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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;
RE-ELECTION OF DIRECTORS;
AND
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 Wednesday, 8 May 2013 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.

3 April 2013

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DEFINITIONS

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

“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 Wednesday, 8 May 2013 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 15 to 18 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
“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
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	25 March 2013, 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
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong
“PRC”	The People’s Republic of China
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively

DEFINITIONS

“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
Mr. Yang Jian

Non-executive Director:

Ms. Dong Ming Zhu

Independent Non-executive Directors:

Mr. Gary Clark Biddle
Mr. Ho Ching-hua
Mr. Wu Cheng
Mr. Yeung Kwok On

Registered Office:

P.O. Box 309
Ugland House
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 Mass Mutual Tower
38 Gloucester Road
Wanchai
Hong Kong

3 April 2013

LETTER FROM THE BOARD

To the Shareholders

Dear Sirs or Madams,

GENERAL MANDATES FOR THE ISSUE AND THE REPURCHASE BY THE COMPANY OF ITS OWN SECURITIES; RE-ELECTION OF DIRECTORS; AND 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; and (ii) 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.

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 10 May 2012, 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 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.

With regard 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 Latest Practicable Date.

As at the Latest Practicable Date, the Company had 2,519,199,466 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

LETTER FROM THE BOARD

exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 503,839,893 Shares. The grant of the Proposed Issue Mandate will provide the Directors with flexibility to issue Shares when it is in the interest of the Company to do so.

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 251,919,946 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 Resolutions 5(A) and 5(B) as set out in the AGM Notice 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 decision 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.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of eight Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun, Mr. Yang Jian, Ms. Dong Ming Zhu, 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

LETTER FROM THE BOARD

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.

Pursuant to Article 116 of the Articles of Association, Mr. Xu Shao Chun, Mr. Chen Deng Kun and Mr. Wu Cheng shall retire at the AGM. All the retiring Directors are eligible to offer themselves for re-election. Ms. Dong Ming Zhu and Mr. Yang Jian were appointed as an addition to the Board on 21 August 2012 and 20 March 2013, respectively and are eligible to 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 in accordance with Article 120 of the Articles of Association, 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 Wednesday, 8 May 2013 at 9:30 a.m. The AGM Notice is set out on pages 15 to 18 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, the Proposed Extension Mandate 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 a 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\$62,979,986.65 comprising 2,519,199,466 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 251,919,946 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 and/or earnings of the Company 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 2012) 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 HK\$	Lowest HK\$
April 2012	1.97	1.73
May 2012	1.79	1.24
June 2012	1.56	1.15
July 2012	1.49	0.83
August 2012	1.24	0.87
September 2012	1.61	1.08
October 2012	1.72	1.51
November 2012	1.71	1.45
December 2012	1.61	1.38
January 2013	1.78	1.45
February 2013	1.61	1.26
March 2013 (up to the Latest Practicable Date)	1.40	1.18

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 30.54% of the issued share capital of the Company (and 33.93% 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 general 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 did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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.

CHEN Deng Kun (陳登坤), aged 36, is an executive Director and the General Manager of Kingdee Medical Care Software Co. Ltd. Mr. CHEN graduated from Anhui Institute of Finance and Trade (currently known as Anhui University of Finance and Economics) with a bachelor degree in management, an EMBA degree from China-Europe International Business School (CEIBS). Mr. CHEN is a member of the Association of Enterprise Architect (AEA) in USA, a member of the Association of Chartered Certified Accountant (ACCA) in UK, a member of the Chinese Institute of Certified Public Accountant (CICPA). Mr. CHEN also participated in policy making proposal for local legislatures as a member of National People's Congress in Nanshan District of Shenzhen. Mr. CHEN is now serving as adjunct professor at Zhongnan University of Economics and Law, Anhui University of Finance and adjunct social mentors for masters. Mr. CHEN joined the group in 2000, and has been held important positions as head of Internal Auditing Department, President Assistant, CHO and CFO.

