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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

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 AMENDMENTS TO THE ARTICLES OF ASSOCIATION

A notice convening the EGM of Kingdee International Software Group Company Limited to be held at 4th Level, Zone B, Block W1, Hi-Tech Industrial Park, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on 27th April 2005 at 1:00 p.m. is set out on pages 7 to 20 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 46th 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.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.

4th April 2005

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.

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DEFINITIONS

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

“Articles of Association”	the existing articles of association of the Company adopted on 30th January 2001
“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
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held on Wednesday, 27th April, 2005 at 1:00 p.m. to consider the proposed amendments to the Articles of Association, the notice of which is set out on pages 7 to 20 of this circular, and any adjournment thereof
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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)

(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

Hi-Tech Industrial Park

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

4th April 2005

To the Shareholders

Dear Sir or Madam,

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Since the adoption of the Articles of Association on 30th January 2001, a number of amendments were made to the GEM Listing Rules, which include, inter alia, the amendments to the provisions set out in Appendix 3 which has come into effect since 31st March 2004, the addition of a new Appendix 15 on the Code on Corporate Governance Practices (“Corporate Governance Code”) and the addition of a new Appendix 16 on the requirement for a Corporate Governance Report to be included in annual reports of listed issuers, which has come into effect on 1st January 2005.

In light of the amendments to the GEM Listing Rules, the Directors wish to seek approval of the Shareholders at the EGM for certain amendments to the Articles of Association including, inter alia, the following provisions:

- (a) Permission of distribution of corporate communications (as defined in the GEM Listing Rules) (including summary financial report) to the Shareholders using electronic means and in either the English or the Chinese language or in both the English and Chinese languages;
- (b) Update of all references of “Companies Law (2000 Revision)” to “Companies Law (2004 Revision)”;
- (c) Alignment of the definition of “Associate” and “subsidiary and holding company” with the latest amended GEM Listing Rules;
- (d) A minimum of 7 days’ period is required for lodgement by a shareholder of a notice to nominate a person to act as Director and for lodgement by the nominated person of a notice to indicate his willingness to be elected and such notice shall commence from the day after the despatch of the notice of the meeting appointed for the election of Director and end no later than 7 days before the date of such meeting;
- (e) Replacement of the reference of the Securities and Futures (Clearing) Ordinance by “the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor”;
- (f) Where any shareholder is, under the GEM Listing Rules, required to abstain from voting on any particular resolution or restricted to vote only for and only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted;
- (g) Subject to exceptions laid down in the articles of association of the Company, a Director shall not vote on any board resolution approving any contact or arrangement or any other proposal in which he or any of his associates has a material interest nor shall he be counted in the quorum present at the meeting;

LETTER FROM THE BOARD

- (h) Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in the articles of association of the Company or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that it shall only apply to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

The Company has also reviewed the Corporate Governance Code of which Code Provision A.4.2 recommends that (i) all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after their appointment; and (ii) every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

To ensure compliance with the latest amended Listing Rules (including the Corporate Governance Code), the Board considers that it is in the interest of the Company to amend the Articles of Association.

In addition, the Directors also propose that the new articles of association of the Company, consolidating all the changes to be passed by the shareholders of the Company at the EGM, be adopted in replacement of the Articles of Association with effect from the conclusion of the forthcoming annual general meeting of the Company, which will be convened at 2:00 p.m. on 27th April 2005, or any adjournment thereof.

Under the Articles of Association, the Company may by special resolution in general meeting at any time alter or amend its articles of association in whole or in part. Full details of the proposed amendments to the Articles of Association are set out in the resolution contained in notice convening the EGM which is set out on pages 7 to 20 of this circular.

EGM

The Company will convene the EGM at 4th Level, Zone B, Block W1, Hi-Tech Industrial Park, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on Wednesday, 27th April 2005 at 1:00 p.m. for considering and, if thought fit, passing the special resolution for the approval of the proposed amendments to the Articles of Association set out in the resolution contained in the notice convening the EGM which is set out on pages 7 to 20 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not

LETTER FROM THE BOARD

less than 48 hours before the time appointed for holding the EGM or any adjourned meeting (as the case may be). The completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM or any adjourned meeting (as the case may be) if you so wish.

RIGHT TO DEMAND A POLL

Pursuant to article 80 of the Articles of Association, 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.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including independent non-executive Directors) are of the opinion that the proposed amendments to the Articles of Association are in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the special 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

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, Hi-Tech Industrial Park, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People’s Republic of China on 27th April 2005 at 1:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as special resolution, with or without modifications:

SPECIAL RESOLUTION

“(i) **THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) by adding the following definitions in Article 2:

Associate

“Associate” shall mean, in relation to any Director:

- (i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 (“family interests”);
- (ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (“trustee-controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers & Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”);

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- (iii) a holding company of a trustee-controlled company or a subsidiary of any such holding company;
- (iv) any company in the equity capital of which he, his family interests, any of the trustees referred to in paragraph (ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company; and
- (v) any other persons who would be deemed to be an “Associate” of the Director under the Listing Rules;

the Company’s
Website

“the Company’s Website” shall mean the website of the Company, the address or domain name of which has been notified to members;

electronic

“electronic” shall have the meaning given to it in the Electronic Transactions Law 2000 of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

