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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)**

**PROPOSED BONUS ISSUE OF SHARES,
GENERAL MANDATES FOR THE ISSUE AND REPURCHASE
BY THE COMPANY OF ITS OWN SECURITIES,
RE-ELECTION OF DIRECTORS,
NOTICE OF AGM**

A notice convening the annual general meeting of the Company to be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Wednesday, 20 April 2011 at 9:30 a.m. is set out in this circular. A form of proxy for use at the AGM is also enclosed in this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment if you so wish.

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

21 March 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2001 Scheme”	the share option scheme adopted by the Company on 30 January 2001 which was terminated and replaced by the 2002 Scheme
“2002 Scheme”	the share option scheme adopted by the Company on 26 April 2002 which was terminated and replaced by the 2005 Scheme
“2005 Scheme”	the share option scheme adopted by the Company on 11 July 2005
“AGM”	the annual general meeting of the Company to be held at Kingdee Software Park, No.2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC on Wednesday, 20 April 2011 at 9:30 a.m.
“AGM Notice”	the notice convening the AGM as set out on pages 18 to 22 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CCASS”	Central Clearing and Settlement System established and operated by HKSCC
“Company”	Kingdee International Software Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Bonus Issue”	the proposed issue of Bonus Shares to Qualifying Shareholders on the basis of two Bonus Shares for every ten existing Shares held on the Record Date upon and subject to the terms of this circular
“Bonus Share(s)”	new Shares proposed to be allotted and issued pursuant to the Bonus Issue
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company

DEFINITIONS

“Excepted Shareholders”	Overseas Shareholders who are excluded from the Bonus Issue and as defined and more particularly described in the section headed “Overseas Shareholders” in this circular
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Latest Practicable Date”	18 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Options”	share option(s) granted or to be granted under the 2001 Scheme, 2002 Scheme and the 2005 Scheme
“Qualifying Shareholders”	holders of Shares, not being Excepted Shareholders, who are entitled to the Bonus Issue
“Overseas Shareholders”	holders of Shares whose addresses as shown on the Register of Members on the Record Date are outside Hong Kong
“PRC”	The People’s Republic of China
“Record Date”	Wednesday, 20 April 2011, being the record date for determination of entitlements to the Bonus Issue
“Register of Members”	the principal or branch register of members of the Company maintained in the Cayman Islands or Hong Kong, respectively
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	Share(s) of HK\$0.025 each in the capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

EXPECTED TIMETABLE

The expected timetable for the Bonus Issue is set out below:

Date (2011)

Despatch of this circular and the Notice of AGM	Monday, 21 March
Last day of dealings in Shares cum-entitlements to the Bonus Shares	Wednesday, 13 April
First day of dealings in Shares ex-entitlements to the Bonus Shares	Thursday, 14 April
Latest time for lodging transfers of Shares for registration in order to qualify for the Bonus Issue	4:30 p.m. on Friday, 15 April
Latest time for holders of Options to lodge the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares in order to be qualified for the Bonus Issue	4:30 p.m. on Friday, 15 April
Closure of Register of Members	Monday, 18 April - Wednesday, 20 April (both days inclusive)
Latest time to return form of proxy for the AGM	9:30 a.m. on Monday 18 April
Date and time of the AGM	9:30 a.m. on Wednesday, 20 April
Record Date for determination of entitlement to the Bonus Shares	Wednesday, 20 April
Register of Members re-opens	Thursday, 21 April
Certificates for the Bonus Shares expected to be despatched	On or before Friday, 29 April
Dealing in the Bonus Shares commence	Wednesday, 4 May

Note: All times refer to Hong Kong local time in this circular.

Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xu Shao Chun
Mr. Feng Guo Hua
Mr. Chen Deng Kun

Non-executive Director:

Mr. James Ming King

Independent Non-executive Directors:

Mr. Gary Clark Biddle
Mr. Ho Ching-hua
Mr. Wu Cheng
Ms. Yang Zhou Nan
Mr. Yeung Kwok On

Registered Office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

*Head Office and principal place
of business in the PRC:*

Kingdee Software Park
No.2 Kejinan 12 Road
South District
Hi-Tech Industrial Park
Nanshan District
Shenzhen, Guangdong Province
PRC

