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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 2012

The Board is pleased to announce that all the resolutions proposed were duly passed by the Shareholders at the AGM held on Thursday, 10 May 2012.

Reference is made to the circular of Kingdee International Software Group Company Limited (the "**Company**") dated 10 April 2012 (the "**Circular**"). Capitalized terms used in this announcement have the same meanings as those defined in the Circular.

The Board announces that at the Annual General Meeting held on 10 May 2012 (the "**AGM**"), 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 and auditors of the Company for the year ended 31 December 2011.	1,631,524,855 (100%)	0 (0%)
2(A)	To re-elect Mr. Ho Ching-hua as an independent non-executive director of the Company (the " Independent Non-executive Director ").	1,588,285,255 (100%)	0 (0%)
2(B)	To re-elect Mr. Yeung Kwok On as an Independent Non-executive Director.	1,588,285,255 (100%)	0 (0%)
3.	To authorize the board of Directors (the " Board ") to fix the remuneration of the Directors.	1,549,442,531 (100%)	0 (0%)
4.	To re-appoint PricewaterhouseCoopers, the retiring auditors, as the auditors of the the Company and to	1,631,524,855 (100%)	0 (0%)

	authorize the Board to fix their remuneration.		
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.	1,077,584,235 (66.0477%)	553,940,620 (33.9523%)
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.	1,631,524,844 (100%)	0 (0%)
5(C)	To extend the general mandate to the Directors to issue and allot the shares repurchased by the Company under the mandate referred to in Resolution numbered 5(B) above.	1,077,584,224 (66.0477%)	553,940,631 (33.9523%)
5(D)	To give a general mandate to the Directors to refresh the Scheme Limit of the Share Option Scheme of the Company and grant options not exceeding 10% of the existing issued share capital of the Company.	1,086,174,069 (66.5742%)	545,350,786 (33.4258%)

Remarks:

- (a) As a majority of the votes were cast in favour of each of the resolutions 1 to 5(D), all such ordinary resolutions were duly passed.
- (b) The total number of shares of the Company in issue: 2,515,269,265 Shares.
- (c) The total number of shares entitling the holder to attend and vote on the resolutions at the AGM: 2,515,269,265 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 Rules governing the Listing of Securities on the Stock Exchange of Hong Kong Limited: Nil.
- (e) None of the shareholders of the Company have stated their intention in the Company's circular dated 10 April 2012 to vote against any of the resolutions at the AGM.
- (f) None of the shareholders of the Company is required to abstain from voting on any of the resolutions at the AGM.
- (g) 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 2012

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer) and Mr. Chen Deng Kun as executive directors; and Mr. Gary Clark Biddle, Mr. Ho Ching-hua, Mr. Wu Cheng and Mr. Yeung Kwok On as independent non-executive directors.