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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Kingsoft Corporation Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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 **KINGSOFT[®]**
Kingsoft Corporation Limited
金山軟件有限公司
(Continued into the Cayman Islands with limited liability)
(Stock Code:3888)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Kingsoft Corporation Limited to be held at Kingsoft Tower, No. 33 Qing He Xiao Ying West Road, Haidian District, Beijing, PRC, 100085 on Friday, 28 May 2010 at 10:00 a.m. is set out on pages 13 to 16 of this circular. A proxy form for your use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so desire.

Hong Kong, 22 April 2010

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Kingsoft Tower, No 33 Qing He Xiao Ying West Road, Haidian District, Beijing, PRC, 100085 on Friday, 28 May 2010 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	Kingsoft Corporation Limited, an excepted limited liability company incorporated in the British Virgin Islands on 20 March 1998 and discontinued in the British Virgin Islands and continued into the Cayman Islands on 15 November 2005, with its Shares listed on the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its directly or indirectly owned subsidiaries or, where the context so requires in respect of period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company and the businesses carried on by such subsidiaries or (as the case may be) their predecessors since 1988
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	15 April 2010 being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no.6 of the notice of the Annual General Meeting
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase during the period as set out in the Repurchase Resolution, Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“RMB”	Renminbi, the lawfully currency of the PRC
“Share(s)”	share(s) of US\$0.0005 each in the share capital of the Company

DEFINITIONS

“Shareholder(s)”	registered holder(s) of Shares
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in resolution no. 5 up to a maximum of 20 percent. of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States
“%”	percent



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code:3888)

Executive Directors:

Mr. Pak Kwan KAU (*Chairman and Chief Executive Officer*)

Mr. Dong Hui WANG

Mr. Tao ZOU

Non-executive Directors:

Mr. Jun LEI (*Vice Chairman*)

Mr. Shuen Lung CHEUNG

Independent Non-executive Directors:

Mr. Shun Tak WONG

Mr. Guangming George LU

Mr. Mingming HUANG

Registered Office:

Clifton House

75 Fort Street

P.O. Box 1350 GT

George Town

Grand Cayman

*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

Hong Kong, 22 April 2010

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

On 25 May 2009, the Shareholders passed the ordinary resolutions to give the general mandates to the Directors to exercise the powers of the Company to issue Shares and to repurchase Shares. These general mandates will lapse at the conclusion of the Annual General Meeting. The Directors therefore propose to seek your approval of the grant of the Share Issue Mandate and the Repurchase Mandate, in accordance with the Listing Rules, to be proposed at the Annual General Meeting.

The purpose of this circular is to provide you with information regarding the proposed Share Issue Mandate, Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of certain Directors.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES

On 25 May 2009, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,109,194,733 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 221,838,946 Shares representing not more than 20% of the issued share capital of the Company as at the date of the Latest Practicable date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions nos. 5 and 7 respectively of the notice of Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 25 May 2009, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,109,194,733 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 110,919,473 Shares.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

RE-ELECTION OF THE RETIRING DIRECTORS

The board of directors currently comprises eight Directors, of which three are Executive Directors, namely Messrs. Pak Kwan KAU, Dong Hui WANG and Tao ZOU; and two are Non-executive Directors, namely Messrs. Jun LEI and Shuen Lung CHEUNG; and three are Independent Non-Executive Directors, namely Messrs. Shun Tak WONG, Guangming George LU and Mingming HUANG.

Pursuant to Article 108(a) of the Articles of Association of the Company, Mr. Pak Kwan KAU and Mr. Jun LEI will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

In addition, pursuant to Article 112 of the Articles of Association of the Company, Mr. Tao ZOU and Mr. Shuen Lung CHEUNG will retire at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the Directors proposed to be re-elected in the Annual General Meeting are set out in Appendix II to this circular.

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve the Share Issue Mandate, the Repurchase Mandate, and the extension of the Share Issue Mandate and the re-election of directors. The notice of Annual General Meeting is set out on pages 13 to 16 of this circular.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting if you so desire.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors believe that the granting of the Share Issue Mandate, the Repurchase Mandate and the extension of the Share Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting to give effect to them.

