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KINGDEE INTERNATIONAL SOFTWARE GROUP COMPANY LIMITED

金蝶國際軟件集團有限公司

(於開曼群島註冊成立的有限公司)

(股份代號: 268)

CHANGES IN INDEPENDENT NON-EXECUTIVE DIRECTORS

AND

CHANGES IN BOARD COMMITTEES MEMBERS

The Board announces that with effect from 17 March 2014:

1. Mr. Yeung Kwok On has resigned as an independent non-executive director of the Company, and ceased to be the chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee;
2. Mr. Liu Chia-Yung has been appointed as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee .

Resignation of Independent Non-executive Director

The board of directors (the “Board”) of Kingdee International Software Group Company Limited (the “Company”) announces that Mr. Yeung Kwok On (楊國安) (“Mr. Yeung”) has resigned as an independent non-executive director of the Company due to his work and personal time arrangement, and ceased to be the chairman of the Remuneration Committee of the Company (the “Remuneration Committee”), a member of each of the Audit Committee of the Company (the “Audit Committee”) and the Nomination Committee (the “Nomination Committee”) of the Company with effect from 17 March 2014.

Mr. Yeung has confirmed that (i) there is no disagreement between himself and the Board; and (ii) there are no matters in relation to his resignation that need to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the shareholders of the Company.

Appointment of Independent Non-executive Director

Mr. Liu Chia-Yung (劉家雍) (“Mr. Liu”) has been appointed as an independent non-executive director of the Company, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from the conclusion of the Board meeting convened on 17 March 2014.

Mr. Liu Chia-Yung, aged 55, obtained a Master Degree of Business Administration from University of Missouri in the United States. Mr. Liu joined Trend Micro in 2002, and served as the president of the Asia Pacific region and then the general manager of global services business group, being responsible for the overall business operation in Asia Pacific region, R&D and Trend Micro’s global enterprises cyber security outsourcing service planning. Mr. Liu joined Green and Associates in 2007 and has served as the general manager, focusing on strategic human resources consulting since then. Mr. Liu has rich experience in Hi-Tech marketing, business strategy planning and global corporation management. Mr. Liu used to act as adjunct professors at Soochow University in Taiwan and Peter F. Drucker Academy in Beijing.

Save as disclosed above, Mr. Liu does not hold any other positions in the Company or any of its subsidiaries, nor has he held any directorship in any other listed public companies in Hong Kong or other places in the last three years immediately preceding this announcement. Further, save as disclosed above, Mr. Liu does not have any other major appointments or professional qualifications.

Ms. Liu has entered into an appointment letter with the Company for a period of 3 years with effect from 17 March 2014. Pursuant to Article 99 of the Articles of Association of the Company, Mr. Liu shall hold office until the next annual general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Liu will be entitled to annual director’s remuneration of RMB 150,000 subject to annual review by the Board on recommendations of the Remuneration Committee of the Company, by reference to market rates, the positions he holds in the Board committees and his duties and responsibilities within the Group and his experience. Save as disclosed above, Mr. Liu is not entitled to any other emoluments from the Company.

Mr. Liu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Liu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company (within the meaning of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

Save as disclosed above, Mr. Liu confirms that there is no other matter relating to his appointment that needs to be brought to the attention of the shareholders of the Company, nor is there any other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (w) of the Listing Rules.

In addition, Mr. Liu has met the independence requirements as set out in Rule 3.13 of the Listing Rules.

The Board would like to take this opportunity to express its appreciation to Mr. Yeung for his contributions to the Company during their tenure in office and to welcome Mr. Liu for joining the Board.

A list of directors of the Company setting out their roles and functions is available on the websites of the Company and the Stock Exchange.

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

Shenzhen, the People's Republic of China, 17 March 2014

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer), Mr. Chen Deng Kun and Mr. Yang Jian as executive directors; Ms. Dong Ming Zhu as non-executive director; and Mr. Gary Clark Biddle, Mr. Wu Cheng, Mr. Ho Ching-hua and Mr. Liu Chia-Yung as independent non-executive directors.