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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 VOLUNTARY WITHDRAWAL OF LISTING  
ON THE GROWTH ENTERPRISE MARKET OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED,  
PROPOSED LISTING OF SHARES ON THE MAIN BOARD  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED,  
RESULTS OF THE EXTRAORDINARY GENERAL MEETING,  
REDUCTION OF THE MINIMUM NOTICE PERIOD  
IN RESPECT OF THE PROPOSED WITHDRAWAL,  
TERMINATION OF THE 2002 SCHEME AND  
ADOPTION OF THE PROPOSED SHARE OPTION SCHEME,  
ADOPTION OF PROPOSED ARTICLES OF ASSOCIATION IN SUBSTITUTION  
FOR THE EXISTING ARTICLES OF ASSOCIATION,  
AND  
GRANT OF NEW GENERAL MANDATES  
AND REVOCATION OF EXISTING GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES**

The Board is pleased to announce that resolutions approving, amongst other things, the Proposed Withdrawal were passed by the Shareholders by way of show of hands at the EGM held on 11 July 2005. Notice is hereby given that the last day of dealings in the Shares on GEM will be Tuesday, 19 July 2005 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Wednesday, 20 July 2005. It is expected that dealings in the Shares on the Main Board (stock code: 268) will commence at 9:30 a.m. on Wednesday, 20 July 2005.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change to be made to the board lot size, trading currency of the Shares and the registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lots of 2,000 Shares each following the Proposed Introduction.

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

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the announcement of Kingdee International Software Group Company Limited (the "Company") dated 17 June 2005 in relation to, amongst other things, the Proposed Withdrawal.

The Board is pleased to announce that the following resolutions were duly passed by the Shareholders by way of show of hands at the EGM held on 11 July 2005:

1. the ordinary resolution approving the Proposed Withdrawal and the reduction of the notice period for the Proposed Withdrawal required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear Business Days;
2. the ordinary resolution approving the termination of the 2002 Scheme and the adoption of the Proposed Share Option Scheme;
3. the ordinary resolutions approving the revocation of the Existing General Mandates and the granting of new general mandates to issue and repurchase Shares; and
4. the special resolution approving the adoption of the Proposed Articles of Association in substitution for the existing articles of association of the Company.

Notice is hereby given that subject to the Proposed Withdrawal and the Proposed Introduction becoming unconditional, the last day of dealings in the Shares on GEM will be Tuesday, 19 July 2005 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Wednesday, 20 July 2005. It is expected that the dealings in the Shares on the Main Board (stock code: 268) will commence at 9:30 a.m. on Wednesday, 20 July 2005.

The Proposed Withdrawal and the Proposed Introduction will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and will not involve any transfer or exchange of the existing share certificates of the Company. The Directors propose no change be made to the board lot size, the trading currency of the Shares and the registrars of the Shares in connection with the Proposed Withdrawal and the Proposed Introduction. Shares will continue to be traded in board lots of 2,000 Shares each following the Proposed Introduction. **Please note that if and when the Shares are listed on the Main Board, Shareholders may be required to sign a new client agreement with their stockbrokers.**

The implementation of the Proposed Withdrawal and the Proposed Introduction is conditional upon, amongst other things, the Listing Committee granting approval to the listing of, and permission to deal on the Main Board in, (a) the Shares in issue; and (b) any Shares, representing not more than 10% of the total issued share capital of the Company as at the date of EGM, 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 listing on the Main Board, or which may be issued upon the exercise of any options which may be granted under the Proposed Share Option Scheme or any other share option schemes of the Company.

The adoption of the Proposed Share Option Scheme is still conditional upon: (1) the Listing Committee granting approval to the listing of, and permission to deal on the Main Board in the Shares mentioned in the immediate preceding paragraph; and (2) commencement of dealings in the Shares on the Main Board.

The adoption of the Proposed Articles of Association is still conditional upon the commencement of dealings in the Shares on the Main Board.

The Directors have confirmed that the Company has no present intention to grant further options under the 2002 Scheme prior to its proposed termination.

The listing of the Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the Shares on GEM will not be disclosed as the previous closing price of the Shares on the date of commencement of dealings in the Shares on the Main Board. However, it will be disclosed as a note on teletext for reference purposes only.

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

Shenzhen, the PRC, 11 July 2005

*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 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 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 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 publication.*