

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, 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 circular.

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Kingdee International Software Group Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission.



**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: 8133)**

**PROPOSED GRANT OF AN OPTION TO  
AN ASSOCIATE OF A SUBSTANTIAL SHAREHOLDER AND EXECUTIVE  
DIRECTOR AND REFRESHMENT OF SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME**

---

A notice convening the EGM of Kingdee International Software Group Company Limited to be held at 4th Level, Zone B, Block W1, High-New Technology Industrial Estate, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on 2 February 2005 at 10 a.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon as soon as possible to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.

17 January 2005

---

# CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
The Grant .....	4
Reasons for granting the option .....	5
Current status of the options of the Company .....	5
Other interests of Mr. Xu in Shares and options of the Company .....	6
Refreshment of Scheme Mandate Limit .....	7
Requirements under the Share Option Scheme and the GEM Listing Rules .....	7
EGM .....	8
Right to demand poll .....	8
Responsibility statement .....	9
Recommendation .....	9
<b>LETTER FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS</b> .....	10
<b>NOTICE OF EGM</b> .....	11
<b>FORM OF PROXY</b>	

---

## CHARACTERISTICS OF GEM

---

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“2001 Scheme”	the share option scheme adopted by the Company on 30 January 2001 which was terminated and replaced by the Share Option Scheme
“associate(s)”	shall have the meaning as prescribed under the GEM Listing Rules
“Billion Ocean”	Billion Ocean Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. Xu
“Board”	the board of Directors
“Company”	Kingdee International Software Group Company Limited, a company incorporated in the Cayman Islands with limited liability and which shares are listed on the GEM
“Connected Persons”	shall have the meaning as prescribed under the GEM Listing Rules and shall, for the purpose of the EGM to approve the Grant, include Mr. Xu, Mr. Luo Ming Xing, Mr. Hugo Shong and Mr. Zhao Yong, all being the Directors and Shareholders, and Oriental Gold and Billion Ocean, which are interested in the Shares and are companies wholly owned by Mr. Xu, and their respective associates
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting to be convened and held by the Company to consider the Grant and the refreshment of Scheme Mandate Limit, the notice of which is set out on pages 11 to 12 of this circular, and any adjournment thereof
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Grant”	the option to subscribe for 4,000,000 Shares granted by the Company to Oriental Gold on 12 January 2005 under the Share Option Scheme, subject to the approval of Independent Shareholders at the EGM pursuant to the GEM Listing Rules

---

## DEFINITIONS

---

“Group”	the Company and its subsidiaries
“Independent Shareholders”	Shareholders other than the Connected Persons
“Latest Practicable Date”	13 January 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Mr. Xu”	Mr. Xu Shao Chun, the chairman of the Board and a substantial shareholder of the Company, who is directly and indirectly interested in approximately 33.57% of issued share capital of the Company as at the Latest Practicable Date
“options”	options to subscribe for the Shares granted to the grantees under the 2001 Scheme and the Share Option Scheme
“Oriental Gold”	Oriental Gold Limited, a company incorporated in the British Virgin Islands and is wholly owned by Mr. Xu
“Scheme Mandate Limit”	the maximum number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 26 April 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	shall have the meaning as prescribed under the GEM Listing Rules



**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: 8133)**

*Executive Directors:*

Mr. Xu Shao Chun  
Mr. Luo Ming Xing

*Non-executive Directors:*

Mr. James Ming King  
Mr. Zhao Yong  
Mr. Hugo Shong

*Independent Non-executive Directors:*

Ms. Yang Zhou Nan  
Mr. Wu Cheng  
Mr. Yeung Kwok On  
Mr. Gary Clark Biddle

*Registered Office:*

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

*Head Office and principal*

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

*Principal place of business*

*in Hong Kong:*  
37th Floor  
Two International Finance Centre  
8 Finance Street  
Central, Hong Kong

17 January 2005

*To the Shareholders*

Dear Sirs/Madams,

**PROPOSED GRANT OF AN OPTION TO  
AN ASSOCIATE OF A SUBSTANTIAL SHAREHOLDER AND EXECUTIVE  
DIRECTOR AND REFRESHMENT OF SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME**

**INTRODUCTION**

Pursuant to the announcement of the Company dated 13 January 2005, the Company announced that the Board wishes to seek Independent Shareholders' approval of a proposed grant of an option to Oriental Gold, a company wholly owned by Mr. Xu to

---

## LETTER FROM THE BOARD

---

subscribe for 4,000,000 Shares at an exercise price of HK\$2.065 per Share under the Share Option Scheme. The Board also wishes to seek approval of the Shareholders to refresh the Scheme Mandate Limit.