Electronic
Signature

“Electronic Signature” shall mean an electronic symbol or process attached to or logically associated with an electronic communication and executed or adopted by a person with the intent to sign the electronic communication;

- (b) by amending the following definitions in Article 2 to read as follows:

the Companies
Law/the Law

“the Companies Law” or “the Law” shall mean the Companies Law (2004 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;

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recognised clearing house	“recognised clearing house” shall have the meaning ascribed thereto in Part I of Schedule 1 to the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
share	“share” shall mean a share in the capital of the Company;
subsidiary and holding company	“subsidiary” and “holding company” shall have the meanings attributed to such terms in the Companies Ordinance, but interpreting the term “subsidiary” in accordance with the definition of “subsidiary” under rule 1.01 of the Listing Rules;
writing/printing	“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form and, only where used in connection with a notice served by the Company on members or other persons entitled to receive notices hereunder, shall also include a record maintained in an electronic medium which is accessible in visible form so as to be usable for subsequent reference;

- (c) by amending Article 4 in the following manner:
- (i) by adding immediately following the words “the Board may determine.” in Article 4 the words “Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.”; and
 - (ii) by deleting the words “for so long as a recognised clearing house (in its capacity as such) is a member of the Company”;
- (d) by adding immediately following the words “published in the newspapers,” in Article 15(c) “or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided,”;
- (e) by adding immediately following the end of Article 16 “All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.”;

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(f) by adding immediately following the end of Article 21 “Fully paid shares shall be free from Company liens.”;

(g) by deleting Article 28 and its marginal note in its entirety and substituting therefor the following paragraph and its marginal note:

Notice of call may be published in newspapers or given by electronic means	28.	In addition to the giving of notice in accordance with Article 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided.
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(h) by deleting Article 37 and its marginal note in its entirety and substituting therefor the following paragraph and its marginal note:

Form of transfer	37.	Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.
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(i) by adding immediately following the end of Article 39 “Subject to the provisions of these Articles, fully paid shares shall be free from any restriction on the right of transfer (except as permitted by the Exchange) and the transfer of shares will be registered by the Company.”;

(j) by adding immediately following the words “in the newspapers” in the first sentence of Article 44 the words “or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided,”;

(k) by deleting Articles 59 to 62 and their marginal notes in their entirety;

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- (l) by amending Article 72 in the following manner:
 - (i) by deleting the word “nominees” in the fifteenth line of Article 72 and substituting therefor the word “nominee(s)”;
 - (ii) adding immediately following the words “requisition proceed duly to convene the meeting” in Article 72 the words “to be held within a further 21 days”;
- (m) by adding immediately following the words “two members present in person” in Article 76 the words “(or in the case of a corporation, by its duly authorised representative)”;
- (n) by adding immediately following the words “the members or members present in person” in Article 77 the words “(or in the case of a corporation, by its duly authorised representative)”;
- (o) by deleting Article 80 and its marginal note in its entirety and substituting therefor the following paragraph and its marginal note:

Right to demand a poll and what is to be evidence of the passing of a resolution where poll not demanded

80. 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 duly demanded or otherwise required under the Listing Rules. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person (or in the case of a corporation, by its duly authorised representative) or by proxy and representing 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

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- (d) any member or members present in person (or in the case of a corporation, by its duly authorised representative) 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 so required or demanded and, in the latter case, 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 in the Company's book containing the minutes of proceedings of meetings of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (p) by amending Article 81 in the following manner:
 - (i) by adding immediately following the word "is" in the first line of Article 81(a) the words "required or";
 - (ii) by adding immediately following the word "was" in the seventh line of Article 81(a) the words "required or"; and
 - (iii) by adding immediately following the word "was" in the eleventh line of Article 81(a) the words "required or";
- (q) by adding immediately following the word "is" in the fourth line of Article 83 the words "required or";
- (r) by amending Article 85 in the following manner:
 - (i) by re-numbering Article 85 as Article 85(a) and adding immediately following the words "registered in his name in the register." in Article 85(a) the words "Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands."; and

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- (ii) by adding immediately following the new Article 85(a) the following paragraph as Article 85(b):

Counting of votes App 3 r. 14	85(b). Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.
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- (s) by deleting the word “everything” in Article 89(a) and substituting therefor the words “all sums”;

- (t) by amending Article 96(b) in the following manner:

- (i) deleting the following sentence at the end of Article 96(b)

“If a recognised clearing house (or its nominees) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its proxy or proxies or representative or representatives at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the proxy form or authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominees) which he represents as that recognised clearing house (or its nominees) could exercise if it were an individual member of the Company holding the number and class of shares specified in such proxy form or authorisation including the right to vote individually on a show of hands notwithstanding the provision contained in Article 85”; and

- (ii) replacing therewith the following sentence:

“If a recognised clearing house (or its nominee(s)) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on

NOTICE OF EGM

behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.”