Yours faithfully
By Order of the Board
Pak Kwan KAU
Chairman

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,109,194,733 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 110,919,473 Shares representing not more than 10% of the issued share capital of the Company as at the date of the Latest Practicable date.

2. REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association and Articles of Association, the Companies Law of the Cayman Islands and any other applicable law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2009 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARES PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of April 2010 up to the Latest Practicable Date were as follows:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
April	3.95	3.08
May	5.97	3.60
June	5.89	4.92
July	8.08	5.39
August	9.47	7.66
September	9.18	7.04
October	8.31	6.77
November	7.78	5.65
December	6.71	5.18
2010		
January	7.38	5.80
February	6.68	5.82
March	6.72	5.97
April (up to the Latest Practicable Date)	6.74	6.07

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Pak Kwan KAU, the Chairman of the Company, together with Topclick Holdings Limited, a company which is beneficially owned by Mr. Pak Kwan KAU, were beneficially interested in an aggregate of 219,489,800 Shares, representing approximately 19.79% of the issued share capital of the Company and Mr. Jun LEI, a director of the Company, together with Color Link Management Limited, a company which is beneficially owned by Mr. Jun LEI, were beneficially interested in an aggregate of 117,230,280 Shares, representing approximately 10.57% of the issued share capital of the Company. Based on such shareholdings and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholdings in the Company of Mr. Pak Kwan KAU together with Topclick Holdings Limited and the shareholdings in the Company of Mr. Jun LEI together with Color Link Management Limited would be increased to approximately 21.99% and 11.74% of the issued share capital of the Company respectively.

If Mr. Pak Kwan KAU and Mr. Jun LEI are acting in concert with one another, any increase of their aggregate interests in Shares by more than 2% in any twelve months period would oblige them to make a mandatory offer under the Takeovers Code. If Mr. Pak Kwan KAU and Mr. Jun LEI are not acting in concert with one another, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code. The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:

Pak Kwan KAU, aged 45, is an executive Director and the chairman of the Board of our company. Mr. Kau has been employed by us since 1988. He graduated from National Defense University of Science and Technology in China in 1984 with a bachelor degree in Information Management Systems. Between 1984 and 1987, Mr. Kau worked at various Chinese companies as a software developer.

Mr. Kau started Kingsoft Software in 1988, and he was primarily responsible for the development of WPS 1.0 in 1988. Mr. Kau was named as one of the Top Ten Business Persons of the Year in 2000, one of the China Top Financial Figures of the Year in 2001 by CCTV, one of the ten most influential leaders in China's games industry at the inaugural China Game Industry Annual Conference in January 2005, and one of the most Outstanding Entrepreneurs at 2009 China Game Industry Annual Conference held in December 2009. Mr. Kau has never held directorship in any listed public companies. Mr. Kau was appointed as acting Chief Executive Officer of the company in December, 2007. And he was appointed as Chief Executive Officer of the Company in May, 2008.

Mr. Kau is also a director of Chengdu Kingsoft Interactive Entertainment Co., Ltd., Zhuhai Kingsoft Software Co., Ltd., Zhuhai Xishanju Software Co., Ltd., Zhuhai Juntian Electronic Technology Co., Ltd., Zhuhai Kingsoft Digital Technology Co., Ltd., Dalian Kingsoft Interactive Entertainment Co., Ltd., Kingsoft Application Software Holdings Limited, Kingsoft Internet Security Software Holdings Limited, Kingsoft Entertainment Software Holdings Limited, Kingsoft Application Software Corporation Limited, Kingsoft Internet Security Software Corporation Limited, Kingsoft Entertainment Software Corporation Limited and KINGSOFT (M) SDN. BHD..

Mr. KAU has entered into a service contract as an executive director with the Company for a term of 3 years from 9 October 2007. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The amount of directors' emoluments to be received by Mr. KAU will be determined by board of directors of the Company based on the recommendations of the remuneration committee and nomination committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions. Under the service contract, Mr. KAU received director's emoluments of RMB1.85 million inclusive of salaries, allowances and benefits in kind in 2009. He received RMB1.5 million as bonus in 2009.

