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Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Kingsoft Corporation Limited (the “**Company**”) will be held at Kingsoft Tower, No. 33 Xiaoying West Road, Haidian District, Beijing, the PRC on Monday, 26 December 2016 at 2:00 p.m. to consider and, if thought fit, passing the following ordinary resolutions of the Company. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 10 December 2016 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. **THAT** the Framework Agreement dated 6 December 2016 and entered into between the Company and Xiaomi and the Non-exempt Transactions contemplated thereunder (including the Proposed Annual Caps) be and are hereby approved and confirmed, and the Directors of the Company be and are hereby authorised, for and on behalf of the Company, to take all steps and do all acts and things as they consider to be necessary, appropriate or expedient in connection with and to implement or give effect to the Framework Agreement and the Non-exempt Transactions (including the Proposed Annual Caps), and to execute all such other documents, instruments and agreements (including the affixation of the Company’s common seal) deemed by them to be incidental to, ancillary to or in connection with the Framework Agreement and the Non-exempt Transactions (including the Proposed Annual Caps).
2. **THAT** the proposed amendments to the terms of the Season Share Option Scheme as set out in the revised Season Share Option Scheme, a copy of which is tabled at the meeting and marked “**B**” and initiated by the chairman of the meeting for identification purpose, be and are hereby approved and confirmed; any Director of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts or things and to execute and enter into all documents and arrangements as may be necessary or expedient for the purpose of, or in connection with, the implementation of the amendments to the Season Share Option Scheme.

3. **THAT** the proposed amendments to the terms of the Kingsoft Cloud Share Option Scheme as set out in the revised Kingsoft Cloud Share Option Scheme, a copy of which is tabled at the meeting and marked “C” and initiated by the chairman of the meeting for identification purpose, be and are hereby approved and confirmed; any Director of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to do all such acts or things and to execute and enter into all documents and arrangements as may be necessary or expedient for the purpose of, or in connection with, the implementation of the amendments to the Kingsoft Cloud Share Option Scheme.

By Order of the Board
Kingsoft Corporation Limited
Jun LEI
Chairman of the Board

Hong Kong, 10 December 2016

Principal place of business in Hong Kong:

Unit 1309A
13/F Cable TV Tower
No. 9 Hoi Shing Road
Tsuen Wan, N.T.
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company but must attend the meeting in person to represent you. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the 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 at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
3. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this announcement, the executive Directors are Messrs. Tao ZOU and Yuk Keung NG; the non-executive Directors are Messrs. Jun LEI, Pak Kwan KAU and Chi Ping LAU; the independent non-executive Directors are Messrs. Shun Tak WONG, David Yuen Kwan TANG, and Ms. Wenjie WU.