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
Annual General Meeting (the "Meeting") – Friday, 21 May 2021

I/We *(note 1)* _____

of _____ being the registered holder(s)

of *(note 2)* shares _____ of HK$0.025 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 Kingdee Software Park, No. 2 Kejinan 12 Road, South District, High-Tech Industrial Park, Nanshan District, Shenzhen, Guangdong Province, the People's Republic of China at 9:30 a.m. on Friday, 21 May 2021 and at any adjournment thereof and to vote on my/our behalf, in respect of the resolutions set out in the notice of the Meeting as directed below:

	Ordinary Resolutions	**For** *(note 4)*	**Against** *(note 4)*
1.	To receive and adopt the audited consolidated accounts, the report of the directors of the Company (the "**Directors**") and the report of the auditors of the Company for the year ended 31 December 2020.		
2(A).	To re-elect Mr. Xu Shao Chun as an executive Director.		
2(B).	To re-elect Ms. Dong Ming Zhu as a non-executive Director.		
2(C).	To re-elect Mr. Mr. Zhou Bo Wen as a non-executive Director.		
2(D).	To re-elect Mr. Mr. Ni Zheng Dong as an independent non-executive Director.		
3.	To authorize the board of Directors (the "**Board**") to fix the remuneration of the Directors.		
4.	To consider and approve the re-appointment PricewaterhouseCoopers, the retiring auditors of the Company, as the auditors of the Company and to authorize the Board to fix their remuneration.		
5(A).	To grant a general mandate to the Directors to issue and allot additional Shares not exceeding 20% of the existing total number of issued Shares.		
5(B).	To grant a general mandate to the Directors to repurchase the Shares not exceeding 10% of the existing total number of issued Shares.		
5(C).	Conditional upon ordinary resolutions 5(A) and 5(B) being passed, to extend the general mandate to the Directors to issue and allot additional Shares by the number of Shares repurchased by the Company under the mandate referred to in ordinary resolution numbered 5(B) above.		

Dated this day of _____ 2021

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 shareholder of the Company. A shareholder is entitled to appoint a proxy/proxies to attend and, in the event of a poll, vote in his/her 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 INITIALLED 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/her discretion. Your proxy will also be entitled to vote at his/her 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 of the Company 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 Room 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the 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.

9. In order to determine the entitlements of shareholders to attend, participate and vote at the Meeting, the register of members of the Company will be closed from Monday, 17 May 2021 to Friday, 21 May 2021 (both days inclusive), during such period no transfer of Shares will be effected. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 14 May 2021.

10. If a Shareholders have any particular access request or special needs for participating in the above meeting, please contact the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited (telephone: +852 2862 8637).

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.