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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 on Main Board: 268

Stock code on GEM: 8133

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an 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, Shenzhen, Guangdong Province, the People’s Republic of China on Monday, 11 July 2005 at 2:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions nos. 1, 2, 3, 4 and 5 with or without modifications, as ordinary resolutions and the following resolution no. 6 as a special resolution:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the shares of HK\$0.10 each in the issued share capital of the Company (the “**Shares**”); and (ii) any Shares, representing not more than 10% of the total issued share capital of the Company as at the date of Extraordinary General Meeting, which may be issued upon the exercise of any options which were granted under the share option scheme adopted by the Company on 30 January 2001 (the “**2001 Scheme**”) or have been or may be granted under the share option scheme adopted by the Company on 26 April 2002 (the “**2002 Scheme**”) prior to its termination upon listing on the main board of the Stock Exchange, or, subject to the passing of resolution no. 2, any Shares which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme (as defined in resolution no. 2 set out in this notice) or any other share option schemes of the Company, the withdrawal (the “**Proposed Withdrawal**”) of the listing of the Shares on Growth Enterprise Market of the Stock Exchange (“**GEM**”) with effect from such date and time as the directors of the Company (the “**Directors**”) may designate be and is hereby approved; and any Director or the company secretary of the Company be and is hereby authorised generally to do all such acts and things for and on behalf of the Company as he/she may deem necessary, desirable or expedient in connection with the foregoing; and

- (B) the reduction of the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on GEM (“**GEM Listing Rules**”) in connection with the Proposed Withdrawal to a minimum period of five clear business days (as defined under the GEM Listing Rules), commencing on the date on which the shareholders of the Company approve this resolution no. 1 be and is hereby approved.”
2. **“THAT** conditional upon (A) the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal on the main board of the Stock Exchange in, (i) the Shares in the issued share capital of the Company; and (ii) any Shares, representing not more than 10% of the total issued share capital of the Company as at the date of Extraordinary General Meeting which, may be issued upon the exercise of any options which were granted under the 2001 Scheme or have been or may be granted under the 2002 Scheme prior to its termination upon the listing on the main board of the Stock Exchange, or which may be issued upon the exercise of any options which may be granted under the new share option scheme (the “**Proposed Share Option Scheme**”) (the rules of which are set out in the document marked “A” produced to this meeting and initialed by the Chairman of this meeting for the purpose of identification) or any other share option schemes of the Company, and (B) the commencement of dealing in the Shares on the main board of the Stock Exchange:
- (A) the Proposed Share Option Scheme be and is hereby approved and adopted by the Company and the board of Directors be and is hereby authorised to grant, at its absolute discretion, options to subscribe for Shares thereunder and to allot, issue and deal with any Shares pursuant to the exercise of the subscription rights under any option which may be granted under the Proposed Share Option Scheme and to do all such acts and things as it may in its absolute discretion consider necessary or expedient in connection therewith and to vote on any matter connected therewith notwithstanding that they or any of them may be interested in the same; and
- (B) the 2002 Scheme be and is hereby terminated with effect from the date on which the Proposed Share Option Scheme becomes unconditional and effective.”
3. **“THAT:**
- (A) subject to paragraph (C) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, arrangements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (A) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any option under any share option schemes of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue of shares or

rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares issued by the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;

- (D) For the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holding of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company); and

- (E) the general mandate to issue shares in the Company granted to the Directors pursuant to ordinary resolution no. 5(A) as set out in the notice of the annual general meeting of the Company held on 27 April 2005 be and is hereby revoked.”

4. **“THAT:**

- (A) subject to paragraph (B) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;

- (B) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution and the authority pursuant to paragraph (A) of this resolution shall be limited accordingly;
- (C) for the purpose of this resolution, “Relevant Period” means the period from the date of passing this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution; and
- (D) the general mandate to repurchase shares in the Company granted to the Directors pursuant to resolution no. 5(B) as set out in the notice of the annual general meeting of the Company held on 27 April 2005 be and is hereby revoked.”
5. “**THAT** conditional upon resolutions nos. 3 and 4 set out in this notice being passed, the general mandate granted to the directors of the Company to allot, issue and deal with additional shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution no. 3 set out in this notice be and is hereby increased and extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in this notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. “**THAT** conditional upon the listing of the Shares on the main board of the Stock Exchange, the articles of association contained in the document marked “B” produced to this meeting and initialled by the Chairman of this meeting for the purpose of identification be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company, with effect from the date on which dealings in the Shares on the main board of the Stock Exchange first commence.”

By Order of the Board
KINGDEE INTERNATIONAL SOFTWARE GROUP COMPANY LIMITED
Xu Shao Chun
Chairman

Hong Kong, 17 June 2005

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

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

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, subject to the provision of the articles of association of the Company on a poll, vote on his/her/its behalf. A proxy need not be a member of the Company.
- (ii) In order to be valid, the proxy form (which must be 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 of such power or authority), must be delivered 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 the holding of the Meeting or any adjournment thereof.
- (iii) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (iv) An Explanatory Statement containing further details regarding ordinary resolution no. 4 as required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange is set out in Appendix III of the circular dated 17 June 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. Zhao Yong, Mr. Hugo Shong and Mr. James Ming King; 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 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.

This announcement 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 and on the website of the Company at www.kingdee.com.