The purpose of this circular is to provide you with information regarding the Grant and the refreshment of the Scheme Mandate Limit.

### THE GRANT

On 12 January 2005, the Board resolved with the approval of the Directors (including independent non-executive Directors but excluding Mr. Xu, the chairman of the Board and a substantial shareholder of the Company, who was required to abstain from voting under the articles of association of the Company), but subject to approval by the Independent Shareholders at the EGM, to grant an option to subscribe for 4,000,000 Shares to Oriental Gold, a company wholly owned by Mr. Xu under the Share Option Scheme.

Particulars of the Grant are as follows:

Date of grant:	12 January 2005
Grantee:	Oriental Gold, a company wholly owned by Mr. Xu, who is directly and indirectly held approximately 33.57% of the entire issued share capital of the Company and directly held options to subscribe for 5,500,000 Shares, representing approximately 1.24% of the share capital of the Company as at the Latest Practicable Date, under the Share Option Scheme
Exercise price:	HK\$2.065, being the higher of the closing price of the Shares of HK\$2.050 as quoted on the Stock Exchange on 12 January 2005, being the date of the grant, and the average closing price of the Shares of HK\$2.065 from 5 January 2005 to 11 January 2005, being the five trading days immediately preceding the date of the grant
Exercise period:	12 January 2005 to 11 January 2010, both days inclusive
Number of Shares in respect of which the option is granted:	4,000,000 Shares, representing approximately 0.90% of the existing issued share capital of the Company as at the Latest Practicable Date
Condition:	subject to approval by Independent Shareholders by way of poll at the EGM. There will not be any minimum holding period for the options granted.

---

## LETTER FROM THE BOARD

---

### REASONS FOR GRANTING THE OPTION

Mr. Xu is the chairman of the Board and a substantial shareholder of the Company and is chiefly responsible for the management and daily operations of the Company. In view of the growth and development of the business of the Group that has been achieved since the listing of the shares of the Company on the GEM on 15 February 2001 (For instance, the 32.36% increase in the profit attributable to the Shareholders for the nine months ended 30 September 2004 as compared to the same period in 2003 as disclosed in the unaudited third quarterly results published by the Company on 3 November 2004), the Company intends to provide greater incentive to Mr. Xu. The Directors (including independent non-executive Directors) are of the opinion that Mr. Xu's continuing contribution will be important to the future developments of the Group and it is in the best interests of the Company and the Shareholders as a whole to provide incentive to Mr. Xu by way of grant of option to subscribe Shares. The Directors confirmed that neither Mr. Xu nor Oriental Gold is required to meet any particular targets under the Share Option Scheme before Mr. Xu or Oriental Gold can exercise any of the options granted to Oriental Gold under the Grant.

### CURRENT STATUS OF THE OPTIONS OF THE COMPANY

As at the Latest Practicable Date, there were options to subscribe for 29,523,000 Shares granted and yet to be exercised under the 2001 Scheme and the Share Option Scheme which did not exceed 30 per cent of the issued share capital of the Company of 443,258,408 Shares as at the Latest Practicable Date. The Directors confirm that (i) the Company had issued options to subscribe for an aggregate of 1,720,000 Shares under the 2001 Scheme, and (ii) as at the Latest Practicable Date the Company had issued options to subscribe for an aggregate of 45,222,500 Shares under the Share Option Scheme (of which options to subscribe for 7,248,000 Shares have lapsed pursuant to the terms of the Share Option Scheme), which did not exceed 10 per cent of the issued share capital of the Company of 440,886,908 Shares as at the date of adoption of the Share Option Scheme, i.e. 26 April 2002.

Particulars of the options granted under the 2001 Scheme and the Share Option Scheme since their respective dates of adoption are as follows:

	(A)	(B)	(C)	(D)	(E)=(A-B-C-D)
	Total	Total	Total	Total	Total
	number of	number of	number of	number of	number of
	underlying	underlying	underlying	underlying	underlying
	Shares in	Shares in	Shares in	Shares in	Shares in
	respect of	respect of	respect of	respect of	respect of
	the options	the options	the options	the options	the remaining
	granted	exercised	lapsed	voluntarily	unexercised
				given up by	options
				the grantees	
2001 Scheme	1,720,000	385,000	542,500	0	792,500
Share Option Scheme	45,222,500	1,761,500	7,248,000	7,482,500	28,730,500
Total:	46,942,500	2,146,500	7,790,500	7,482,500	29,523,000



---

## LETTER FROM THE BOARD

---

The Directors confirmed that no option had been cancelled under the 2001 Scheme and the Share Option Scheme as at the Latest Practicable Date.