*Principal place of business
in Hong Kong:*

1902 MassMutual Tower
38 Gloucester Road
Wanchai
Hong Kong

21 March 2011

To the Shareholders

Dear Sirs or Madams,

**PROPOSED BONUS ISSUE OF SHARES,
GENERAL MANDATES FOR THE ISSUE AND THE REPURCHASE
BY THE COMPANY OF ITS OWN SECURITIES,
RE-ELECTION OF DIRECTORS,
NOTICE OF AGM**

LETTER FROM THE BOARD

INTRODUCTION

At the AGM, the Shareholders will be asked to consider and approve: (i) the proposed Bonus Issue; (ii) the grant of general mandates to the Directors for the issue and repurchase of the securities of the Company up to 20% and 10%, respectively of the aggregate nominal amount of the Company's issued share capital as at the date of passing such resolutions, and the extension of the general mandate to the Directors to issue securities to include the aggregate nominal amount of such securities repurchased under the repurchase mandate; and (iii) the re-election of Directors who are due to retire at the AGM and are eligible and willing to offer themselves to be re-elected as set out in the AGM Notice.

The purpose of this circular is to provide you with details regarding each of the matters referred to above, to set out information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

PROPOSED BONUS ISSUE

Basis of Bonus Issue

Subject to the conditions as set out under the heading "Conditions of the Bonus Issue" below, the Bonus Issue is proposed to be made on the basis of two Bonus Shares for every ten existing Shares held on the Record Date by the Qualifying Shareholders. The Bonus Shares will be issued and credited as fully paid at par on the basis of 2,091,356,870 existing Shares in issue as at the Latest Practicable Date, and assuming no further Shares will be issued or repurchased before the Record Date, it is anticipated that 418,271,374 Bonus Shares will be issued under the Bonus Issue. The Bonus Shares will be credited as fully paid by way of capitalization of an amount in the share premium account of the Company. After the completion of the Bonus Issue, there will be a total of 2,509,628,244 Shares in issue as enlarged by the Bonus Issue.

Record Date and Closure of Register of Members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangement for the Excepted Shareholders is further elaborated below under the heading "Overseas Shareholders".

The Register of Members will be closed from Monday, 18 April 2011 to Wednesday, 20 April 2011 (both days inclusive) during which no transfer of Shares will be registered, in order to determine the entitlement of the Shareholders under the Bonus Issue. In order for the holders of the Options to be qualified for the Bonus Issue, they must lodge the Option exercise form together with a remittance in cash for the amount of the exercise price for the respective Shares no later than 4:30 p.m. on 15 April 2011. Shareholders are reminded that in order to qualify for the Bonus Issue, they must ensure that all transfers accompanied by the relevant share certificates are lodged with the Company's Registrar, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 15 April 2011.

LETTER FROM THE BOARD

The exact total number of Bonus Shares to be issued under the Bonus Issue will not be capable of determination until after the Record Date.

Reasons for the Bonus Issue

In 2011, the Company has been listing on the Stock Exchange for ten years. To celebrate and thank the Shareholders for their continual support, the Board decides to propose the Bonus Issue. In addition to that, the Directors believe that the Bonus Issue will allow the Shareholders to participate in the business growth of the Company by way of capitalisation of a portion of the share premium account and enhance the liquidity of the Shares in the market and thereby enlarging the Shareholder and capital base of the Company.

Conditions of the Bonus Issue

The completion of Bonus Issue is conditional upon:

- (i) the approval of the Bonus Issue by the Shareholders at the AGM;
- (ii) the Listing Committee granting the approval for the listing of, and permission to deal in, the Bonus Shares; and
- (iii) compliance with the relevant legal procedures and requirements (if any) under the applicable laws of Cayman Islands and the Articles of Association to effect the Bonus Issue.

Application will be made to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, the Bonus Shares to be issued pursuant to the Bonus Issue. Apart from making listing application to the Listing Committee of the Stock Exchange, the Board does not propose to make application to any other stock exchanges for the listing of and permission to deal in, the Bonus Shares. It is expected that certificates for the Bonus Shares will be posted on or before Friday, 29 April 2011 after all the conditions have been fulfilled at the risk of the Shareholders entitled thereto to their respective addresses shown on the Register of Members on the Record Date. It is expected that the dealing of Bonus Shares on the Stock Exchange will commence on Wednesday, 4 May 2011.

