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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)

**COMPLETION OF ISSUE OF US\$175,000,000
4.00% GUARANTEED CONVERTIBLE BONDS DUE 2019
(including US\$25,000,000 in aggregate principal amount
of Optional Bonds to be issued pursuant to an Option granted
to the Joint Lead Managers, which was exercised
in full on 9 April 2014)**

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

(in alphabetical order)

Credit Suisse (Hong Kong) Limited



Macquarie Capital Securities Limited



Reference is made to the announcements of Kingdee International Software Group Company Limited (“**Company**”) dated 8 April 2014 and 10 April 2014 in relation to the issue of convertible bonds. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the announcement of the Company dated 8 April 2014 (“**Pricing Announcement**”).

The Company is pleased to announce that all the conditions precedent set out in the Subscription Agreement have been fulfilled and that the issue of the Bonds and the Optional Bonds in the aggregate principal amount of US\$175,000,000 was completed on 14 April 2014 pursuant to the Subscription Agreement.

As stated in the Pricing Announcement, the New Shares are to be issued under the general mandate (“**General Mandate**”) granted to the Directors at the annual general meeting of the Company held on 8 May 2013. Under the Terms and Conditions, the Conversion Price will be adjusted under certain circumstances, including but not limited to the issue of new Shares at below the Current Market Price, i.e. the average of the closing prices quoted by the Stock Exchange for one Share for the 15 consecutive trading days ending on the trading day immediately preceding such date.

The Company has implemented internal procedures to ensure that the number of New Shares which may be issued after full conversion of the Bonds and the Optional Bonds based on the Conversion Price, as adjusted, will be below the maximum number of Shares issuable under the General Mandate. Before conducting any exercise that will lead to adjustment of Conversion Price, the Company will calculate the effect and the extent of adjustment needed to the Conversion Price and the number of New Shares to be issued based on the Conversion Price, as adjusted. If the number of shares to be issued (based on the Conversion Price, as adjusted) exceeds the number of Shares issuable under General Mandate, the Company will consider whether to restructure the issue or exercise by reducing the size and/or increasing the issue price or to cancel the proposed issue/exercise.

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

Hong Kong, 14 April 2014

As at the date hereof, 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. Ho Ching-hua, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.