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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

Unless defined herein, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 9th February, 2001 issued by Kingdee International Software Group Company 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)

**NOTICE OF LISTING ON
THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

Number of Placing Shares : 87,500,000
(subject to Over-allotment Option)
Offer Price : not more than HK\$1.08 per Placing
Share and expected to be not less
than HK\$0.90 per Placing Share
Nominal value : HK\$0.10 each
GEM stock code : 8133

Global Coordinator, Lead Manager and Sponsor

BNP PARIBAS PEREGRINE

Co-Lead Managers

Guotai Junan Securities (Hong Kong) Limited

BOCI Asia Limited

Co-Managers

Celestial Capital Limited

Core Pacific - Yamaichi International (H.K.) Limited

CU Securities Limited

First Shanghai Capital Limited

Kingston Securities Limited

South China Securities Limited

Application for Placing Shares will only be considered on the basis of the prospectus of the Company dated 9th February, 2001 (“Prospectus”).

Application has been made to the GEM Listing Committee of The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the shares of HK\$0.10 each (the “Shares”) of Kingdee International Software Group Company Limited (the “Company”) in issue, the Shares which are to be issued pursuant to the Capitalisation Issue, the Placing (including Shares to be issued pursuant to the exercise of the Over-allotment Option), and the Shares which may be issued upon the exercise of options under the Pre-IPO Share Option Scheme and the Share Option Scheme as described in the Prospectus. Dealings in the Shares on GEM are expected to commence on Thursday, 15th February, 2001.

Subject to the granting of the listing of and permission to deal in the Shares on GEM as well as compliance with the stock admission requirements of Hongkong Clearing, the Shares will be accepted as eligible securities by Hongkong Clearing for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Shares on GEM or such other date as may be determined by Hongkong Clearing. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Placing (as defined in the Prospectus) is conditional on the fulfilment of the conditions stated in the paragraph headed “Conditions of the Placing” in the section headed “Structure of the Placing” of the Prospectus.

Pursuant to the Underwriting Agreement, the Company has granted to BNP Paribas Peregrine Securities (for itself and on behalf of the Underwriters) the Over-allotment Option, exercisable within 30 days from the date of the Prospectus, to require the Company to issue up to an aggregate of 13,100,000 additional Shares, representing approximately 15.0% of the number of Shares initially available under the Placing. An announcement will be made by the Company if the Over-allotment Option is exercised.

Copies of the Prospectus are available, for information purposes only, during normal office hours, from BNP Paribas Peregrine Capital Limited at 36th Floor, Asia Pacific Finance Tower, 3 Garden Road, Central, Hong Kong from 4:00 p.m. on Friday, 9th February, 2001 until 5:00 p.m., Friday, 23rd February, 2001.

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

9th February, 2001

This announcement and a copy of the Prospectus will remain on the GEM Website at www.hkgem.com.

** For identification purposes only*