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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: 268)

DISCLOSEABLE TRANSACTION STRATEGIC COOPERATION WITH GOUSEN SECURITIES

STRATEGIC COOPERATION WITH GOUSEN SECURITIES

The Board is pleased to announce that on 14 September 2015 (after trading hours), Kingdee China entered into the Cooperation Agreement with Guoxin Hongsheng Investment, a wholly-owned subsidiary of Guosen Securities.

Pursuant to the Cooperation Agreement, Kingdee China and Guoxin Hongsheng Investment agree to set up the Fund Management Company, in which the Kingdee China and Guoxin Hongsheng Investment holds 49% and 51% equity respectively. The Fund Management Company will then set up the Fund with an investment amount of RMB1,000,000,000 and mainly invest in the Kingdee Mobile Internet Industry. Once the Fund is set up, as the general partner and the manager of the Fund, the Fund Management Company will invest RMB10,000,000 in the Fund (representing 1% interest in the Fund). As a limited partner to the Fund, Kingdee China will invest not more than RMB400,000,000 in the Fund (representing 40% interest in the Fund). Guoxin Hongsheng Investment will take the lead in locating other investors to become limited partners in the Fund.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, calculated with reference to the total capital commitment of Kingdee China in the Fund will be more than 5% but less than 25%, the transactions contemplated under the

Cooperation Agreement will constitute discloseable transactions of the Company and are only subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

STRATEGIC COOPERATION WITH GUOSEN SECURITIES

The Board is pleased to announce that on 14 September 2015 (after trading hours), Kingdee China entered into the Cooperation Agreement with Guoxin Hongsheng Investment.

THE COOPERATION AGREEMENT

Date: 14 September 2015.

Parties: (a) Kingdee China, a direct wholly-owned subsidiary of the Company; and
(b) Guoxin Hongsheng Investment, a wholly-owned subsidiary of Guosen Securities.

To the best of knowledge, information and belief of the Directors, Guoxin Hongsheng Investment and its ultimate beneficial owners are third parties independent of the Company and its connected person.

Formation of the Fund Management Company:

The parties agreed to incorporate the Fund Management Company to act as the general partner of the Fund. The Fund Management Company with a registered capital of RMB10,000,000 shall be owned ultimately as to 49% by Kingdee China and 51% by Guoxin Investment.

Management of the Fund Management Company:

The board responsible for managing the Fund Management Company shall consist of 5 members, of which 2 shall be nominated by Kingdee China and 3 shall be appointed by Guoxin Investment. The decisions of investment and exit shall be approved by 4 or more members of the board.

Establishment of the

Following the establishment of the Fund

Fund: Management Company, the parties will establish the Fund which will principally be engaged in investing projects to be determined by the Fund Management Company and especially invest in the Kingdee Mobile Internet Industry.

Capital commitment to and interests in the Fund: Once the Fund is set up, as the general partner and the manager of the Fund, the Fund Management Company will invest RMB10,000,000 in the Fund (representing 1% interest in the Fund). As a limited partner to the Fund, Kingdee China will invest not more than RMB400,000,000 in the Fund (representing 40% interest in the Fund). Guoxin Hongsheng Investment will take the lead in locating other investors to become limited partners in the Fund.

The amount of capital contribution by the parties was determined after arm's length negotiation among Kingdee China and Guoxin Hongsheng Investment, with reference to the estimated capital requirement of the operation of the Fund. The Directors (including the independent non-executive Directors) are of the opinion that the consideration is fair and reasonable and was determined after arm's length negotiations between the parties and is in the interests of the Company and the Shareholders as a whole.

The Company intends to finance the capital commitment of Kingdee China in the Fund by its internal financial resources.

Profit distribution: The profit generated from the investment of the Fund in each project shall be distributed in accordance with the principles set out below:

- (1) The distributable cash return shall be applied to settle the principal of the investment amount

contributed by each partner in each project;

- (2) The remaining balance (if any) shall then be applied to settle the expected return of 8% per annum on the investment contributed by each partner in each project;
- (3) The remaining balance (if any) shall then be applied to settle the expected return of 25% per annum on the investment contributed by the general partner(s) in each project;
- (4) The remaining balance (if any) shall then be distributed to the limited partner(s) and general partner(s) in the proportion of 2 to 8 in each project.