### **OTHER INTERESTS OF MR. XU IN SHARES AND OPTIONS OF THE COMPANY**

Mr. Xu is a substantial shareholder of the Company by virtue of the following interests (representing approximately 33.57% of the issued share capital) as at the Latest Practicable Date:

1. 83,606,250 Shares held by Oriental Gold;
2. 58,310,000 Shares held by Billion Ocean; and
3. 6,872,880 Shares held by Mr. Xu directly.

As at the Latest Practicable Date, Mr. Xu was also directly interested in options to subscribe for 5,500,000 Shares granted to him under the Share Option Scheme, particulars of such options are as follows:

Date of grant:	15 May 2002	23 March 2004
Exercise price:	HK\$1.78	HK\$3.18
Exercise period:	The option has a duration of 10 years from the date of grant, provided that the option can only be exercised in respect of up to 25%, 50% and 75% of the underlying shares within 12 months, 24 months and 36 months respectively from the date of 15 May 2003.	The option has a duration of 10 years from the date of grant.
Number of Shares in respect of which the option is granted:	1,500,000	4,000,000

Mr. Xu did not hold any option under the 2001 Scheme. On the basis of 443,258,408 total issued Shares as at the Latest Practicable Date, if the options to subscribe for 5,500,000 Shares held by Mr. Xu are fully exercised, Mr. Xu will be directly and indirectly interested in an aggregate of 154,289,130 Shares, representing approximately 34.38% of the issued share capital of the Company as enlarged after the allotment and issue of such 5,500,000 Shares.

---

## LETTER FROM THE BOARD

---

As at the Latest Practicable Date, Mr. Xu had not exercised any of the said options granted to him. The Board was informed that Mr. Xu has not yet decided whether or not to exercise any part of such options as at the Latest Practicable Date.

The closing price of the Shares as at the Latest Practicable Date was HK\$2.

### **REFRESHMENT OF SCHEME MANDATE LIMIT**

Under the existing Scheme Mandate Limit, the Directors were only authorised to grant options to subscribe for up to 44,088,690 Shares, i.e. 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. In this connection, the Company could only make further grant of options to subscribe for 6,114,190 Shares to the eligible persons under the Share Option Scheme.

Given the growth in size of the Group, the number of employees of over 3,000 as at the Latest Practicable Date as compared with approximately 2,000 employees when the Share Option Scheme was adopted and the fact that approximately 86.13% of the current Scheme Mandate Limit has been used up by the previous option grants, the Directors wish to retain the flexibility to be able to make new grants of options under the Share Option Scheme to the eligible persons going forward. Accordingly, the Board wishes to take this opportunity to seek the approval of the Shareholders at the EGM to refresh the Scheme Mandate Limit, following the Grant. The Board considers that it is in the best interests of the Company to refresh the Scheme Mandate Limit.

Assuming that no further Shares are issued or repurchased prior to the date of the EGM, upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM, the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company under the Scheme Mandate Limit as “refreshed” will be 44,325,840 Shares, being 10% of the Shares then in issue at the date of the EGM. Options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme and any other share option schemes of the Company or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”.

Application will be made to the Stock Exchange for granting the approval of the listing of and permission to deal in the Shares (up to the refreshed Scheme Mandate Limit) which may be issued pursuant to the exercise of the options under the Share Option Scheme.

### **REQUIREMENTS UNDER THE SHARE OPTION SCHEME AND THE GEM LISTING RULES**

As Oriental Gold is an associate of Mr. Xu by virtue of it being a company wholly owned by Mr. Xu, the chairman of the Board and a substantial shareholder of the Company and the Grant exceeds 0.1% of the Shares in issue and has an aggregate value, based on the closing price of the Shares at the date of the grant, in excess of HK\$5,000,000, the Grant

---

## LETTER FROM THE BOARD

---

is required to be approved by Independent Shareholders by way of a poll under Clause 9.02 of the Share Option Scheme and Rule 23.04 of the GEM Listing Rules.

Pursuant to Clause 8.03 of the Share Option Scheme and Note 1 to Rule 23.03(3) of the GEM Listing Rules, the Company is required to seek approval by the Shareholders in general meeting for refreshing the Scheme Mandate Limit.

### **EGM**

The Company will convene the EGM for considering and, if thought fit, passing the resolutions for the approval of (i) the Grant by the Independent Shareholders by way of a poll and (ii) the refreshment of the Scheme Mandate Limit by the Shareholders.

Set out on pages 11 to 12 of this circular is a notice convening the EGM to be held at Level, Zone B, Block W1, High-New Technology Industrial Estate, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on 2 February 2005 at 10 a.m. and at which ordinary resolutions will be proposed for the purpose of considering and, if thought fit, approving the Grant by the Independent Shareholders and the refreshment of the Scheme Mandate Limit by the Shareholders.