Subject to the granting of the approval for the listing of, and permission to deal in, the Bonus Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities for deposit, clearance and settlement in CCASS established and operated by HKSCC with effect from the commencement date of dealings in the Shares on the Stock Exchange or such other date as determined by HKSCC. Dealings in the Shares may be settled through CCASS. Shareholders should seek the advice of their licensed securities dealers or other professional advisers for details of these settlement arrangements and how such arrangements will affect their rights and interests. The Bonus Shares will not be listed or traded on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or proposed to be sought. Dealings in the Bonus Shares will be subject to the payment of stamp duty in Hong Kong.

LETTER FROM THE BOARD

Status of the Bonus Shares

The Bonus Shares, upon issue, will rank pari passu with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Bonus Shares.

Overseas Shareholders

Based on the Register of Members as at the Latest Practicable Date, there were 30 Overseas Shareholders with registered addresses in the United States of America and the PRC. If at 4:30 p.m. on the Record Date, the Register of Members reveals there are Overseas Shareholders, an enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules. Upon such enquiry, if the Board considers that it would be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place to exclude those Overseas Shareholders having registered addresses outside Hong Kong (the “Excepted Shareholders”) but not having corresponding addresses in Hong Kong from the Bonus Issue, the Bonus Shares will not be granted to the Excepted Shareholders. In such circumstance, arrangement will be made for the Bonus Shares which would otherwise have been issued to the Excepted Shareholders to be sold in the market as soon as practicable after dealings commence. Any net proceeds of such sale, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Excepted Shareholders, if any, pro rata to their respective shareholdings and remittances therefore will be posted to them by ordinary post at their own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

Fractions of Bonus Shares

No fractional entitlements arising from the Bonus Issue (if any) will be issued to the Shareholders, but will be aggregated and issued and sold for the benefit of the Company.

Adjustments to the Options

Implementation of the Bonus Issue will lead to adjustments to the subscription price and/or the number of Shares to be issued upon exercise of the Options. In view that the exact number of the Bonus Shares will not be determined until the Record Date, the Company will make further announcement for the adjustments to the Options and notify the respective holders of the Options regarding the adjustments to be made pursuant to the respective terms and conditions applicable to the Options. Such adjustments will be certified by an independent financial adviser or the auditor of the Company (as the case may be).

Save for the Options, the Company had no other outstanding options, warrants or convertible securities to subscribe for any securities of the Company as at the Latest Practicable Date.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the annual general meeting of the Company convened on 12 May 2010, ordinary resolutions were passed for the grant of general mandates authorizing the Directors (i) to allot, issue and deal with the Shares in the share capital of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at that date (“**Issue Mandate**”), and (ii) to repurchase the Shares on the Stock Exchange (“**Repurchase Mandate**”) not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at that date. The Issue Mandate and the Repurchase Mandate will expire at the conclusion of the AGM.

New general mandates to allot, issue and deal with the securities of the Company up to 20% (“**Proposed Issue Mandate**”) and to repurchase securities up to 10% (“**Proposed Repurchase Mandate**”), respectively of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolutions as set out in Resolutions 7(A) and 7(B) of the AGM Notice will be proposed at the AGM. A resolution authorizing the extension of the Proposed Issue Mandate (“**Proposed Extension Mandate**”) to include the aggregate nominal amount of such securities (if any) repurchased under the Proposed Repurchase Mandate (provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution) will be proposed as Resolution 7(C) as set out in the AGM Notice.

As at the Latest Practicable Date, the Company had 2,091,356,870 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Issue Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Issue Mandate in full would enable the Company to issue a maximum of 418,271,374 Shares. The granting of the Proposed Issue Mandate will provide flexibility to the Directors to issue Shares when it is in the interest of the Company.

Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 209,135,687 Shares.

Subject to the passing of the relevant ordinary resolutions at the AGM, the Proposed Issue Mandate and the Proposed Repurchase Mandate will continue to be in force until, the earlier of:

- (a) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time the Proposed Issue Mandate and the Proposed Repurchase Mandate shall lapse unless, by ordinary resolution passed at that meeting, the Proposed Issue Mandate and the Proposed Repurchase Mandate are renewed, either conditionally or subject to conditions; or
- (b) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement containing the particulars required by the Listing Rules to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the Proposed Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

The Board currently consists of nine Directors, namely Mr. Xu Shao Chun, Mr. Chen Deng Kun, Mr. Feng Guo Hua, Mr. James Ming King, Mr. Gary Clark Biddle, Mr. Ho Ching-hua, Mr. Wu Cheng, Ms. Yang Zhou Nan and Mr. Yeung Kwok On.