Save as disclosed above, Mr. CHEN does not hold any other positions in the Group, nor has he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. CHEN, Mr. CHEN's term of appointment as an executive Director is 2 years with effect from 1 January 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. CHEN's current remuneration is RMB150,000 per year, subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Mr. CHEN is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. CHEN was interested in 112,000 Shares and held share options to subscribe for 16,004,000 Shares, in aggregate representing approximately 0.64% of the issued share capital of the Company. Mr. CHEN does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. CHEN as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

DONG Ming Zhu (董明珠), aged 58, is a non-executive Director. Ms. DONG obtained a Master Degree of Business Administration from Zhongnan University of Economics and Law. Ms. DONG is now the chairman of the board ("COB") of Zhuhai Gree Group Co. Ltd., the COB and President of Gree Electric Appliances, Inc. of Zhuhai Co.,

Ltd. (the subsidiary of Zhuhai Gree Group Corp.) which is listed on the Shenzhen Stock Exchange (Stock code: 000651). Ms. DONG had been awarded the “National May Day Labor Prize”, and had been elected as a Member of the 10th and 11th National People’s Congress, a Member of the Standing Committee of the China National Democratic Construction Association and a Member of the 10th Executive Committee of All-China Women’s Federation. Ms. DONG has worked in Gree Electric Appliances, Inc. of Zhuhai Co., Ltd. since 1990 and has assumed the roles of sales manager, department head of the operations department, President and Vice COB etc. She has solid experience in marketing and management of household appliances, and the Regional Sales Model that she developed has been commended as an “Excellent Achievement of Modernizing Enterprises’ Management of Guangdong Province”. Ms. DONG has also been actively engaged in MBA education. She is currently the Teaching Professor of the MBA programme of University of Science and Technology of China, the Adjunct Professor of Shandong University and Northwest University, a Member of the MBA Education Consultation Committee of Zhongnan University of Economics and Law and an External MBA tutor of Nanjing University of Science and Technology. Ms. DONG has been dedicated to creating local Chinese brands and was granted the “Innovation Award of CCTV’s China’s Economic Figures of the Year 2010”.

Save as disclosed above, Ms. DONG does not hold any other positions in the Group, nor had she held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Ms. DONG held share options to subscribe for 200,000 Shares, representing approximately 0.008% of the issued share capital of the Company, Ms. Dong did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Ms. DONG has entered into an appointment letter with the Company in relation to her appointment as a non-executive Director for a period of 3 years with effect from 21 August 2012. Pursuant to the Articles of Association, Ms. DONG shall hold office until the AGM and shall be eligible for re-election thereat. Ms. DONG is entitled to annual director’s remuneration of RMB150,000, subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions she holds in the Board committees and her duties and responsibilities within the Group and her experience. Save as disclosed above, Ms. DONG is not entitled to any other emoluments from the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Ms. DONG as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

WU Cheng (吳澄), aged 73, is an independent non-executive Director, a professor of the Department of Automation of Tsinghua University and an academician of Chinese Academy of Engineering. Mr. WU is also the Dean of State CIMS Engineering Technical Research Center. Mr. WU graduated from the Department of Electrical Engineering, Tsinghua University with a bachelor’s degree in 1962 and a master’s degree in 1966. Mr.

WU has participated in CIMS projects of 863 Program, and has been appointed as the leader of CIMS expert group and chief scientist in automation field. He has received a lot of awards for his contributions to the technology development in the PRC.

Saved as disclosed, Mr. WU did not hold any other positions in the Group, nor had he held any other directorship in any other listed public companies in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. WU, Mr. WU will serve as an independent non-executive Director for 2 years with effect from 1 January 2013 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. WU'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, subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Save as disclosed above, Mr. WU is not entitled to any other emoluments from the Company. Mr. WU is not entitled to any bonus in respect of his role as a Director.

