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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)

VOLUNTARY ANNOUNCEMENT
TAIJI CORP INTENDS TO STRATEGIC INVEST 21% EQUITY
INTEREST IN KINGDEE MIDDLEWARE

This is a voluntary announcement made by Kingdee International Software Group Company Limited (the “Company”) for the purpose of informing the public with the latest information of the Company.

The Company is pleased to announce that on 10 July 2015, the Company and Taiji Computer Corporation Limited (the “Taiji Corp”) entered into a cooperation framework agreement (the “Cooperation Framework Agreement”). Pursuant to the Cooperation Framework Agreement, the Company and Taiji Corp will leverage each company’s respective advantages in marketing, technology, products, solutions, distributions, industry and human resources. The two companies intend to work together on product integration, business and financial cooperation, as well as technology transfers to boost the competitive edge of Kingdee Middleware Company Limited (the “Kingdee Middleware”), a subsidiary of the Company, with a goal of supporting Kingdee Middleware to lead the China infrastructure software market. The Company and Taiji Corp intend to fully collaborate on existing platforms to fully support Kingdee Middleware’s business development, and prioritize Kingdee Middleware as the top supplier in the procurement of middleware products. In addition, pursuant to the Cooperation Framework Agreement, Taiji Corp intends to purchase a total of 21% equity interest in the Kingdee Middleware, at a consideration of RMB 58,800,000 (“Equity Interest Transaction”), subject to the entering into equity interest transfer agreements between Taiji Corp and the shareholders of Kingdee Middleware. To effect the Equity Interest Transaction, Taiji Corp intends to enter into (1) the equity interest transfer agreement with Kingdee Software (China) Company Limited, a wholly owned subsidiary of the

Company for the purchase of 12% equity interest in the Kingdee Middleware, at a consideration of RMB 33,600,000 (the “Equity Interest Transfer Agreement 1”); and (2) the equity interest transfer agreement with another shareholder of Kingdee Middleware, Shenzhen Kingdee Software Peripherals Company Limited for the purchase of 9% equity interest in the Kingdee Middleware, at a consideration of RMB 25,200,000 (the “Equity Interest Transfer Agreement 2”). Upon the completion of the Equity Interest Transaction, Kingdee Middleware remains a subsidiary of the Company. The Results of the Kingdee Middleware continue to be consolidated in the Company’s Results.

Kingdee Middleware, a non-wholly owned subsidiary of the Company, is an infrastructure software developer with state-of-the-art technologies. Built on self-developed core technologies and industry-leading platform products, Kingdee Middleware has become the leader in China’s infrastructure software development industry. In addition to offering best-in-class products for the JAVA-based middleware segment, Kingdee Middleware also provides the most comprehensive solutions to the market.

Taiji Corp (a company listed on the Shenzhen Stock Exchange, stock code: 002368.SZ), is an independent third party of the Company. According to public information, Taiji Corp is a leading contractor in the design and construction of China’s major information system. As an active participant and one of the leading initiators in the development of national E-government policies and related standards, Taiji Corp has made great contributions to the informationization of areas including national defense, foreign affairs, public security, macroeconomics, finance, household and social warfare, industrial manufacturing and production. Taiji Corp’s core business includes consultation, industrial, infrastructure, and operational solutions and services. It has successfully designed and constructed a proprietary integrated Taiji service system covering strategic planning, system design, software development, system integration, value added products, operations and maintenance outsourcing, etc., which provides customers with continuous lifecycle IT support services. As of today, Taiji Corp has already become a frontrunner in the informationization of government administration, finance, energy, manufacturing and public utilities sectors.

The transactions contemplated under the Equity Interest Transfer Agreement 1 and the Equity Interest Transfer Agreement 2 do not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios under Chapter 14 of the Listing Rules were less than 5% (in aggregate). This announcement is made by the Company on a voluntary basis.

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

Shenzhen, the People's Republic of China, 13 July, 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.