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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)

List of Directors and their Role and Function

The members of the board (the "**Board**") of directors (the "**Directors**") of Kingdee International Software Group Company Limited (the "**Company**") are set out below.

Executive Directors

Mr. Xu Shao Chun (Chairman, President and Chief Executive Officer)

Mr. Chen Deng Kun (Senior Vice President)

Mr. Yang Jian (Chief Financial Officer)

Non-executive Director

Ms. Dong Ming Zhu

Independent Non-executive Directors

Mr. Gary Clark Biddle

Mr. Ho Ching-hua

Mr. Wu Cheng

Mr. Liu Chia-Yung

The Board has set up 4 committees and the members of these committees are as follows:

Audit Committee:

Mr. Gary Clark Biddle (Chairman)

Mr. Wu Cheng

Mr. Liu Chia-Yung

Remuneration Committee:

Mr. Liu Chia-Yung (Chairman)

Mr. Wu Cheng

Mr. Xu Shao Chun

Nomination Committee:

Mr. Xu Shao Chun (Chairman)

Mr. Wu Cheng

Mr. Liu Chia-Yung

Corporate Governance and Strategy Committee:

Mr. Xu Shao Chun (Chairman)

Mr. Ho Ching-hua
Ms. Dong Ming Zhu
Mr. Chen Deng Kun

Shenzhen, the PRC, 17 March 2014