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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 of Kingsoft Corporation Limited (the “**Company**”) will be held at 14F, Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, PRC on Friday, 9 December 2011 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions, as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**, subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of and permission to deal in, the ordinary shares of US\$0.0005 each in the capital of the Company (or of such other nominal amount as may result from a sub-division, consolidation or reduction of the share capital of the Company from time to time) (the “**Shares**”) or any part thereof to be issued pursuant to the exercise of any options that may be granted under the share option scheme of the Company (the “**2011 Share Option Scheme**”), the terms of which are contained in the document marked “A” produced to the meeting and for the purpose of identification signed by the Chairman of the meeting, the 2011 Share Option Scheme be and is hereby approved and adopted as the new share option scheme of the Company and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2011 Share Option Scheme, notwithstanding that they or any of them may be interested in the same, including without limitation to:
 - (a) administer the 2011 Share Option Scheme under which options will be granted to participants eligible under the 2011 Share Option Scheme to subscribe for Shares;
 - (b) modify and/or amend the 2011 Share Option Scheme from time to time provided that such modification and/or amendment is/are effected in accordance with the provisions of the 2011 Share Option Scheme relating to modification and/or amendment and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange;
 - (c) issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under

the 2011 Share Option Scheme provided that the total number of Shares which may be issued upon exercise of all options to be granted under the 2011 Share Option Scheme and any other share option schemes of the Company shall not exceed ten (10) percent of the relevant class of the issued share capital of the Company as at the date of passing this resolution (the “**Scheme Mandate Limit**”), with the acknowledgement that the Company may seek an approval from its shareholders in general meeting to refresh the Scheme Mandate Limit from time to time but provided always that the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the 2011 Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed thirty (30) percent of the issued share capital of the Company from time to time; and

- (d) make application at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may be listed at the relevant time for the listing of, and permission to deal in, any Shares or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of options granted under the 2011 Share Option Scheme.”
2. “**THAT** the re-election of Mr. Chi Ping LAU as a non-executive director of the Company and the authorization of the board of directors of the Company to fix his remuneration, be and are hereby approved.”
 3. “**THAT** the re-election of Mr. Chuan WANG as an independent non-executive director of the Company and the authorization of the board of directors of the Company to fix his remuneration, be and are hereby approved.”
 4. “**THAT** the re-election of Mr. Tat Joel, CHANG as an independent non-executive director of the Company and the authorization of the board of directors of the Company to fix his remuneration, be and are hereby approved.”

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

Hong Kong, 22 November 2011

- 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. 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.
 - (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 Wednesday, 7 December 2011, to Friday, 9 December 2011, both days inclusive, during which period no transfer of shares will be registered. In order 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 Tuesday, 6 December 2011.
- (d) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the extraordinary general meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (e) Where there are joint holders of any share of the Company, any one of such holders may vote at the extraordinary general meeting, 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 extraordinary general meeting 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.
- (f) Further details regarding Resolution numbered 1 are set out in the Appendix 2 to the circular to shareholders of the Company dated 22 November 2011.
- (g) Details of the retiring Directors, namely Messrs. Chi Ping LAU, Chuan WANG and Tat Joel, CHANG regarding Resolutions numbered 2 to 4 are set out in the Appendix 3 to the circular to shareholders of the Company dated 22 November 2011.
- (h) Voting for the ordinary resolutions set out in the notice will be taking by poll.

As at the date of this notice, the Executive Director is Mr. Tao ZOU; the Non-executive Directors are Messrs. Jun LEI, Pak Kwan KAU and Chi Ping LAU; the Independent Non-Executive Directors are Messrs. Tat Joel, CHANG, Guangming George LU, and Chuan WANG.