Mr. KAU is beneficially interested in 219,489,800 Shares of the Company through Topclick Holdings Limited which is beneficially owned by Mr. KAU, and has personal interest in 1,500,000 awarded shares of the Company granted under the Company's share awarded scheme within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. KAU has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. KAU has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

Jun LEI, aged 40, is a non-executive Director, vice chairman of the Board, and co-founder of our company. Mr. Lei has been employed by us since 1992 and has played a key role in developing the operation of our Group and expanding our business operations. He has been our chief executive officer since 1998, and under his leadership, we further expanded application software businesses into utilities software, Internet security software and online games. He also played a major role in transforming our Group from a traditional software company into an ondemand software company which extensively utilises the Internet. In December, 2007, Mr. Lei relinquished his position as chief executive officer, chief technology officer and president of the Company. In August 2008, Mr. Lei was re-designated from an executive director to a non-executive director. Mr. Lei is also a director of Beijing Kingsoft Qijian Digital Technology Co., Ltd., Beijing Kingsoft Software Co., Ltd., Beijing Kingsoft Digital Entertainment Co., Ltd., Chengdu Kingsoft Digital Entertainment Co., Ltd. and Beijing Kingsoft Internet Security Software Co., Ltd..

Mr. Lei graduated from Wuhan University in 1991 with a bachelor degree in Computer Science. He has been a member of the board of Wuhan University since 2003. He was co-founder of Joyo.com, which was founded in April 2000 and sold to Amazon.com in 2004. Mr. Lei has held directorship in 2020 CHINACAP ACQUIRCO, INC. — an AMEX listed company from January, 2007 to October, 2009. 2020 CHINACAP ACQUIRCO, INC. is listed on AMEX since November 8, 2007. Mr. Lei also holds directorship at Duowan Entertainment Corp. and UC Mobile Group Limited and both companies are not public companies. Mr. Lei was named as one of the Beijing Top Ten Young Entrepreneurs in 2002, as one of the ten most influential leaders in China's games industry at the inaugural China Game Industry Annual Conference in January 2008.

Mr. LEI has entered into a service contract as a non-executive director with the Company for a term of 3 years from 28th August 2008. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. The amount of directors' emoluments to be received by Mr. LEI will be determined by the board of directors of the Company based on the recommendations of the remuneration committee and nomination committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions. Under the service contract, Mr. LEI received director's emoluments of RMB0.197 million inclusive of basic salary, allowances and benefits in kind in 2009.

Mr. LEI is beneficially interested in 117,230,280 Shares of the company through Color Link Management Limited which is beneficially owned by Mr. LEI, and has personal interest in options to subscribe for 27,763,300 shares of the Company granted under the Company's share option scheme within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. LEI has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. LEI has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

Tao ZOU, aged 34, is currently a senior vice president responsible for the overall operations of our entertainment software business, including the research and development of our online games. Mr. Zou graduated from Tianjin Nankai University in 1997. Mr. Zou joined us in 1998 and was responsible for the development of our PowerWord product. Mr. Zou has been responsible for our entertainment software business since 2004. Mr. Zou became a senior vice president of the Company in December, 2007 and has been an executive director of our company since August, 2009.

Mr. Zou is also a director of Zhuhai Xishanju Software Co., Ltd. and Dalian Kingsoft Interactive Entertainment Co., Ltd.

Mr. ZOU has entered into a service contract as an executive director with the Company for a term of 3 years from 25 August 2009. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. The amount of directors' emoluments to be received by Mr. ZOU will be determined by the board of directors of the Company based on the recommendations of the remuneration committee and nomination committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions. Under the service contract, Mr. ZOU received director's emoluments of RMB0.846 million inclusive of basic salary, allowances and benefits in kind in 2009. He received RMB0.254 million as bonus in 2009.

