

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



**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**

### **PROPOSED LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF INTRODUCTION**

### **PROPOSED VOLUNTARY WITHDRAWAL OF LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

Further to the announcement of the Company dated 23 September 2004, the Company would like to announce that DBS Asia Capital Limited, acting as the sponsor to the Proposed Listing, submitted a new advanced booking form to the Stock Exchange dated 22 April 2005 for the Proposed Listing. The original advanced booking form has lapsed because the listing application has been outstanding for more than 6 months.

**Shareholders and potential investors should be aware that the implementation of the Proposed Listing and the Proposed Withdrawal are subject to certain conditions to be fulfilled and thus may or may not become effective. The Proposed Listing and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares.**

## **INTRODUCTION**

Reference is made to the announcement of the Company dated 23 September 2004 (the "**Announcement**") in respect of the Proposed Listing and Proposed Withdrawal. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Further to the Announcement, the Company would like to announce that DBS Asia Capital Limited, acting as the sponsor to the Proposed Listing, submitted a new advanced booking form to the Stock Exchange dated 22 April 2005 for the Proposed Listing. The original advanced booking form has lapsed because the listing application has been outstanding for more than 6 months.

## CONDITIONS OF THE PROPOSED WITHDRAWAL

If the Company proceeds with the Proposed Listing, the Proposed Withdrawal will be conditional upon, among other things:

- (i) the passing of an ordinary resolution by the Shareholders at the Extraordinary General Meeting to approve the Proposed Withdrawal;
- (ii) the publication of a notice of the Proposed Withdrawal as required by GEM Listing Rules following obtaining the approval of the Shareholders at the Extraordinary General Meeting for the Proposed Withdrawal; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares and any Shares which may be described in the listing document to be issued by the Company for the Proposed Listing.

In this regard, if the Company proceeds with the Proposed Listing, the Extraordinary General Meeting will be convened at an appropriate time to seek the approval of the Shareholders on, among other things the Proposed Withdrawal.

## GENERAL INFORMATION

If the Company proceeds with the Proposed Listing, a circular containing, among other things, further details of the Proposed Listing and the Proposed Withdrawal, the expected timetable and a notice convening the Extraordinary General Meeting will be despatched to the Shareholders as soon as practicable. A listing document in relation to the Proposed Listing will also be despatched to the Shareholders for their information following the receipt from the Listing Committee of the Stock Exchange a preliminary indication of the approval for the Proposed Listing.

The Company has submitted an application for a waiver from strict compliance with the minimum three-month notice period for the Proposed Withdrawal as required under Rule 9.19(3) of the GEM Listing Rules.

The Company will make further announcements to keep the Shareholders informed on the latest progress of the Proposed Listing and the Proposed Withdrawal.

**There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Listing. Shareholders and potential investors should be aware that the implementation of the Proposed Listing and the Proposed Withdrawal are subject to certain conditions to be fulfilled and thus may or may not become effective. Accordingly, the Proposed Listing and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise extreme caution when dealing in the Shares.**

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

Hong Kong, 12 May 2005

*This announcement, 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.*

*As at the date of this announcement, the Board comprises of the executive Directors namely Mr. XU Shao Chun (Chairman) and Mr. Luo Ming XING; the non-executive Directors namely Mr. James Ming KING, Mr. ZHAO Yong and Mr. Hugo SHONG; and the independent non-executive Directors namely Ms. YANG Zhou Nan, Mr. WU Cheng, Mr. YEUNG Kwok On and Mr. Gary Clark BIDDLE.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least seven days from the day of its posting and on the website of the Company at [www.kingdee.com](http://www.kingdee.com).*