The Directors confirm that all the Connected Persons will abstain from voting in favour at the EGM in respect of the resolution for the approval of the Grant pursuant to the GEM Listing Rules.

### **RIGHT TO DEMAND A POLL**

Pursuant to article 80 of the articles of association of the Company, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the meeting;
- (ii) at least five Shareholders present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (iii) any Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Unless a poll is duly demanded and not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.

---

## LETTER FROM THE BOARD

---

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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, (a) the information contained in this circular is accurate and complete in all material respects and not misleading; (b) there are no other matters the omission of which would make any statement in this circular misleading; and (c) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

### **RECOMMENDATION**

The Directors (including independent non-executive Directors) are of the opinion that the Grant will allow the Company to recognise the contribution made by Mr. Xu and to encourage him to commit to the future development of the Company, and is in the interests of the Company and the Shareholders as a whole. The independent non-executive Directors have also considered the terms of the Grant and are of the view that the Grant to be fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. A copy of the letter dated 17 January 2005 from the independent non-executive Directors to the Independent Shareholders recommending such Shareholders to vote in favour of the resolution to be proposed at the EGM to approve the Grant has been included in this circular.

In addition, the Directors believe that the refreshment of Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

Yours faithfully,

For and on behalf of the Board

**Kingdee International Software Group Company Limited**

**Xu Shao Chun**

*Chairman*



**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: 8133)**

17 January 2005

*To the independent Shareholders*

Dear Sirs/Madams,

**PROPOSED GRANT OF AN OPTION TO  
AN ASSOCIATE OF A SUBSTANTIAL SHAREHOLDER AND EXECUTIVE  
DIRECTOR AND REFRESHMENT OF SCHEME MANDATE LIMIT  
UNDER THE SHARE OPTION SCHEME**

We have been appointed to advise you in connection with the grant of an option to subscribe for 4,000,000 Shares to Oriental Gold Limited, a company wholly owned by Mr. Xu Shao Chun, the chairman of the Board and a substantial shareholder of the Company, details of which are set out in the letter from the Board contained in the circular of the Company dated 17 January 2005 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

Having considered the terms of the Share Option Scheme and the details and the reasons of the Grant, we are of the view that the terms of Grant to be fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. We therefore recommend that you vote in favour of the resolution to be proposed at the EGM to approve the Grant under ordinary resolution no. 1 as set out in the notice of the EGM.

Yours faithfully,

**Yang Zhou Nan**

**Wu Cheng**

**Yeung Kwok On**

**Gary Clark Biddle**

*Independent Non-Executive Directors*



**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: 8133)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Kingdee International Software Group Company Limited (the “**Company**”) will be held at 4th Level, Zone B, Block W1, High-New Technology Industrial Estate, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China on 2 February 2005 at 10 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without modifications:

**ORDINARY RESOLUTIONS**

1. “**THAT** the grant (“**Grant**”) of option to subscribe for 4,000,000 shares of HK\$0.10 each (“**Share**”) in the share capital of the Company to Oriental Gold Limited, a company wholly owned by Mr. Xu Shao Chun at an exercise price of HK\$2.065 per Share with the exercise period from 12 January 2005 to 11 January 2010 (both days inclusive) be approved and that any one of the directors of the Company be authorized to issue the offer letter in relation to the Grant and to sign and execute such other documents and to do such other acts and things as he may deem necessary or expedient for the Grant.”
2. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.10 each in the share capital of the Company to be issued pursuant to the exercise of any options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the total number of shares which may be issued upon exercise of all options to be granted under the share option scheme adopted by the Company on 26 April 2002 (“**Share Option Scheme**”) and any other option schemes of the Company (excluding options previously granted under the Share Option Scheme and any other share option schemes of the Company) be and is hereby approved subject to a maximum limit equal to 10% of the total number of the issued shares of the Company as at the date of the passing of this resolution (“**Refreshed Scheme Mandate Limit**”); and that the directors of the Company be and are hereby unconditionally authorised to grant options to subscribe for shares up to the

---

## NOTICE OF EGM

---

Refreshed Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of subscription rights under such options.”

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

Shenzhen, the PRC, 17 January, 2005

*Registered Office:*

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

*Head Office and principal place  
of business in the PRC:*

4th Level, Zone B, Block W1  
High-New Technology Industrial Estate  
Shennan Highway, Nanshan District  
Shenzhen, Guangdong Province  
The PRC

*Notes:*

1. Any vote at the meeting to approve the above ordinary resolution no. 1 shall be taken on a poll.
2. A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies to attend, and in the event of a poll, vote in his stead. A proxy need not be a shareholder of the Company.
3. Where there are joint registered holders of any Share, any one such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.