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This announcement, for which the directors of Kingdee International Software Group Company Limited (the “Company”, and together with its subsidiaries, the “Group”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

KINGDEE

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)

CLARIFICATION ANNOUNCEMENT

Summary

This announcement is to clarify various articles published on 25th, 26th and 27th February, 2003 in relation to the Company. In addition, the directors of the Company are not aware of any reasons for today increase in the price and trading volume of the shares of the Company.

This announcement is made at the request of the Stock Exchange of Hong Kong Limited. We have noted today increase in the price and trading volume of the shares of the Company and wish to state that we are not aware of any reasons for such increase.

In addition, the board of directors of the Company refers to various articles published on 25th, 26th and 27th February, 2003 (the “Articles”) regarding (i) the issue of share options; (ii) the construction of a new research center in Shanghai and which will merge with the existing Shanghai central research center and a turnover of RMB1 billion is expected to be generated from the products developed by the new research center; and (iii) the proposed spin-off part of the business of the Company in the Shanghai Stock Exchange and the investment made by Microsoft in the Company, respectively.

In respect of the issue of share options, the Company confirms that such options were issued under the existing Share Option Scheme of the Company. Regarding the construction of a new research center in Shanghai, the Company confirms that it is only a preliminary plan and no concrete plan has been fixed at this stage. In addition, the Company also confirms that the expected turnover of RMB 1 billion to be achieved in 2005 from the products developed by the new research center is only a target to-be-achieved by the Group. In respect of the proposed spin-off part of the business of the Company in the Shanghai

Stock Exchange, the Company confirms that it is only a preliminary plan and no concrete plan has been fixed, whereas the investment made by Microsoft in the Company, as stated in the article published on 27th February, 2003 is inaccurate.

The board of directors of the Company considers that the information contained in the Articles do not constitute profit forecast and do not constitute notifiable transaction pursuant to Chapters 19 or 20 of the GEM Listing Rules or under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which are or may be of price-sensitive nature. The board of directors of the Company also confirms that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under Chapters 19 and 20 of the GEM Listing Rules, neither is the board of directors of the Company aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

On behalf of the Board
Kingdee International Software Group Company Limited
Xu Shao Chun
Chairman

Shenzhen, the PRC, 27th February, 2003

This announcement will remain on the GEM Website at www.hkgem.com on the “Latest Company Announcements” page for 7 days from the date of its posting and the website of the Company at www.kingdee.com.