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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 ISSUE OF MEDIUM-TERM NOTES**

This announcement is made by Kingdee International Software Group Company Limited (the "Company") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

As resolved by the shareholder of Kingdee Software (China) Company Co., Ltd ("Kingdee Software"), a wholly-owned subsidiary of the Company on September 25, 2011 and by the board of Kingdee Software on September 26, 2011, Kingdee Software has been granted a mandate to apply for registration in the National Association of Financial Market Institutional Investors (中國銀行間市場交易商協會), and issue medium-term notes of a principal amount not exceeding RMB 0.48 billion (the "Notes").

On 15 November 2011, CHINA MERCHANTS BANK CO., LTD is appointed act as the lead underwriter for the Notes, which will be placed through book-building and issued in the interbank bonds market. The total issuing amount will be RMB 0.48 billion with a maturity period of 3

years, whereas the unit face value is RMB100. The interest rate for the Notes will be determined according to the prevailing market conditions at the time of issue.

The proceeds raised from the issue of the Notes will be used to meet the needs of part of the Company's construction-in-progress projects, and to settle part of the bank loans so as to reduce its finance costs and improve its debt structure.

The issue of the Medium-Term Notes is subject to obtaining all necessary registration and approval from the National Association of Financial Market Institutional Investors.

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

Shenzhen, the PRC, 15 November 2011

*As at the date hereof, the executive directors of the Company are Mr. Xu Shao Chun (Chairman of the Board), Mr. FengGuoHua, Mr. Chen Deng Kun; the non-executive Directors are Mr. James Ming King; and the independent non-executive directors of the Company are Ms. Yang Zhou Nan, Mr. Wu Cheng, Mr. Yeung KwokOn, Mr. Ho Ching-hua, and Mr. Gary Clark Biddle.*