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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board of directors (the "**Board**") of Kingdee International Software Group Company Limited (the "**Company**") hereby announces that the Company has granted 40,000,000 share options (the "**Share Options**") on 12 May 2015 under its share option scheme adopted on 8 May 2015. The Share Options will entitle the grantees to subscribe for up to a total of 40,000,000 new shares of HK\$0.025 each in the share capital of the Company (the "**Shares**"), representing approximately 1.54% of all the Shares in issue as at the date of this announcement (being 2,595,138,668 Shares). The Share Options granted are subject to the acceptance of the grantees.

Details of the Share Options are set out as follows:

Date of grant:	12 May 2015 (the " Date of Grant ")
Exercise price of Share Options granted:	HK\$4.6 to subscribe for one Share, representing the highest of (i) the closing price of HK\$4.6 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$4.392 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share
Number of Share Options granted:	40,000,000 Share Options (each Share Option shall entitle the holder of the Share Option to subscribe for one Share)
Validity period of the Share Options:	Ten years commencing from 12 May 2015

Among the Share Options granted as mentioned above, the number of Share Options granted to directors and substantial shareholder of the Company are as follows:

Name of director / Company	Position held within the Company	Number of Share Options granted
Oriental Gold Limited ^(Note)	N/A	2,500,000
Yang Jian	Executive Director and CFO	800,000
Chen Deng Kun	Executive Director	300,000
Dong Ming Zhu	Non-executive Director	200,000
Wu Cheng	Independent Non-executive Director	200,000
Gary Clark Biddle	Independent Non-executive Director	200,000
Liu Chia Yung	Independent Non-executive Director	200,000

Note: Oriental Gold Limited is wholly owned by Mr. Xu Shao Chun, the Chairman of the Board and the Chief Executive Officer of the Company and has interests in 409,412,000 shares and 7,400,000 share options of the Company, amounting to approximately 16.06% of the issued share capital of the Company on the Date of Grant.

The grant of the Share Options to the above grantee as the directors and substantial shareholder of the Company has been approved by the independent non-executive directors (the "**Independent Non-executive Directors**") of the Company (with the relevant independent non-executive Directors abstained from voting in the relevant resolution where he was the Grantee). Each of the grantees of the remaining 35,600,000 Share Options is an employee of the Company, and is not a director, chief executive or substantial shareholder of the Company, nor an associate (as defined in the Listing Rules) of any of them.

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

Shenzhen, the PRC, 12 May, 2015

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. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.