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: 8133)

Extraordinary General Meeting
Form of Proxy

Form of proxy for the Extraordinary General Meeting ("**Meeting**") of Kingdee International Software Group Company Limited (the "**Company**") to be held at 4th Level, Zone B, Block W1, High-New Technology Industrial Estate, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on 2 February 2005 at 10 a.m.:

I/We *(note 1)* _____
of _____
being the holder(s) of *(note 2)* _____ shares of HK$0.10 each in the share capital of the Company, HEREBY APPOINT *(note 3)* _____
of _____ or *(note 4)*
the Chairman of the Meeting as my/our proxy/proxies to vote for me/us and on my/our behalf at the Meeting (and at any adjournment thereof) to be held at 4th Level, Zone B, Block W1, High-New Technology Industrial Estate, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China on 2 February 2005 at 10 a.m., for the purpose of considering and, if thought fit, passing the Resolution set out in the Notice convening the Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated.

ORDINARY RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*
The Resolution no.1 set out in the Notice convening the Meeting.		
The Resolution no.2 set out in the Notice convening the Meeting.		

Signature *(note 8)* _____

Dated this _____ day of _____ 2005.

Notes:

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. Only one of joint holders needs to sign (but see note 7 below).
2. Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on poll, vote on his behalf. A proxy need not be a member of the Company.
4. If any proxy other than The Chairman is preferred, strike out "or The Chairman of the Meeting" herein inserted and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.
5. IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK APPROPRIATE BOX MARKED "AGAINST". Failure to complete the box will entitle your proxy to cast his votes at his discretion.
6. 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 notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
7. Where there are joint holders of any share of the Company, any one of such persons may vote at the Meeting either personally, or by proxy, in respect of such share of the Company as if he were solely entitled thereto, and if more than one of such joint holders be present at the Meeting personally or by proxy that one of the said persons so present whose name stand first on the register of members of the Company shall alone be entitled to vote. The completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer, attorney or other person duly authorised.