



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)

FORM OF PROXY

Extraordinary General Meeting (“Meeting”) — 8 May 2008

I/We (*note 1*) _____
of _____
being the registered holder(s) of (*note 2*) _____ shares
of HK\$0.10 each in the capital of Kingdee International Software Group Company Limited (the
“Company”) hereby appoint (*note 3*) _____
of _____
or the Chairman of the Meeting as my/our proxy/proxies to attend, act and vote for me/us and on
my/our behalf at the Meeting of the Company to be held at 4th Level, Zone B, Block W1, High-Tech
Industrial Park, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, The People’s
Republic of China (“PRC”) at 10:00 a.m. on Thursday, 8 May 2008 and at any adjournment thereof
and to vote on my/our behalf, in respect of the ordinary resolution set out in the Notice of
Extraordinary General Meeting as directed below:-

Ordinary Resolution		For (<i>note 4</i>)	Against (<i>note 4</i>)
1.	To approve the subdivision of shares		

Dated this _____ day of _____ 2008 Signature(s) (*note 5*) _____
Shareholder(s)

Notes:

1. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. A member is entitled to appoint a proxy/proxies to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words “or the Chairman of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **PLEASE INDICATE WITH** a tick “√” in the appropriate space beside each item how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a materially certified copy of that power or authority, must be deposited with 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 for holding the Annual General Meeting or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish.