

# 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)

(Stock Code: 8133)

#### FORM OF PROXY

#### Extraordinary General Meeting ("Meeting") – 11th July 2005

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, Hi-Tech Industrial Park, Shennan Highway, Nanshan District, Shenzhen, Guangdong Province, The People's Republic of China ("PRC") at 2:00 p.m. on Monday, 11 July 2005 and at any adjournment thereof and to vote on my/our behalf, in respect of the Resolutions set out in the Notice of Extraordinary General Meeting as directed below:–

Ordinary Resolutions		For (note 4)	Against (note 4)
1(A).	Conditional upon the conditions as set out in this resolution, to withdraw (" <b>Proposed Withdrawal</b> ") the listing of the shares on the Growth Enterprise Market (" <b>GEM</b> ") of the Stock Exchange with effect from such date and time as the directors of the Company (" <b>Directors</b> ") may designate.		
1(B).	To reduce the notice period in connection with the Proposed Withdrawal to a minimum notice period of five clear business days, commencing on the date on which the shareholders of the Company approve this resolution.		
2(A).	To adopt the new share option scheme (" <b>Proposed Share Option Scheme</b> ").		
2(B).	To terminate the share option scheme adopted by the Company on 26 April 2002 with effect from the date on which the Proposed Share Option Scheme becomes unconditional and effective.		
3.	To give a general mandate to the directors to issue and allot additional shares of the Company and to revoke the existing general mandates to issue shares.		
4.	To give a general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the existing issued share capital of the Company and to revoke the existing general mandates to repurchase shares.		
5.	To extend the general mandate to the directors to issue and allot the shares repurchased by the Company under the mandate referred to in Resolution numbered 3 and 4 above.		
Special Resolutions		For (note 4)	Against (note 4)
6.	To adopt the new articles of association in substitution for and to the exclusion of all existing articles of association of the Company, with effect from the date on which dealings in the Shares on the main board of the Stock Exchange first commence.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005 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, subject to the provisions of the articles of association of the Company on a poll, vote in his/her/its behalf. 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 authorised 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 authorised.
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 notarially 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.