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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: 8133)**

**ANNOUNCEMENT  
FURTHER ADJOURNMENT OF  
EXTRAORDINARY GENERAL MEETING**

Reference is made to the announcement of Kingdee International Software Group Company Limited ("Company") dated 13 January 2005 ("First Announcement"), the circular of the Company dated 17 January 2005 ("Circular") and the announcement of the Company dated 2 February 2005 ("Second Announcement"). Unless otherwise defined, terms defined in the First and Second Announcements and the Circular shall have the same meanings in this announcement.

The Board announces that the Company convened the adjourned EGM on, Monday, 7 February 2005 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 for the purpose of considering and, if thought fit, passing the ordinary resolutions in respect of (i) the Grant and (ii) the refreshment of Scheme Mandate Limit. Before the meeting proceeded to business, a holder of 125,000 shares of the Company proposed that the adjourned EGM be further adjourned to a date to be fixed by the Board as he requires more time to consider the resolutions proposed at the adjourned EGM. The resolution to adjourn the EGM was duly passed unanimously on a show of hands with no votes cast against it. The further adjournment is in compliance with the articles of association of the Company and all applicable rules and regulations.

If the further adjourned meeting is to be held on a date which is more than 14 days or more from 7 February 2005, at least seven clear days' notice of the adjourned meeting will be given in accordance with the requirements of the articles of association of the Company. Further announcement will be made when the date of the further adjourned EGM is fixed and the notice of the further adjourned meeting is to be despatched to the Shareholders.

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

Shenzhen, the PRC, 7 February 2005

*As at the date hereof, the executive Directors are Mr. Xu Shao Chun (chairman of the Company) and Mr. Luo Ming Xing; the non-executive Directors are Mr. James Ming King, Mr. Zhao Yong and Mr. Hugo Shong; and the independent non-executive Directors are Ms. Yang Zhou Nan, Mr. Wu Cheng, Mr. Yeung Kwok On and Mr. Gary Clark Biddle.*

*This announcement, for which the Directors 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:– (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the day of its posting.*