Management fee:

During the term of the operation of the Fund, a management fee equivalent to 2% of the total commitment paid by the partners of the Fund shall be charged annually to cover the management and operating expenses of the Fund Management Company.

REASONS FOR AND BENEFITS OF THE COOPERATION AGREEMENTS

The Group was founded in 1993 and headquartered in Shenzhen, PRC. With “Data Drives Success” as its mission, “the Most Reliable Big Data Service Provider” as its vision, “Walk on ZHENGDAO (right track) and Walk by WANGDAO (noble way)” as its core values and “User-first, Small, Beauty, Fast” as its product and service belief, the Group provides software products and Cloud services for over four million corporates, hospitals and government organizations and for over fifty million users worldwide. The Group was named as the leader in the SME ERP market in China for the eleventh consecutive year.

Guoxin Hongsheng Investment is a wholly-owned subsidiary of Guosen Securities. Guosen Securities is a national large-scale comprehensive securities company with full securities licences, industry leading products and the capacity of services innovation. “Create value, Making our success” is the core concept of Guosen Securities. Guosen Securities is in the leadership position in the innovative business areas, for instance, Capital intermediary,

Counter market, Financial engineering, QFII/RQFII and Custody of assets, providing comprehensive financial services to investors and customers. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, Guosen Securities and Guoxin Hongsheng Investment both are third parties independent of the Company and its connected person.

This cooperation has great significance to the two companies. For the aim of "Sharing resource, Complementary advantages, Win-win Cooperation, Common development", the two companies will establish harmonious and close comprehensive cooperative partnership. The two companies can use their own leadership position on the industry and their professional experience to integrate the resources. By making use of the respective advantages of resources and channel, the two companies can achieve mutual benefit and common development.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, calculated with reference to the total capital commitment of Kingdee China in the Fund will be more than 5% but less than 25%, the transactions contemplated under the Cooperation Agreement will constitute discloseable transactions of the Company and are only subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

"Board"	the board of Directors
"Company"	Kingdee International Software Group Company Limited, a company incorporated in Cayman Islands with limited liabilities whose shares are listed on the Hong Kong Stock Exchange (Stock Code: 268)
"Cooperation Agreement"	the cooperation agreement dated 14 September 2015 entered into between Kingdee China and Guoxin Hongsheng Investment
"connected person(s)"	has the meaning ascribed to it under the Listing Rules

“Director(s)”	director(s) of the Company
“Fund”	國信金蝶移動互聯網產業基金, a fund to be set up by the Fund Management Company for carrying out merger and acquisition activities. Details of which is set out in this announcement
“Fund Management Company”	a fund management company to be set up by Kingdee China (or its nominee) and Guoxin Hongsheng Investment for the management of the Fund. Details of which is set out in this announcement
“Group”	the Company and its subsidiaries
“Guosen Securities”	國信證券股份有限公司 (Guosen Securities Company Limited*), a company incorporated in the PRC
“Guoxin Hongsheng Investment”	國信弘盛創業投資有限公司 (Guoxin Hongsheng Venture Investment Company Limited*), a limited liability company incorporated in the PRC and is a wholly-owned subsidiary of Guosen Securities
“Kingdee China”	金蝶軟件(中國)有限公司 (Kingdee Software (China) Co., Ltd*), a company incorporated in the PRC and is a direct wholly-owned subsidiary of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Shareholders”	holders of Shares
“%”	per cent

** for identification purpose only*

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

Shenzhen, the People's Republic of China, 14 September, 2015

As at the date of this announcement, the Board comprises Mr. Xu Shao Chun (Chairman of the Board and Chief Executive Officer), Mr. Chen Deng Kun and Mr. Yang Jian as executive directors; Ms. Dong Ming Zhu and Mr. Chen Zhang as non-executive directors and Mr. Gary Clark Biddle, Mr. Wu Cheng and Mr. Liu Chia Yung as independent non-executive directors.