According to Article 116 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meetings. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat. Pursuant to Article 99 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116 of the Articles of Association.

Pursuant to Article 116 of the Articles of Association, Mr. Gary Clark Biddle, Mr. James Ming King and Mr. Wu Cheng shall retire at the AGM. In addition, Mr. Feng Guo Hua, being a Director appointed by the Board on 15 March 2011, will hold office only until the next following annual general meeting of the Company pursuant to Article 99 of the Articles of Association. All the retiring Directors are eligible to offer themselves for re-election. Mr. Wu Cheng had served the Company as an Independent Non-Executive Director for more than nine years, but the Company believes that he can independently express opinions on matters of the Company for the reason that Mr. Wu Cheng has been meeting the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Brief biographical details of the Directors due to retire and proposed to be re-elected are set out in Appendix II to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the AGM Notice, the Company will issue a supplementary circular to inform Shareholders of the details of the additional candidate proposed.

AGM

The AGM will be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the PRC, on Wednesday, 20 April 2011 at 9:30 a.m. A notice of the AGM is set out on pages 18 to 22 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjourned meeting thereof should you so wish.

RECOMMENDATION

The Directors believe that the Bonus Issue, the grant of the Proposed Issue Mandate, the Proposed Repurchase Mandate and Proposed Extension Mandate and re-election of Directors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favor of these resolutions to be proposed at the AGM.

Yours faithfully,
On behalf of the Board
Xu Shao Chun
Chairman

This Appendix contains information required under Rule 10.06(1)(b) of the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in connection with the Proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules provide that all repurchases of shares by a company with its primary listing on the Stock Exchange must be approved in advance by way of an ordinary resolution, either of a specific approval of particular transaction or of a general mandate to the directors of the company to make such repurchases.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company was HK\$52,283,921.75 comprising 2,091,356,870 Shares in issue. Subject to the passing of the ordinary resolution approving the Proposed Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the exercise of the Proposed Repurchase Mandate in full would enable the Company to repurchase a maximum of 209,135,687 Shares, representing 10% of aggregate nominal amount of the issued share capital of the Company as at the date of passing the resolution, during the period from the date of the passing of the resolution to the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting (“**Proposed Repurchase Period**”).

3. REASONS FOR THE REPURCHASE

The Directors believe that the Proposed Repurchase Mandate is in the best interests of the Company and the Shareholders. An exercise of the Proposed Repurchase Mandate (if approved in the AGM) may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SOURCE OF FUNDS

Repurchases of Shares made pursuant to the Proposed Repurchase Mandate must be made out of funds which are legally available for such purpose in accordance with the memorandum and Articles of Association of the Company, the Listing Rules and the applicable laws of the Cayman Islands.

There could be an adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the financial year ended 31 December 2010) in the event that the Proposed Repurchase Mandate was to be exercised in full at any time during the Proposed Repurchase Period. However, the Directors do not propose to exercise the Proposed

Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company. The Directors would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole.

5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 calendar months prior to the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2010	3.45	2.85
May 2010	3.15	2.18
June 2010	3.32	2.39
July 2010	3.72	2.81
August 2010	3.64	2.83
September 2010	3.66	2.92
October 2010	4.49	3.59
November 2010	4.76	4.05
December 2010	4.70	4.20
January 2011	5.55	4.32
February 2011	5.46	4.15
March 2011 (up to the Latest Practicable Date)	5.13	4.46

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange to exercise the Proposed Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of Association of the Company and the applicable laws of the Cayman Islands.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Proposed Repurchase Mandate is approved by the Shareholders.

No connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorized to make repurchases of the Shares.

8. TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares pursuant to the Proposed Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Xu Shao Chun and parties acting in concert with him were interested in an aggregate of 638,566,520 Shares, representing approximately 30.53% of the issued share capital of the Company (and 33.93% of the issued share capital of the Company if the Proposed Repurchase Mandate is exercised in full). To the best of the knowledge and belief of the Directors, an exercise of the Proposed Repurchase Mandate in full may result in Mr. Xu Shao Chun and parties acting in concert with him becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that would give rise to an obligation of Mr. Xu Shao Chun and parties acting in concert with him to make a mandatory offer under Rule 26 of the Takeovers Code or result in the amount of Shares held by the public being reduced to less than 25% of the entire issued share capital of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had repurchased 4,722,000 Shares on the Stock Exchange in the six months preceding the Latest Practicable Date with details as follows:

