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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)

VOLUNTARY ANNOUNCEMENT

DISPOSAL OF ASSETS

The Board of the Company announces that the Group has disposed of its various assets which are mainly for the development of personal finance software to Kingdee Personal Finance Technology Co., Ltd. through a series of transactions. This announcement is made on a voluntary basis by the Company.

INFORMATION OF THE PARTIES

Kingdee International Software Group Company Limited (the “Company”, together with its subsidiaries, the “Group”) is a leader in the software industry in China, as well as a leading enterprise management software and IT integrated solutions service provider in the Asia Pacific region, with its main business focus on the enterprise management software and service market.

Kingdee Personal Finance Technology Co., Ltd. (“KPFT”) focuses on the personal finance software market, and is principally engaged in the research and development of personal finance software for internet and mobile internet, and the provision of personal finance software for smartphones, the internet, financial websites and on-line payment websites etc.

DETAILS OF THE TRANSACTIONS, REASONS FOR AND BENEFITS OF ENTERING INTO THE TRANSACTIONS

The assets that the Group has disposed of through a series of transactions to KPFT mainly comprise computer hardware, the related intellectual property rights and personnel that are mainly for the development of personal finance software (the “Disposal”). The aggregate consideration for the Disposal is RMB 2,666,491.76. The Group considers that, the assets disposed of are related to the emerging on-line personal finance business which is a new non-core business of the Group and is substantially different from and not in competition with the Group’s principal business. Further, such on-line personal finance business is currently at the preliminary stage of development and is still making a loss. It is unlikely that such business will achieve profitability in the short term, and the Group therefore has to bear relatively high

financial and market operation risks. As such, the Group decided to dispose of such assets to KPFT through a series of transactions, which is consistent with the Group's strategic development requirement and would allow the Group to better focus its resources and manpower on strengthening its core business of enterprise management software and service, while reducing the financial loss and management risk arising from the initial investment in a non-core business.

The Group considers that the terms of the Disposal have been reached after an arm's length negotiation and on normal commercial terms and that the terms of the transactions are fair and reasonable and in the interests of the Group and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

As Mr. Xu Shao Chun, the Chairman of the Board and the controlling shareholder of the Company, is indirectly beneficially interested in 70% of KPFT's shareholding, KPFT is an associate of Mr. Xu Shao Chun and therefore a connected person of the Company. Accordingly, the Disposal constitutes connected transactions of the Company under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"). Mr. Xu Shao Chun has abstained from voting at the relevant Board meetings on the resolutions approving the Disposal.

As each of the applicable percentage ratios (other than the profits ratio) calculated in accordance with the Listing Rules is less than 0.1%, the connected transactions constitute de minimis transactions which are exempt from the reporting, announcement and independent shareholders' approval requirements under Chapter 14A of Listing Rules.

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

Shenzhen, the People's Republic of China, 19 October 2012

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