

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Kingdee International Software Group Company Limited

Stock code (ordinary shares): 8133

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 2 January 2004.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 15 February 2001

Name of Sponsor(s) : Nil

Names of directors: : **Executive Directors:**

XU Shao Chun

XU Wen Hui

LUO Ming Xing

James Ming KING

Non-executive Directors:

ZHAO Yong

Hugo SHONG

Independent non-executive Directors:

YANG Zhou Nan

WU Cheng

YEUNG Kwok On

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares	Approximate percentage of share capital
	Oriental Gold Limited (Note 1)	83,606,250	18.94%
	Xu Shao Chun (Note 1)	145,530,250 (附註 2)	32.96%
	Zhao Yong (Note 3)	60,989,750	13.81%
	Billion Ocean Limited	58,310,000	13.21%

Notes:

- (1) In February 2001, Oriental Gold Limited was granted rights of first refusal in the future sale of 37,950,500 shares held by 154 employees of the Group (including Xu Wen Hui, an executive director), one former employee and Mr. Hugo Shong, a non-executive Director and consultant of the Group. Each of the aforesaid 154 then employees of the Group had also undertaken to Project China Limited that if he/she is, within one year after he/she leaves the employment of the Group, involved in any business which may compete with the Group, Project China Limited will have an option to buy back his/her Shares.
- (2) The Shares are held as to 83,606,250 Shares by Oriental Gold Limited and as to 58,310,000 Shares by Billion Ocean Limited, both of which are wholly-owned by Xu Shao Chun, and as to 3,614,000 shares by Mr. Xu Shao Chun. In addition, Xu Shao Chun is also interested in 617,500 Shares as one of the discretionary objects of the discretionary trust set up for the benefit of the existing and former employees and consultant of the Group which such Shares are held by Project China Limited.
- (3) Zhao Yong, a non-executive director of the Company, became a substantial shareholder of the Company as from 16 April 2002 as a result of an acquisition of 39,687,500 shares in the Company by Mr. Zhao from his sister, Chao Shi Yan.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Ugland House
P.O. Box 309
George Town
Grand Cayman
Cayman Islands
British West Indies

Head office and principal place of business : **PRC:**
4th Level, Zone B, Block W1
High-New Technology Industrial Estate
Shennan Highway, Nanshan District
Shenzhen, Guangdong Province
The PRC

Hong Kong:
Rooms 3705-6, 37th Floor
Gloucester Tower
The Landmark
Central
Hong Kong

Web-site address : www.kingdee.com

Share registrar : Bank of Butterfield International (Cayman) Ltd.
Butterfield House
Fort Street, P.O. Box 705
George Town

Grand Cayman
The Cayman Islands

Computershare Hong Kong Investor Services Limited
Shops 1712-1716
17th Floor
Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors : PricewaterhouseCoopers
22nd Floor, Prince's Building
Central
Hong Kong

B. Business activities

The Group is a developer of software products in the PRC. The Group is principally engaged in the development and sale of enterprise application software, including accounting software and Enterprise Resource Planning software, and the provision of software-related after-sales services in the PRC. To supplement its software business, the Group is also engaged in the sale of hardware. In addition, the Group produces and sells Application Software Provider platform products and develops system infrastructure software.

C. Ordinary shares

Number of ordinary shares in issue : 441,495,908
Par value of ordinary shares in issue : HK\$0.10
Board lot size (in number of shares) : 2,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed : N/A

D. Warrants : N/A

Stock code : N/A
Board lot size : N/A
Expiry date : N/A
Exercise price : N/A
Conversion ratio : N/A
No. of warrants outstanding : N/A
No. of shares falling to be issued upon the exercise of outstanding warrants : N/A

E. Other securities

Share options under the share option scheme of the Company adopted on 30 January 2001

Date of grant	:	27 September 2001
Outstanding number of share options	:	1,585,000
Exercise price	:	HK\$1.49 per share

(Note: this share option scheme was terminated by ordinary resolution of the shareholders of the Company passed at the Extraordinary General Meeting of the Company held on the 26 April 2002. The existing options under this scheme will continue to be valid and exercisable in accordance with the provisions of this scheme.)

Share options under the share option scheme of the Company adopted on 26 April 2002

Date of grant	:	15 May 2002
Outstanding number of share options	:	5,371,000
Exercise price	:	HK\$1.78 per share

Share options under the share option scheme of the Company adopted on 26 April 2002

Date of grant	:	20 February 2003
Outstanding number of share options	:	7,530,000
Exercise price	:	HK\$1.39 per share

Share options under the share option scheme of the Company adopted on 26 April 2002

Date of grant	:	8 Aug 2003
Outstanding number of share options	:	4,740,000
Exercise price	:	HK\$2.05 per share

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connecting with or relating to the Information.

Signed:

.....
Xu Shao Chun
Director

.....
Xu Wen Hui
Director

.....
Luo Ming Xing
Director

.....
Zhao Yong
Director

.....
Hugo Shong
Director

.....
Yang Zhou Nan
Director

.....
Wu Cheng
Director

.....
Yeung Kwok On
Director

.....
James Ming King
Director