Trading Day	Number of Securities Purchased	Price per Share or Highest Price Paid (HK\$)	Lowest Price Paid (HK\$)
17 December 2010	2,000,000	4.48	4.26
20 December 2010	1,000,000	4.40	4.24
21 December 2010	330,000	4.25	4.22
22 December 2010	500,000	4.35	4.25
23 December 2010	38,000	4.35	4.32
3 January 2011	182,000	4.38	4.35
16 March 2011	672,000	5.00	4.91
	4,722,000 (total)		

BIOGRAPHICAL DETAILS OF DIRECTORS FOR RE-ELECTION

The brief biographical details of the Directors eligible for re-election at the AGM are set out below in alphabetical order.

FENG Guo Hua (馮國華), aged 42, graduated from University of Science and Technology of China and obtained a degree in Economy Management and a degree in Computer Application Software in 1990. Mr. FENG also attended 176th session and completed the Advanced Management Program in Harvard Business School. Mr. FENG was the certified business and technical consultant by IBM, SAP etc. Before joining the Company, Mr. FENG worked as the director of professional service in Siemens Business Service (China), the senior manager in Arthur Andersen Consulting Service, the director of consulting service in PricewaterHouseCoopers Management Consulting, the managing partner of IBM Global Business Services Greater China Group. During the past 15 years, Mr. FENG was dedicated in serving state-owned enterprises, private enterprises and multinational companies. He provided his professional experience on strategy consulting, process improvement and information technology implementation for a series of well-known enterprises. Mr. FENG has established a long-term strategic cooperation with these clients and is known for his strong leadership in building the largest consulting service practice and team in China. Mr. FENG has abundant experience and strong market insight on business consulting and IT services. He was also dedicated in providing the consulting service to China enterprises on innovation and transformation.

Mr. FENG has been appointed as the President of the Company and Chief Executive Officer of Kingdee Software (China) Co., Ltd., a wholly-owned subsidiary (the “Subsidiary”) of the Company since 17 January 2011 and an executive Director since 15 March 2011. Save as disclosed above, Mr. FENG did not hold any other positions with the Group as at the Latest Practicable Date, nor did he hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Mr. FENG has entered into a service contract with the Company for a period of 2 years with effect from 15 March 2011. Mr. FENG will be entitled to an annual director’s remuneration of RMB100,000 subject to annual review by the Board. The notice period for termination of the service contract is one month.

As at the Latest Practicable Date, Mr. FENG did not have any interest in the Shares within the meaning of Part XV of the SFO, nor did he have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules).

Gary Clark BIDDLE, aged 59, an independent non-executive Director of the Company. Mr. Biddle is Chair of Accounting and PCCW Professor at the University of Hong Kong. He earned his MBA and PhD degrees at University of Chicago and has served as professor at University of Chicago, University of Washington plus Dean of the Faculty of Business and Economics at the University of Hong Kong and Associate Dean of the School of Business and Management of Hong Kong University of Science and Technology, where he was a member of the Council, Court, Senate and held the title of Synergis-Geoffrey Yeh Chair Professor. He has served or is serving as visiting

professor at leading business schools globally, including Columbia University Business School (USA), London Business School (UK), IMD (Switzerland) and CEIBS (China). Mr. Biddle is a member of the American Accounting Association, American Institute of Certified Public Accountants, Hong Kong Business and Professionals Federation, Hong Kong Institute of Certified Public Accountants, Hong Kong Institute of Directors and he is past President and co-founding Council Member of the Hong Kong Academic Accounting Association. Mr. Biddle first visited China in 1984 and made Hong Kong home in 1996. His research appears in the premier academic journals globally and in financial publications including the Economist and Wall Street Journal. He is a leading expert in financial accounting, financial markets, valuation, value creation, corporate management and performance metrics, including EVAR. He has won 20 teaching awards. Mr. Biddle is also an Independent Non-Executive Director of Shui On Land Limited and a remuneration committee member at closely-held Chinachem Group.

Saved as disclosed, Mr. BIDDLE did not hold any other positions with the Group as at the Latest Practicable Date, nor did he hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. BIDDLE, Mr. BIDDLE will serve as an independent non-executive Director for 2 years with effect from 1 January 2011 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. BIDDLE's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is HK\$150,000 per year. Mr. BIDDLE is not entitled to any bonus in respect of his role as a Director. At the Latest Practicable Date, Mr. BIDDLE had personal interest in 400,000 Options to subscribe for 400,000 Shares, representing approximately 0.02% of the issued share capital of the Company.

