

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 Tuesday, 27 February 2018 at 2:00 p.m. to consider and, if thought fit, passing the following ordinary resolution 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 6 February 2018:

ORDINARY RESOLUTION

“THAT

- (i) the share purchase agreement dated 28 December 2017 entered into by the Company, Precious Steed Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and Precious Steed Limited agreed to subscribe for 58,922,728 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$50 million, respectively, a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;
- (ii) the share purchase agreement dated 28 December 2017 entered into by the Company, Shunwei Growth III Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and Shunwei Growth III Limited agreed to subscribe for 11,784,546 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$10 million, respectively, a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;

- (iii) the share purchase agreement dated 28 December 2017 entered into by the Company, LIYUE JINSHI INVESTMENT L.P., Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and LIYUE JINSHI INVESTMENT L.P. agreed to subscribe for 58,922,728 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$50 million, respectively, a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;
- (iv) the share purchase agreement dated 29 January 2018 entered into by the Company, FutureX Capital Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and FutureX Capital Limited agreed to subscribe for 114,971,205 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$100 million, respectively, a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed; and
- (v) any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above share purchase agreements and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

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

Hong Kong, 6 February 2018

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 notice, 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.