Rules) to be voted on by a show of hands.

RECOMMENDATION

The Directors believe that the grant of the Proposed Issue Mandate, the Proposed Repurchase Mandate and Proposed Extension Mandate, the refreshment of the Scheme Limit under the Share Option Scheme and the re-election of Directors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favor of these resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Xu Shao Chun
Chairman

This Appendix contains information required under Rule 10.06(1)(b) of the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules provide that all repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of particular transaction or of a general mandate to the directors of the company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$62,840,062 comprising 2,513,602,490 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to repurchase a maximum of 251,360,249 Shares, representing 10% of aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting ("**Proposed Repurchase Period**").

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds which are legally available for such purpose in accordance with the memorandum and Articles of Association of the Company, the Listing Rules and the applicable laws of the Cayman Islands.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the financial year ended 31 December 2011) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2011	5.55	4.53
May 2011	5.00	4.38
June 2011	4.53	3.91
July 2011	4.74	4.22
August 2011	4.89	2.77
September 2011	3.68	2.84
October 2011	3.60	2.36
November 2011	3.40	2.50
December 2011	2.89	1.85
January 2012	2.48	1.89
February 2012	2.48	1.82
March 2012	2.11	1.61
April 2012 (up to the Latest Practicable Date)	1.97	1.89

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Xu Shao Chun and parties acting in concert with him were interested in an aggregate of 769,341,824 Shares, representing approximately 30.61% of the issued share capital of the Company (and 34.01% of the issued share capital of the Company if the Proposed Repurchase Mandate is exercised in full). To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full will result in Mr. Xu Shao Chun and parties acting in concert with him becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would give rise to an obligation of Mr. Xu Shao Chun and parties acting in concert with him to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased 16,340,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date with details as follows:

Trading/Date	Number of Securities Purchased	Price per Share or Highest Price Paid <i>HK\$</i>	Lowest Price Paid <i>HK\$</i>
25 November 2011	500,000	2.75	2.74
28 November 2011	1,000,000	2.77	2.67
29 November 2011	1,000,000	2.69	2.64
30 November 2011	1,000,000	2.60	2.50
2 December 2011	300,000	2.72	2.72
5 December 2011	740,000	2.65	2.59
6 December 2011	1,000,000	2.59	2.52
7 December 2011	1,000,000	2.60	2.57
8 December 2011	166,000	2.64	2.57
12 December 2011	550,000	2.59	2.53
13 December 2011	534,000	2.52	2.46
14 December 2011	1,350,000	2.42	2.28
15 December 2011	4,850,000	2.27	2.10
16 December 2011	1,500,000	2.20	2.16
20 December 2011	850,000	1.93	1.87
(total)	<u>16,340,000</u>		

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors eligible for re-election at the AGM are set out below in alphabetical order.

HO Ching-hua (何經華), aged 55, an independent non-executive Director. Mr. HO 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.. 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.

Save as disclosed above, Mr. HO had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Save as the directorship with the Company mentioned above, Mr. HO did not hold any positions in the Company or any of its subsidiaries, nor was he connected with any Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the Listing Rules) as at the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. HO, Mr. HO was re-designated from a non-executive Director to an independent non-executive Director for 2 years with effect from 15 March 2011 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. HO's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB150,000 per year. Mr. HO is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. HO was interested in 240,000 Shares and held 2,840,000 share Options of the Company. Save as disclosed, he had 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 Latest Practicable Date.

YEUNG Kwok On (楊國安), aged 51, an independent non-executive Director. Mr. YEUNG received his bachelor and master degrees in management from the University of Hong Kong, and Ph.D. degree in Human Resource Management from the University of Michigan. Mr. YEUNG now is the Philips Chair Professor of Human Resource Management and Director of Centre of Organization and People Excellence at China Europe International Business School. Mr. YEUNG is also the founder of CEO Learning

Association and Organizational Capability Learning Association. Mr. YEUNG's research focuses on building organizational capability for strategic implementation, accelerating globalization of Chinese firms, growing leadership talent for business growth, and leading large-scale organizational transformation. Mr. YEUNG is experienced in enterprises organizational construction, human resources strategy and human resources training. Mr. YEUNG worked in Acer Inc. as Chief Learning Officer and Chief Human Resources Officer from early 1999 to June 2002. Mr. YEUNG was awarded the "2002 China Human Resources Annual Person" by Smart Fortune Magazine of China and the "2004 China Human Resources Outstanding Achievement Award" jointly by Asian-Pacific Human Resources Research Association and Smart Fortune Magazine (China) Co., Ltd.

Mr. YEUNG is now an independent non-executive director of Trina Solar Limited, a company listed on the New York Stock Exchange and SITC International Holding Company Ltd., a company listed on the Stock Exchange.

Save as disclosed above, Mr. YEUNG had not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Save as the directorship with the Company mentioned above, Mr. YEUNG did not hold any positions in the Company or any of its subsidiaries, nor was he connected with any Directors, senior management, substantial or controlling shareholders of the Company (within the meaning of the Listing Rules) as at the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. YEUNG, Mr. YEUNG would serve as an independent non-executive Director for 2 years with effect from 1 January 2011 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. YEUNG's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB200,000 per year. Mr. YEUNG is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. YEUNG was interested in 2,454,000 Shares and held 300,000 share Options of the Company. Save as disclosed, he had 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 Latest Practicable Date.

The remuneration of the Directors is determined by the Board on recommendations of the Remuneration Committee, by reference to market rates, the positions they held in the Board committees and their duties and responsibilities within the Group and their experience.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Directors that needed to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

NOTICE OF AGM



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**Meeting**”) of Kingdee International Software Group Company Limited (the “**Company**”) will be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, The People’s Republic of China (“**P.R.C.**”) on Thursday, 10 May 2012 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated accounts, the report of the directors of the Company (the “**Directors**”) and the report of the auditors of the Company for the year ended 31 December 2011;
2. (A) To re-elect Mr. Ho Ching-hua as an independent non-executive Director;
(B) To re-elect Mr. Yeung Kwok On as an independent non-executive Director;
3. To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
4. To consider and approve the re-appointment of PricewaterhouseCoopers, the retiring auditor of the Company and to authorize the Board to fix their remuneration;

AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following Resolution no. 5 as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

5(A) “**THAT**

- (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares or options) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

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- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares or options) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

“Rights Issue” means the allotment, issue, or grant of Shares pursuant to an offer of Shares of the Company open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the company).”

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5(B) **“THAT**

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

- 5(C) **“THAT** conditional upon ordinary resolutions no. 5(A) and 5(B) above being passed, the aggregate nominal amount of Shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in ordinary resolution no. 5(B) above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 5(A) above.”

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5(D) “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of HK\$0.025 each in the share capital of the Company to be issued pursuant to the exercise of the options which may be granted under the Refreshed Scheme Limit (as defined below), the refreshment of the Scheme Limit of the Share Option Scheme of the Company adopted on 11 July 2005 up to 10% of the number of shares of the Company in issue as at the date of passing of this resolution (the “**Refreshed Scheme Limit**”) be and is hereby approved and any director be and is hereby authorized to do all such acts and execute such document to effect the Refreshed Scheme Limit.”

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

Shenzhen, the P.R.C., 10 April 2012

Registered Office:
Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal place of business in the P.R.C.:
Kingdee Software Park
No. 2 Kejinan 12 Road
South District
High-Tech Industrial Park
Nanshan District
Shenzhen, Guangdong Province
The P.R.C.

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Monday, 7 May 2012 to Thursday, 10 May 2012 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 4 May 2012.

As at the date of this notice, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and 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.