Save as disclosed above, Mr. BIDDLE did not have any relationship with any Directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules) as at the Latest Practicable Date.

James Ming KING (金明), aged 63, a non-executive Director, chairman of the Nominee Committee of the Board. Mr. KING provided strategic consulting, training for staff and business partners of the Company and training and consulting services for strategic clients. Mr. KING obtained Master of Science degree in institutional engineering in 1973 from Mississippi State University in the United States. Mr. KING has nearly thirty years extensive experiences of manufacturing, sales and marketing within and outside the PRC. He had been the vice-president of sales and marketing for Dell Computer Asia Limited. He is the first person who led in the Dell model of cutting out the middleman in China. He had been the first manager in China region of Novell and Anderson Consulting Company. He has also been senior manager of Hewlett-Packard Company for more than a decade, mainly in charge of informatization work for customers in American and Asia-Pacific region.

Saved as disclosed, Mr. KING did not hold any other positions with the Group as at the Latest Practicable Date, nor did he hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. KING, Mr. KING will serve as an executive Director for 2 years with effect from 1 January 2011 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. KING's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB150,000 per year. Mr. KING is not entitled to any bonus in respect of his role as a Director. At the latest practicable date, Mr. KING had personal interest in the Options to subscribe for 100,000 Shares, representing approximately 0.005% of the issued share capital of the Company.

Save as disclosed above, Mr. KING did not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the Listing Rules) as at the Latest Practicable Date.

WU Cheng (吳澄), aged 71, an independent non-executive Director of the Company, a professor of the Department of Automation of Tsinghua University and an academician of Chinese Academy of Engineering. Mr. WU is also the Dean of State CIMS Engineering Technical Research Center. Mr. WU graduated from the Department of Electrical Engineering, Tsinghua University of undergraduate course in 1962 and graduate course in 1966. He had been doing post doctorate researches in USA from 1981 to 1983. Mr. WU has participated in CIMS projects of 863 Program, and has been appointed as the leader of CIMS expert group and chief scientist in automation field. He has received a lot of awards for his contributions to the technology development in the PRC.

Saved as disclosed, Mr. WU did not hold any other positions with the Group as at the Latest Practicable Date, nor did he hold any other directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the Latest Practicable Date.

Pursuant to the terms of a letter of appointment entered into between the Company and Mr. WU, Mr. WU will serve as an executive Director for 2 years with effect from 1 January 2011 subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. WU's ordinary remuneration is fixed from time to time in accordance with the Articles of Association by the Shareholders at the Company's general meetings and his current remuneration is RMB100,000 per year. Mr. WU is not entitled to any bonus in respect of his role as a Director. As at the latest practicable date, Mr. WU had personal interest in the Options to subscribe for 400,000 Shares, representing approximately 0.02% of the issued share capital of the Company.

Save as disclosed above, Mr. WU did not have any relationship with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company preceding the Latest Practicable Date.

The remuneration of the Directors are determined by the Board on recommendations of the Remuneration Committee, by reference to market rate, the positions they held in the Board committees and their duties and responsibilities within the Group and their experience.

As at the Latest Practicable Date, save as disclosed above, there was no information relating to the re-election of the above Directors that needed to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules and there was no matter that need to be brought to the attention of the Shareholders.

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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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“Meeting”) of Kingdee International Software Group Company Limited (the “Company”) will be held at Kingdee Software Park, No. 2 Kejinan 12 Road, South District, Hi-tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, The People’s Republic of China (“P.R.C.”) on Wednesday, 20 April 2011 at 9:30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated accounts, the report of the directors of the Company (the “Directors”) and the report of the auditors of the Company for the year ended 31 December 2010;
2. To declare a final dividend for the year ended 31 December 2010;
3. (A) To re-elect Mr. Feng Guo Hua as a Director;

(B) To re-elect Mr. Gary Clark Biddle as a Director;

(C) To re-elect Mr. James Ming King as a Director;

(D) To re-elect Mr. Wu Cheng as a Director;
4. To authorize the board of Directors (“the Board”) to fix the remuneration of the Directors;
5. To consider and approve the re-appointment of PricewaterhouseCoopers, the retiring auditor of the Company and to authorize the Board to fix their remuneration;

