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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)

EXERCISE OF THE OPTION TO SUBSCRIBE FOR US\$25,000,000 4.00% GUARANTEED CONVERTIBLE BONDS DUE 2019

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

(in alphabetical order)

Credit Suisse (Hong Kong) Limited



Macquarie Capital Securities Limited



The Company wishes to announce that on 9 April 2014, the Joint Lead Managers exercised in full the Option granted by the Issuer, pursuant to which the Issuer is required to issue the Optional Bonds for an aggregate principal amount of US\$25,000,000. This raises the aggregate principal amount of convertible bonds issued by the Issuer to US\$175,000,000.

Assuming full conversion of the Bonds and the Optional Bonds at the initial Conversion Price of HK\$3.90, the Bonds and the Optional Bonds will be convertible into 348,075,000 Shares in aggregate (subject to adjustment), representing approximately 13.66% of the issued share capital of the Company as at the date of this announcement, and approximately 12.02% of the issued share capital of the Company as enlarged by the full conversion of the Bonds and the Optional Bonds.

WARNING: As the Subscription Agreement may or may not complete, and the Bonds and/or the New Shares may or may not be issued or listed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Reference is made to the announcement (the “Announcement”) dated 8 April 2014 of Kingdee International Software Group Company Limited (the “Company”). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Announcement.

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EFFECT ON THE SHARE CAPITAL

The table below summarises the shareholding structure of the Company (i) as at the date of this announcement; and (ii) assuming full conversion of the Bonds and the Optional Bonds at the Initial Conversion Price but without taking into account the effect of the stock lending arrangement as disclosed in the Announcement:

Shareholder	As at the date of this announcement		Immediately after full conversion of the Bonds and the Optional Bonds at the initial conversion price of HK\$3.90	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Xu Shao Chun (<i>Note 1</i>)	769,341,824	30.19	769,341,824	26.56
Directors (<i>Note 2</i>)	3,103,626	0.12	3,103,626	0.11
Public				
— Bondholders	—	—	348,075,000	12.02
— Other Public Shareholders	<u>1,776,151,507</u>	<u>69.69</u>	<u>1,776,151,507</u>	<u>61.32</u>
Total	<u><u>2,548,596,957</u></u>	<u><u>100</u></u>	<u><u>2,896,671,957</u></u>	<u><u>100</u></u>

Note:

- Of the 769,341,824 Shares, 4,983,200 Shares were held directly by Mr. Xu Shao Chun, 408,472,000 Shares were held through Oriental Gold Limited and 355,886,624 Shares were held through Billion Ocean Limited. Oriental Gold Limited and Billion Ocean Limited are controlled by Mr. Xu Shao Chun.
- Of the 3,103,626 Shares, 311,626 were held by Mr. Yang Jian, 112,000 were held by Mr. Chen Deng Kun and 2,480,000 were held by Mr. Ho Ching Hua and 200,000 Shares were held by Mr. Wu Cheng.

The Company and Issuer intend to apply for the listing of the Optional Bonds on the Stock Exchange. The Company will also apply to the Stock Exchange for the listing of, and permission, to deal in the Shares which may fall to be issued by the Company on the conversion of the Optional Bonds.

The estimated net proceeds of the issue of the Bonds and Optional Bonds, after deduction of commission and expenses, are approximately US\$171.9 million. The Group intends to apply the proceeds for (i) investment in cloud-management and particularly mobile internet technologies, (ii) the repayment of existing bank loans, (iii) strategic investments and acquisitions, and (iv) for working capital and general corporate purposes.

As the Subscription Agreement may or may not complete, and the Bonds and/or the New Shares may or may not be issued or listed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 10 April 2014

As at the date hereof, 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. Liu Chia Yung as independent non-executive directors.