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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. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Friday, 26 December 2014 at 1:30 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 5 December 2014 (the “**Circular**”):

### **AS ORDINARY RESOLUTIONS:**

1. **THAT** the Framework Agreement dated 1 December 2014 and entered into between the Company and Xiaomi and the provision of the Comprehensive Services (mainly including the cloud services and promotion services) 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 provision of the Comprehensive Services (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 provision of the Comprehensive Services (including the Proposed Annual Caps)
2. **THAT** the Loan Agreement dated 1 December 2014 and entered into among the Company, Xiaomi and Kingsoft Cloud and the transactions contemplated thereunder (including the grant of Loan Facility, the grant of Xiaomi Option and other related transactions) 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 Loan Agreement and the transactions contemplated thereunder (including the grant of Loan Facility, the grant of Xiaomi Option and other related transactions), 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 Loan Agreement and the transactions contemplated thereunder (including the grant of Loan Facility, the grant of Xiaomi Option and other related transactions)

*Details related to the above resolutions are set out in the Circular.*

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

Hong Kong, 5 December 2014

*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. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
2. 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 need not be a member of the Company but must attend the meeting in person to represent you.
3. 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).
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting or any adjourned meeting thereof (as the case may be) should they so wish and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint holders of any share(s), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share(s) as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The votes of members at the above meeting to approve the ordinary resolutions will be taken on a poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the executive Directors are Messrs. HongJiang ZHANG, Yuk Keung NG and Tao ZOU; 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.*