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AS SPECIAL BUSINESS, to consider and, if thought fit, to pass, with or without amendments, the following Resolution nos. 6 and 7 as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

6. **“THAT**, subject to and conditional upon (i) the Listing Committee of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting, or agreeing to grant the listing of, and permission to deal in, the Bonus Shares (as hereinafter defined); and (ii) compliance with the relevant legal procedures and requirements (if any) of the articles of association of the Company or any applicable laws of the Cayman Islands, to effect the Bonus Issue:

- (a) upon the recommendation of the directors of the Company, a sum of HK\$10,456,784.35 being part of the amount standing to the credit of the share premium account of the Company, or such other sum as may be necessary to give effect to the bonus issue of ordinary shares (“Share”) of HK\$0.025 each in the capital of the Company pursuant to this resolution, be capitalised and accordingly the directors of the Company be and are hereby authorised and directed to apply such sum in paying up in full at par such number of new Shares in the capital of the Company, and that such new Shares (“Bonus Shares”) shall be issued, allotted and distributed, credited as fully paid up, to and amongst those shareholders whose names appear on the register of members of the Company on 20 April 2011 (the “Record Date”) (not being those shareholder(s) (the “Excepted Shareholder(s)”), whose address(es) as shown on the register of members of the Company on the Record Date to be outside Hong Kong (if any), to whom the board of directors of the Company, after making enquiries, considers to be necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue) on the basis of two Bonus Shares for every ten existing issued Shares in the share capital of the Company held by them respectively on the Record Date;
- (b) the Bonus Shares to be issued and allotted pursuant to this resolution shall be subject to the articles of association of the Company and shall rank *pari passu* in all respects with the then existing Shares in issue on the Record Date; and
- (c) the Directors be authorised to do all acts and things as may be necessary and expedient in connection with the allotment and issue of the Bonus Shares, including, but not limited to, determining the Excepted Shareholders, the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

7(A) **“THAT**

- (i) subject to sub-paragraph (iii) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the

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Company to allot, issue, grant, distribute and otherwise deal with additional Shares and to make, issue or grant offers, agreements, options (including bonds, warrants and securities or debentures convertible into Shares or options) and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period, be and is hereby generally and unconditionally approved;

- (ii) the approval in sub-paragraph (i) of this resolution shall authorize the Directors during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares or options) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) by the Directors pursuant to the approval in sub-paragraph (i) of this resolution, otherwise than pursuant to (a) a Rights Issue (as defined below); (b) the exercise of warrants to subscribe for Shares of the Company or any securities which are convertible into Shares of the Company or the exercise of options granted under any share option schemes adopted by the Company; or (c) an issue of Shares of the Company in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and
- (iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out in this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.

“Rights Issue” means the allotment, issue, or grant of Shares pursuant to an offer of Shares of the Company open for a period fixed by the Directors to holders of Shares in the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary

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or expedient in relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the company).”

7(B) **“THAT**

- (i) subject to sub-paragraph (ii) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued Shares in the capital of the Company on the Stock Exchange or any other stock exchange on which the Shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of Shares which the Company is authorized to repurchase pursuant to the approval in sub-paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and this approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by an ordinary resolution in general meeting of the Company.”

7(C) **“THAT** conditional upon ordinary resolutions no. 7(A) and 7(B) above being passed, the aggregate nominal amount of Shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in ordinary resolution

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no. 7(B) above shall be added to the aggregate nominal amount of share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to ordinary resolution no. 7(A) above.”

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

Shenzhen, the P.R.C., 21 March 2011

Registered Office:

Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Principal place of business in the P.R.C.:

Kingdee Software Park
No.2 Kejinan 12 Road, South District
High-Tech Industrial Park
Nanshan District
Shenzhen, Guangdong Province
The P.R.C.

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy of such power or authority), must be delivered to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) The register of members of the Company will be closed from Monday, 18 April 2011 to Wednesday, 20 April 2011 (both days inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 15 April 2011.

As at the date hereof, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer), Mr. Feng Guo Hua and Mr. Chen Deng Kun as executive directors; Mr. James Ming King as a non-executive director; and Mr. Gary Clark Biddle, Mr. HO Ching-hua, Mr. Wu Cheng, Ms. Yang Zhou Nan and Mr. Yeung Kwok On as independent non-executive directors.