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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board wishes to inform the Shareholders and potential investors that, based on the preliminary review of the unaudited consolidated management accounts of the Group for the period from 1 January 2012 to 30 June 2012, the Group is expected to record a loss for the six months ended 30 June 2012, as compared to the profit recorded in the same period of 2011.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by the board (the “**Board**”) of Kingdee International Software Group Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board wishes to inform the shareholders (the “**Shareholders**”) of the Company and the potential investors that, based on the preliminary review of the unaudited consolidated management accounts of the Group for the period from 1 January 2012 to 30 June 2012, the Group is expected to record a loss for the six months ended 30 June 2012, as compared to the profit recorded in the same period in 2011. Such expected loss was primarily attributed to the negative growth of revenue resulted from that the enterprises’ expenditure on IT was adversely affected by the declining macro-economy.

The Company is still in the process of finalizing its interim results for the six months ended 30

June 2012. The information contained in this announcement is only a preliminary assessment by the management of the Company based on the unaudited consolidated management accounts of the Group, which have not yet been audited or reviewed by the auditor of the Company and may be subject to adjustments. The results of the Company for the six months ended 30 June 2012 are expected to be announced before the end of August 2012. Further information about the management discussion and analysis on the performance of the Group will be contained in such interim results announcement.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
**Kingdee International Software
Group Company Limited**
Xu Shao Chun
Chairman

Shenzhen, the People's Republic of China, 19 July 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.