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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)

Kingdee International Software Group Company Limited (“Company”)

**Terms of Reference and Modus Operandi
For
Remuneration Committee**

The board of directors of the Company (the **“Board”**) has established a committee known as the remuneration committee (the **“Committee”**), on 11 April, 2005. The terms of reference and modus operandi for the Committee are as follows.

Membership

1. The Committee shall consist of three directors; two of them should be independent non-executive directors. LR3.25
2. The members of the Committee shall be nominated by the chairman of the Board or a majority of independent non-executive directors or one-third of all directors, and should be elected by the Board.
3. The chairperson of the Committee shall be an independent non-executive director and should be elected with not less than two-thirds votes of members of the Committee. LR3.25
4. The secretary of the Committee (the **“Committee Secretary”**) shall be the Board secretary of the Company appointed by the chairperson of the Committee.

Frequency and Proceedings of Meetings

5. Meetings of the Committee shall be held at least once a year.
6. The quorum for a meeting of the Committee shall be two members of the Committee.
7. Resolutions of the Committee shall be passed with a majority of votes of members of the Committee.

Authority

8. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The relevant expenses should be borne by the Company.
9. The Committee may seek advice from the special personnel consulting institutes from time to time, to ensure that the Board remains informed of market trends and practices.
10. The Committee is to be provided with sufficient resources to discharge its duties.

App. 14, B.1.4

Duties

11. The Committee shall :

- (1) make recommendations to the Board on the Company's policy and structure of remuneration, long-term incentive and performance management of the directors and senior management, and on the establishment of a formal and transparent procedure for developing such policy and structure, and on the principles and criteria of remuneration , and on long-term incentive modes;
- (2) as authorized by the Board, draw up proposals for and make recommendations to the Board on the remuneration of directors, and salary of individual executive directors and senior management;
- (3) review and assess the annual performance of directors and senior management, and review and approve their remuneration, by reference to the corporate goals and objectives set up by the Board;
- (4) draw up and review proposals for remuneration and make recommendations to the Board on the adjustment of such remuneration from time to time, by reference to the Company's development strategies and goals approved by the Board and the operating strategies as adjusted by the Board from time to time;
- (5) consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;
- (6) review and approve compensation arrangements (if any) relating to any loss or termination of their office or appointment, or dismissal or removal for misconduct to executive directors and senior management to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (7) ensure that no director of the Company or any of his associates is involved in deciding his own remuneration, and that the remuneration of a non-executive director who is a member of the Committee shall be determined by the other members of the Committee.

App. 14, B.1.2(a)

App. 14, B. 1.2(b)&(d)

App. 14, B. 1.2(f)&(g)

App. 14, B .1.2(h)

Reporting Procedures

12. The Committee shall report to the Board on a regular basis. Before the next meeting of the Board following a meeting of the Committee, the Committee shall report in writing to the

board on its findings and recommendations.

13. The Committee shall ensure that the Company discloses any remuneration payable to members of senior management by band in the annual report.

App. 14, B.1.5

Other Procedures

14. The chairperson of the Committee, in consultation with the Committee Secretary, shall be primarily responsible for drawing up and approving the agenda of each Committee meeting. The chairperson of the Committee, with the assistance of the Board Secretariat, shall ensure that all members of the Committee shall have sufficient information in a timely manner. The Committee Secretary shall record minutes of all duly constituted meetings of the Committee, and shall circulate the draft of the minutes and reports of the Committee to all members of the Committee for comments and records within a reasonable time after each meeting. The final versions of the minutes of meetings shall be kept by the Committee Secretary.

Shenzhen, the PRC, 16 March 2012.