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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)

(1) COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE AND (2) APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that all the conditions precedent to completion of the Subscription have been fulfilled. The Completion took place on 26 May 2015 (after trading hours), pursuant to which, 288,526,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$4.60 per Subscription Share.

The Board is also pleased to announce that with effect from 26 May 2015, Mr. Chen Zhang has been appointed as non-executive Director of the Company.

Reference is made to the announcement (the “**Announcement**”) of Kingdee International Software Group Company Limited (the “**Company**”) dated 18 May 2015 in relation to the proposed subscription of new shares of the Company by JD Oriental Investment Limited under the general mandate granted to the directors of the Company pursuant to an ordinary resolution of the shareholders of the Company passed on 8 May 2015. Unless otherwise stated herein, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent to completion of the Subscription have been fulfilled. Completion took place on 26 May 2015 (after trading hours), pursuant to which, 288,526,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$4.60 per Subscription Share.

EFFECT ON SHAREHOLDING STRUCTURE

The shareholding structure of the Company immediately before and after the Completion is as follows:

Shareholder	Immediately before the Completion		Immediately after the Completion	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Xu Shao Chun (<i>Note 1</i>)	776,863,824	29.9	776,863,824	26.9
Directors (<i>Note 2</i>)	2,697,626	0.1	2,697,626	0.1
Public				
– Subscriber	–	–	288,526,000	10.0
– Other Public Shareholders	1,821,305,893	70.0	1,821,305,893	63.0
Total	<u>2,600,867,343</u>	<u>100.0</u>	<u>2,889,393,343</u>	<u>100.0</u>

Note:

1. Of the 776,863,824 Shares, 11,565,200 Shares were held directly by Mr. Xu Shao Chun, 409,412,000 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.
2. Of the 2,697,626 Shares, 605,626 were held by Mr. Yang Jian, 1,312,000 were held by Mr. Chen Deng Kun and 780,000 Shares were held by Mr. Wu Cheng.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board of Directors of the Company is pleased to announce that with effect from 26 May 2015, Chen Zhang has been appointed as non-executive Director of the Company.

Mr. Zhang, aged 51, is currently a Senior Vice President with JD.com Inc., where he serves as the Head of Research and Development for JD Mall* (京東商城). Mr. Zhang has over 20 years of experience in software development and management. Prior to joining JD.com Inc., he was the president of the Global Research and Development Centre of Yahoo Beijing. In this role he was responsible for the development of many of Yahoo's core global products, such as its science driven advertising and personalisation platforms, and mobile and cloud platforms.

He worked with Yahoo for a total of 18 years, during which time he was responsible for the development of Yahoo Messenger. He earned a master's degree in Computer Science from Indiana University Bloomington in 1991.

Save as disclosed above, as at the date of this announcement, Mr. Zhang: (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) has not held any other directorships in the last three years up to the date of this announcement in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

On 26 May 2015, the Company entered into a letter of appointment with Mr. Zhang, pursuant to which Mr. Zhang shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the articles of association of the Company. Mr. Zhang is entitled to a director's fee of RMB150,000 per annum which is determined on the basis of arm's length negotiation between Mr. Zhang and the Company, and with reference to his duties and responsibilities as a Director. The amount of Mr. Zhang's remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed in this announcement, there are no other matters concerning Mr. Zhang that need to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, nor are there any other matters and information that need to be brought to the attention of Shareholders or required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rule.

The Board takes this opportunity to warmly welcome Mr. Zhang to the Board.

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

Shenzhen, the People's Republic of China, 26 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 and Mr. Chen Zhang as non-executive directors and Mr. Gary Clark Biddle, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.

* *For identification purpose only*