

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :28/02/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Kingdee International Software Group Company Limited
Date Submitted	02/03/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>0268</u> Descri	iption : Ordinary	Shares		
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)	
Balance at close of preceding month	4,000,000,000	0.025	100,000,000	
Increase/(decrease)	Nil		Nil	
Balance at close of the month	4,000,000,000	0.025	100,000,000	
(2) Stock code :Descri	iption :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

## 2. Preference Shares

Stock code :De	Description :				
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	n				
Increase/(decrease)					
Balance at close of the month					

#### 3. Other Classes of Shares

Stock code :Descr	iption :			
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

Total authorised share capital at the end of the month (*HK\$*): 100,000,000

# II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
	(1)	(2)	shares	of shares	
Balance at close of preceding month	2,931,791,421	N/A	N/A	<u>N/A</u>	
Increase/ (decrease) during the month	385,700	N/A	N/A	N/A	
Balance at close of the month	2,932,177,121	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Particulars of share			· · · ·		No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date (dd/mm/yyyy) and -		Movement du	ring the month		thereto	as at close of the mont
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.2005 Share						
Option Scheme						
(11/ 07/2005)						
Ordinary shares	Nil	385,700	Nil	Nil	385,700	138,493,351
(Note 1)						
2.2015 Share						
Option Scheme						
(08/05 2015)						
<b>Ordinary shares</b>	Nil	Nil	Nil	Nil	Nil	38,900,000
(Note 1)						
			Total A. (Ord	•	385,700	
				rence shares)	N/A	
				(Other class)	N/A	
Fotal funds raised duri		from exercise of				
options (State currency	r)		НК	D1,044,150.80		

Description of warrants (Date of expiry - dd/mm/yyyy) 1.	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price	· · · ·				
EGM approval date (if applicable)					
(dd/mm/yyyy) 2.	( / / )				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )	· · ·				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
3.					
EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / / )				
	-				
Class of shares issuable ( <i>Note 1</i> )	· ·				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	(Prefere	nary shares) nce shares) Other class)		

For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into	Shares of the	Issuer which are to	be Listed)			
Class and description	amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds issued on						
14 April 2014 by a wholly- owned subsidiary of the Company and guaranteed by the Company (please refer to the announcement dated 8 April 2014)						
	LICD	175 000 000	NII	175 000 000	NIII	204 075 000
Stock code (if listed)	USD 5724	175,000,000	NIL	175,000,000	NIL	384,075,000
Class of shares issuable ( <i>Note 1</i> )	Ordinary USD175,000,00	00				
<u>2.</u>	· · · · · · · · · · · · · · · · · · ·					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
<u>3.</u>	· · · · · · · · · · · · · · · · · · ·					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / / )					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )			inary shares)		_
				rence shares)		-
l				(Other class)	Nil	-

				For Main Board	l and GEM listed issuers		
					No. of new	No. of new	
					shares of	shares of	
					issuer issued	issuer which	
					during the	may be issue	
					month	pursuant	
					pursuant	thereto as at	
	Currency of	Amount at close	Converted	Amount at	thereto	close of the	
	amount	of preceding	during the	close of the		month	
Class and description	outstanding	month	month	month			

# Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	No. of new shares of issuer issued during	No. of new shares of issuer which may be
	the month pursuant	issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy),	thereto	as at close of the month
if applicable, and class of shares issuable:		
1.		
shares (Note 1)		
2	_	
	-	
	4	
shares (Note 1)		
3.		
3	-	
	-	
	-	
shares (Note 1)	-	
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		

	ner Movements ir Type of Issue	1 Issued Share Capital			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )		
2.	Open offer	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(//) (//)		
3.	Placing	At price : State currency	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary shares  ( / / ) ( / / )		
4.	Bonus issue		Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary Shares ( / / ) ( / / )		

				For Main	Boar	and GEM listed is	
	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of issue						
5.	Scrip dividend	At price : State currency ——	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /			
			Class of shares repurchased (	Note 1)			
	-		Cancellation date : (dd/mm/yyyy)				
6.	Repurchase of shares		EGM approval date:				
			(dd/mm/yyyy)				
							·
			Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares issuable ( <i>Note 1</i> )				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		

					For Main	Board and	d GEM listed is:	
	Type of Issue					of du	of new shares issuer issued ring the month risuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable ( <i>Note 1</i> )				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issuable ( <i>Note 1</i> )		_		
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / /	)			
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Total E.	(Ordinary (Preference (Othe			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	385,700		
	(2)	Nil		
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		Nil		
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		Nil		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

Remarks	(if	any)	):
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Submitted by:	Yi Wei		
Sublinued by.			
<b>TC</b> <sup>1</sup> . 1			
Title:	<b>Board Secretary</b>		
(Dire	ctor, Secretary or other duly	v authorised officer)	

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.