



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 26 DECEMBER 2016

I/We ^(Note 1) _____
of _____
being registered holder(s) of ^(Note 2) _____ shares
of US\$0.0005 each in the capital of Kingsoft Corporation Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____
or failing him, the Chairman of the EGM, as my/our proxy to attend, act and vote for me/us and at the Extraordinary General Meeting of the Company to be held on Monday, 26 December 2016 at 2:00 p.m. (the “EGM”) (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of EGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
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 are 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 are 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.		

Dated: this _____ day of _____ 2016 Signature(s) ^(Note 5): _____

Notes:

Important: You should read the circular of the Company dated 10 December 2016 before appointing a proxy.

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 of the Company registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
- In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of the joint holders are present at the meeting, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- In order to be valid, this 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 EGM or the adjourned meeting (as the case may be).
- A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the Form of Proxy will not preclude you from attending and voting at the EGM if you so wish.
- Voting for the ordinary resolutions set out in the notice will be taken by poll.