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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 10 MAY 2017

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders at the AGM held on Wednesday, 10 May 2017.

Reference is made to the circular of Kingdee International Software Group Company Limited (the "**Company**") dated 3 April 2017 (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 10 May 2017, 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 of the Company (the "Directors") and auditors of the Company for the year ended 31 December 2016.	967,547,231 (100%)	0 (0%)
2(A).	To re-elect Ms. Dong Ming Zhu as a non-executive Director.	963,315,231 (99.56%)	4,232,000 (0.44%)
2(B).	To re-elect Mr. Chen Zhang as a non-executive Director.	874,286,715 (90.64%)	90,278,516 (9.36%)
2(C).	To re-elect Mr. Wu Cheng as an independent non-executive Director.	966,425,231 (99.88%)	1,122,000 (0.12%)
3.	To authorize the board of Directors (the "Board") to fix the remuneration of the Directors.	964,347,231 (100%)	0 (0%)

4.	To re-appoint PricewaterhouseCoopers, the retiring auditors of the Company, as the auditors of the Company and to authorize the Board to fix their remuneration.	967,547,231 (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.	775,390,822 (85.19%)	134,802,409 (14.81%)
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.	967,547,231 (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.	799,888,822 (87.88%)	110,304,409 (12.12%)

Remarks:

- (a) As a majority of the votes were cast in favour of each of the resolutions 1 to 5(C), all such resolutions were duly passed as ordinary resolutions.
- (b) The total number of Shares of the Company in issue: 2,910,148,421 Shares.
- (c) The total number of Shares entitling the holder to attend and vote on the resolutions at the AGM: 2,910,148,421 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, 10 May 2017

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Lin Bo (Chief Financial Officer) as executive directors; Ms. Dong Ming Zhu and Mr. Zhang Chen as non-executive directors; and Mr. Gary Clark Biddle, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.