Mr. ZOU has personal interest in 750,600 shares of the Company, options to subscribe for 1,959,000 shares of the Company granted under the Company's share option scheme and 402,000 awarded shares of the Company granted under the Company's share awarded scheme within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571) of the Laws of Hong Kong (the "SFO").

Save as disclosed above, (i) Mr. ZOU has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. ZOU has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

Shuen Lung CHEUNG, aged 53, is one of the founders of the business of the Company and its subsidiaries. He is a director of Highland Crest Limited and Super Faith International Limited, substantial shareholders of the Company, and controlling shareholder of Highland Crest Limited. He is also a member of the audit committee and the nomination committee and the chairman of the remuneration committee of the Company. He is also an executive director of Peking University Founder Group Company Limited ("Peking Founder") and is one of the founders of Peking Founder. He is the executive chairman of PUC Founder (MSC) Berhad, a company listed on ACE Market of Bursa Malaysia Securities Berhad and was an executive director and the Chairman of Founder Holdings Limited, a company listed on The Stock Exchange of Hong Kong Limited, before 23 April 2007. He is a research fellow of the Enterprise Research Institute at Peking University and is a MBA alumni trainer of Peking University Guanghua School of Management. Mr. CHEUNG is famed for his prestige and has extensive experience in the China's information technology industry. Mr. Cheung has become a non-executive Director of our company since March 25, 2010.

Mr. CHEUNG Shuen Lung has entered into a service contract as a non-executive director with the Company for a term of 3 years from 25 March 2010. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. The amount of directors' emoluments to be received by Mr. CHEUNG will be determined by the board of directors of the Company based on the recommendations of the remuneration committee and nomination committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions. Under the service contract, Mr. CHEUNG will receive director's emoluments of USD30,000 per annum.

Mr. CHEUNG is beneficially interested in 101,631,386 shares of the Company, through Super Faith International Limited, which is 33.3% owned by Highland Crest Limited, a company owned by Mr. CHEUNG and his spouse, and has personal interest in options to subscribe for 1,000,000 shares of the Company granted under the Company's share option scheme within the meaning of Part XV of the SFO.

Save as disclosed above, (i) Mr. CHEUNG has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. CHEUNG has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.



Kingsoft Corporation Limited

金山软件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code:3888)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingsoft Corporation Limited (“the Company”) will be held at Kingsoft Tower, No. 33 Qing He Xiao Ying West Road, Haidian District, Beijing, PRC, 100085 on Friday, 28 May 2010 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditors’ report for the year ended 31 December 2009;
2. To declare a final dividend;
3. To re-elect Directors and authorize the Board of Directors to fix the Directors’ remuneration;
4. To re-appoint Auditors and to authorize the Board of Directors to fix the auditors’ remuneration;
5. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0005 each in the capital of the Company (“Shares”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the

NOTICE OF ANNUAL GENERAL MEETING

exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Ordinary Resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to Ordinary Resolution numbered 5 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution numbered 6, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the said Resolution.”

By Order of the Board
Kingsoft Corporation Limited
Michelle Feng Harnett
Secretary

Hong Kong, 22 April 2010

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the meeting 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.
- (b) 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).
- (c) The register of members will be closed from Monday, 24 May 2010, to Friday, 28 May 2010, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, and to determine the identity of the shareholders entitled to attend and vote at the meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 20 May 2010.
- (d) An explanatory statement containing further details regarding Resolutions numbered 5 to 7 above will be sent to shareholders.
- (e) With regard to item no.3 in this notice, details of the retiring Directors, namely Messrs. Pak Kwan KAU, Jun LEI, Tao ZOU and Shuen Lung CHEUNG proposed be re-elected as Directors of the Company are set out in the Appendix II to the circular to shareholders of the Company dated 22 April 2010.
- (f) Voting for the ordinary resolutions set out in the notice will be taken by poll.

As at the date of this notice, the Executive Directors are Messrs. Pak Kwan KAU, Donghui WANG and Tao ZOU; the Non-executive Directors are Messrs. Jun LEI and Shuen Lung CHEUNG; the Independent Non-Executive Directors are Messrs. Shun Tak WONG, Guangming George LU and Mingming HUANG.