

Independence Requirements for Independent Non-Executive Directors

Kingdee International Software Group Company Limited (the "**Company**") sets forth the following independence requirements for its independent non-executive directors:

1. Independent non-executive directors must not hold more than 1% of the total issued share capital of the Company;
2. Independent non-executive directors must not receive any interest in any securities of the Company as a gift or by means of other financial assistance from a connected person or the Company itself;
3. Independent non-executive directors must not be a director, partner, or principal of a professional adviser which currently provides or has within the last twelve months provided services, nor an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
 - the Company, its holding company or any of their respective subsidiaries or connected persons; or
 - any person who was a controlling shareholder or, where there was no controlling shareholder, any person who was the chief executive or a director (other than an independent non-executive director), of the Company within the last twelve months, or any of their associates;
4. Independent non-executive directors must not have a material interest in any principal business activity of nor be involved in any material business dealings with the Company, its holding company, their respective subsidiaries, or any connected persons of the Company;
5. Independent non-executive directors must not be on the board specifically to protect the interests of an entity whose interests are not the same as those of the shareholders of the Company as a whole;
6. Independent non-executive directors must not have been, within the last two years, connected with a director, the chief executive, or a substantial shareholder of the Company;
7. Independent non-executive directors must not have been, at any time during the last two years, an executive or a director (other than an independent non-executive director) of the Company, its holding company, any of their respective subsidiaries, or any connected persons of the Company;
8. Independent non-executive directors must not be financially dependent on the Company, its holding company, any of their respective subsidiaries, or any connected persons of the Company.