

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 8 MAY 2014**

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders at the AGM held on Thursday, 8 May 2014.

Reference is made to the circular of Kingdee International Software Group Company Limited (the "**Company**") dated 3 April 2014 (the "**Circular**"). Capitalized terms used in this announcement have the same meanings as those defined in the Circular.

The Board announces that at the AGM held on 8 May 2014, all the resolutions proposed were duly passed. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated accounts and the reports of the directors and auditors of the Company for the year ended 31 December 2013.	1,321,477,156 (100%)	0 (0%)
2(A).	To re-elect Mr. Yang Jian as an executive Director.	1,239,010,380 (93.7595%)	82,466,776 (6.2405%)
2(B).	To re-elect Mr. Gary Clark Biddle as an independent non-executive Director.	1,320,471,156 (99.9239%)	1,006,000 (0.0761%)
2(C).	To re-elect Mr. Ho Ching Hua as an independent non-executive Director.	1,321,477,156 (100%)	0 (0%)
2(D).	To re-elect Mr. Liu Chia Yung as an independent non-executive Director.	1,321,477,156 (100%)	0 (0%)

3.	To authorize the Board to fix the remuneration of the Directors.	1,239,236,380 (100%)	0 (0%)
4.	To re-appoint PricewaterhouseCoopers, the retiring auditors, as the auditors of the Company and to authorize the Board to fix their remuneration.	1,321,477,156 (100%)	0 (0%)
5(A).	To give a general mandate to the Directors to issue and allot additional shares not exceeding 20% of the existing issued share capital of the Company.	946,251,131 (71.6056%)	375,226,025 (28.3944%)
5(B).	To give a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the existing issued share capital of the Company.	1,320,882,780 (100%)	0 (0%)
5(C).	Conditional upon ordinary resolutions 5(A) and 5(B) being passed, to extend the general mandate to the Directors to issue and allot additional shares by the number of shares repurchased by the Company under the mandate referred to in Resolution numbered 5(B) above.	955,610,276 (72.3138%)	365,866,880 (27.6862%)

Remarks:

- (a) As a majority of the votes were cast in favour of each of the resolutions 1 to 5(C), all such ordinary resolutions were duly passed.
- (b) The total number of Shares of the Company in issue: 2,558,598,407 Shares.
- (c) The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM: 2,558,598,407 Shares.
- (d) The total number of Shares entitling the holder to attend and abstain from voting in favour at the AGM as set out in Rule 13.40 of the Listing Rules: Nil.
- (e) None of the Shareholders have stated their intention in the Circular to vote against any of the resolutions at the AGM.
- (f) None of the Shareholders was required to abstain from voting on any of the resolutions at the AGM.
- (g) The Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

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

Shenzhen, the People's Republic of China, 8 May 2014

*As at the date of this announcement, 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.*