As at the latest practicable date, Mr. WU held share options to subscribe for 880,000 Shares, representing approximately 0.03% of the issued share capital of the Company. Mr. WU did not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. WU as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

XU Shao Chun (徐少春), aged 50, is the founder of the Group, an executive Director, Chairman of the Board and chief executive officer of the Company. Mr. XU has been awarded the Government Special Expert Allowance by the State Council. Mr. XU graduated from Southeast University in computer science and obtained a Master's degree in Accounting from Institute of Ministry of Finance and a degree of Executive Master of Business Administration from China Europe International Business School. He is a member of 9th central committee of China National Democratic Construction Association, a member of council of China Siyuan Poverty Alleviation Foundation, deputy director of China Software Industry Association and a member of Accounting Information Technology Committee of Finance Ministry. Mr. XU, with his deep insight into business strategy and operation management and advanced technology sensitivity and accurate grasp of industry trends of global software industry, has always been committed to "leading the progress of Chinese management model" and to leading the company to be a global leading management and IT integrated solutions and service provider. Mr. XU has been awarded "United Nations World Indigenous Entrepreneurs Award", "China Software Ten Outstanding Youths", "The 10 Outstanding Entrepreneurs Award",

“Outstanding Leader for China’s Information Industry”, “Thirty Affective Economy Persons in the Thirty Years of Reform and Opening in Shenzhen ”and “Shenzhen Science and Technology Innovation Mayor’s Award” etc. in recognition of his outstanding achievements in the industry.

Save as disclosed above, Mr. XU does not hold any other positions in the Group, nor had he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

Save as disclosed above, Mr. XU did not have any relationship with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company as at the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. XU, Mr. XU’s term of service as an executive Director is 2 years with effect from 1 January 2013, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. XU’s current remuneration is RMB150,000 per year, subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Mr. XU is not entitled to any bonus in respect of his role as a Director.

As at the Latest Practicable Date, Mr. XU, together with Oriental Gold Limited and Billion Ocean Limited (both of which are wholly owned by Mr. XU) were interested in 769,341,824 Shares and held share options to subscribe for 10,900,000 Shares, in aggregate representing approximately 30.97 % of the issued share capital of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with the re-election of Mr. XU as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

YANG Jian (楊健), aged 36, is an executive Director and the chief financial officer of the Company and the Vice President of Kingdee Software (China) Co., Ltd (“Kingdee Software”), a wholly-owned subsidiary of the Company. Mr. YANG graduated from Guangdong University of Business Studies with a bachelor’s degree in economics in 1999 and further obtained a bachelor’s degree in law from China University of Political Science and Law in 2005. After joining Kingdee Software in 2003, he has been engaged in the areas of Audit, Finance, Operation, IT, Administration Management. Mr. YANG has extensive experience in management and is a capable leader.

Save as disclosed above, Mr. YANG does not hold any other positions in the Company or any of its subsidiaries, nor had he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. YANG was interested in 221,626 Shares and held share options to subscribe for 2,882,000 Shares, in aggregate representing approximately 0.12% of the issued share capital of the Company. Mr. YANG did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Mr. YANG has entered into an appointment letter with the Company for a period of 2 years with effect from 20 March 2013. Pursuant to the Articles of Association, Mr. YANG shall hold office until the AGM and shall be eligible for re-election thereat. Mr. YANG will be entitled to annual director's remuneration of RMB150,000, subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in connection with the re-election of Mr. YANG as a Director nor is there any information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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 Wednesday, 8 May 2013 at 9:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2012;
2.
 - (A) To re-elect Mr. Xu Shao Chun as an executive Director;
 - (B) To re-elect Mr. Chen Deng Kun as an executive Director;
 - (C) To re-elect Mr. Wu Cheng as an independent non-executive Director;
 - (D) To re-elect Mr. Yang Jian as an executive Director; and
 - (E) To re-elect Ms. Dong Ming Zhu as a 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;
5. To consider and, if thought fit, to pass, with or without amendments, the following Resolution no. 5 as Ordinary Resolutions of the Company:
 - (A) **“THAT**
 - (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited, (the “Stock Exchange”) 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

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shares of the Company (the “Shares”) and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares) 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;

- (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) 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.

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“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).”

(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 set out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

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- (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 pursuant to 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.”

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

Shenzhen, the P.R.C., 3 April 2013

Registered Office:

P.O. Box 309
Ugland House
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 Friday, 3 May 2013 to Wednesday, 8 May 2013 (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 Thursday, 2 May 2013.

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