(u) by amending Article 99 in the following manner:

(i) deleting the following sentence at the end of Article 99:

“Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”; and

(ii) replacing therewith the following sentence:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.”;

(v) by amending Article 107(c) in the following manner:

(i) by adding immediately following the word “he” in the fifth line of the first paragraph by the words “or any of his Associates”;

(ii) by adding immediately following the word “Director” the words “or any of his Associates” and immediately following the words “by him” the words “or any of them” in Article 107(c)(i)(aa);

(iii) by adding immediately following the word “Director” the words “or any of his Associates” and immediately following the word “himself” the word “/themselves” in Article 107(c)(i)(bb);

(iv) by deleting the words “is or is” immediately after the word “Director” in the seventh line of Article 107(c)(iii) and substituting therefor the words “or any of his Associates is/are or is/are”;

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- (v) by amending Article 107(c)(iii) to read as follows:
 - “107(c)(iii) any proposal concerning any other company in which the Director or any of his Associates is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is/are beneficially interested in the shares of that company, provided that, the Director and any of his Associates is/are not, in aggregate, beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his Associates is derived) or of the voting rights;”;
- (vi) by deleting the word “he” in the fifth line of Article 107(c)(iv)(aa) and substituting therefor the words “the Director or any of his Associates”;
- (vii) by adding immediately following the word “Directors” in the sixth line of Article 107(c)(iv)(bb) the words “, their Associates” and adding immediately following the word “Director” in the ninth line of the same Article the words “or any of his Associates,”;
- (viii) by deleting the word “is” in the second line of Article 107(c)(v) and substituting therefor the words “or any of his Associates is/are” and adding immediately following the word “his” in the fifth line of the same Article the word “/their”;
- (ix) by deleting the words “a Director’s interest” in the second and third lines of Article 107(e) and substituting therefor the words “the interest of a Director or his Associates”, adding immediately following the words “interest of the Chairman” in the twelfth line the words “or of his Associates” and adding immediately following the words “and of his Associates” the words “Chairman)” in the nineteenth line of the same Article;
- (w) by deleting Article 107(f) and its marginal note in its entirety;
- (x) by deleting the words “(as defined in Article 107(f) above)” in Article 112(c)(i);
- (y) by amending Article 116 in the following manner:
 - (i) by deleting the following sentence at the beginning of Article 116:

“At each annual general meeting, one-third of the Directors (other than the Managing Director or Joint Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not exceeding, one-third, shall retire from office by rotation.” and

NOTICE OF EGM

- (ii) by replacing therewith the following sentence:

“Notwithstanding any other provisions in these Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation such that each Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every three years at the annual general meetings.”

- (z) by amending Article 119 in the following manner:

- (i) by deleting the following sentence at the end of Article 119:

“Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”; and

- (ii) by replacing therewith the following sentence:

“Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”;

- (aa) by deleting Article 120 in its entirety and substituting therefor the following new Article:

“120. No person other than a retiring Director shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”;

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(bb) by adding immediately following the words “in the newspapers,” in Article 157(a)(iv) the words “or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided,”;

(cc) by adding immediately following Article 158 the following paragraph:

“Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.”

(dd) by deleting Article 163(b) in its entirety and substituting therefor the following paragraphs:

“163. (b) Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

(c) To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 163(b) shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors’ report and

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the Auditors' report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditors' report thereon.”;

(ee) by deleting Article 167(a) in its entirety and substituting therefor the following paragraph:

“167. (a) Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained the member's prior express positive confirmation in writing to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the newspapers. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.”

(ff) by adding immediately following the words “Any Member” in the second sentence of Article 168 the words “who has not given an express positive confirmation in writing to the Company to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and”;

(gg) by adding at the end of Article 169 the following paragraph:

“Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

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- (hh) by deleting the words “by post or left at the registered address of” and substituting therefor the word “to” in Article 172; and
- (ii) by adding immediately after Article 173 the words “or, where relevant, by Electronic Signature”.
- (jj) by adding a new Article 182 as follows:

Choice of Language 182. Where a person has in accordance with the Law, the Listing Rules and other applicable laws, rules and regulations consented to receive notices and other documents from the Company in English language only or the Chinese language only but not both, it shall be sufficient for the Company to serve on or deliver to him any notice or document in such language only in accordance with these presents unless and until there is a notice of revocation or amendment of such consent given or deemed to have given by such person to the Company in accordance with the Law and other applicable laws, rules and regulations which shall have effect in respect of any notice or document to be served on or delivered to such person subsequent to the giving of such notice of revocation or amendment.

- (iii) **THAT** new articles of association of the Company, consolidating all of the changes referred to above and in the form produced to the meeting, be and are hereby adopted in replacement of the existing articles of association of the Company with effect from the conclusion of the forthcoming annual general meeting of the Company, which will be convened at 2:00 p.m. on 27th April 2005, or any adjournment thereof.”

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

Shenzhen, the PRC, 4th April 2005

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Notes:

1. 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.
2. 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.
3. 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 46th 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.