
**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND
REQUIRES YOUR IMMEDIATE ATTENTION**

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

If you have sold or transferred all your shares in Kingsoft Corporation Limited (“the Company”), you should at once hand this supplemental circular, together with the enclosed Second Proxy Form, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, 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 supplemental circular.

 **KINGSOFT**[®]
Kingsoft Corporation Limited
金山軟件有限公司
(Continued into the Cayman Islands with limited liability)
(Stock Code: 03888)

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS
RELATING TO ELECTION OF DIRECTORS
AND
REVISED NOTICE OF THE ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular (“the Circular”) issued by the Company to the shareholders dated 19th April 2013 and the notice convening an annual general meeting (“AGM”) of the Company to be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, PRC on Thursday, 23 May 2013 at 2:00 p.m. A second form of proxy (“Second Proxy Form”) is also enclosed with this supplemental circular for use at the AGM.

Whether or not you are able to attend the AGM, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so desire.

PRC, 7 May 2013



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

Directors:

Executive Directors

HongJiang ZHANG

Yuk Keung NG

Tao ZOU

Non-executive Directors

Jun LEI (*Chairman*)

Pak Kwan KAU

Chi Ping LAU

Independent Non-Executive Directors

Guangming George LU

David Yuen Kwan TANG

Wenjie WU

Registered Office

Clifton House

75 Fort Street

P.O. Box 1350 GT

George Town

Grand Cayman KY1-1108

Cayman Islands

Principle Place of Business

in Hong Kong

Unit 1309A, 13/F,

Cable TV Tower,

No. 9 Hoi Shing Road

Tsuen Wan, N.T.

Hong Kong

PRC, 7 May 2013

To: the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS
RELATING TO ELECTION OF DIRECTORS
AND
REVISED NOTICE OF THE ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, among other matters, information of the re-election of Directors at the AGM. Unless otherwise stated, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The Company announced on 6 May 2013 that Mr. Tang, David Yuen Kwan (“Mr. Tang”) has been appointed as an independent non-executive Director. Pursuant to Article 112 of the Articles of Association of the Company, Mr. Tang will retire at the AGM and, being eligible, offer himself for re-election.

The purpose of this supplemental circular is to provide you with further information relating to the re-election of Directors, and to give you the revised notice of the AGM and the Second Proxy Form.

LETTER FROM THE CHAIRMAN

PROPOSED RE-ELECTION OF DIRECTORS

The Board has appointed Mr. Tang as an independent non-executive Director which took effect on 6 May 2013, details of which were contained in the announcement of the Company dated 6 May 2013.

According to Article 112 of the Articles of Association, any Director appointed during the year, will retire at the AGM and being eligible offer themselves for re-election. Being eligible, Mr. Tang would offer himself for re-election as an independent non-executive Director.

Mr. Tang aged 58, holds a Master degree in Business Administration at the California State University, Fullerton and a Bachelor's degree in Computer Science and Engineering at the California State University, Long Beach.

Mr. Tang has over 25 years of experience in the IT industry in the global market and in the China market in the areas of sales, marketing, business development, research and development and manufacturing. Mr. Tang is a well-known business leader in China and has held various positions such as the Vice President of the European Union Chamber of Commerce in China, the Vice Chairman of the China Association of Enterprises with Foreign Investment and the Vice President of the Beijing Chamber of International Commerce. Over the years, Mr. Tang has been widely recognized in the industry and was awarded the title of "Best Professional Manager of the Decade ("十年最佳職業經理人")" by China's CEO & CIO magazine. Mr. Tang has been responsible for the management of businesses up to an annual sales turnover of USD7 billion. Mr. Tang also has worked as a consultant at UCWeb and Ganji

Mr. Tang is currently the partner and the managing director of Nokia Growth Partner ("NGP") which is a venture capital firm and he has been responsible for investment in businesses in China. Prior to joining NGP, Mr. Tang was appointed as the Corporate Senior Vice President and the President of Greater China of AMD (Greater China is the largest region of AMD with sales, marketing, research and development and manufacturing operations). During 2004 to 2010, Mr. Tang held a number of position in Nokia, including the Vice Chairman and the Vice President of Sales in Greater China. Mr. Tang was also appointed as the Chairman of Nokia Telecommunications Limited (諾基亞通信有限公司) which is a joint venture established by Nokia in China. In addition, Mr. Tang held senior positions at Apple, Inc, 3Com, DEC and AST.

Pursuant to his letter of appointment with the Company, Mr. Tang is appointed for a term of three years with effect from 6 May 2013 subject to rotation, retirement and re-election at the annual general meetings of the Company pursuant to the articles of association of the Company. He is entitled to an annual director's fee of USD30,000, which is determined on the basis of the recommendation of the Remuneration Committee of the Company and with reference to his duties and responsibilities, and the prevailing market conditions.

Mr. Tang confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

LETTER FROM THE CHAIRMAN

Save as disclosed above, as at the date of this supplemental circular, Mr. Tang (i) 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. Tang 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 an independent non-executive Director of the Company.

REVISED NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since both the notice of the AGM and form of proxy (“**First Proxy Form**”) sent together with the Circular do not contain the proposed resolutions for the re-election of Mr. Tang as an independent non-executive Director, the revised notice of the AGM has been set out on pages 5 to 8 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s branch share 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 and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Completion and return of the First Proxy Form and/or Second Proxy Form will not preclude you from attending and voting in person at the AGM or adjournment thereof in person if you so wish.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Tang as an independent non-executive Director as set out in this supplemental circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

LETTER FROM THE CHAIRMAN

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

Yours faithfully
By order of the Board
Kingsoft Corporation Limited
Jun LEI
Chairman



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

REVISED NOTICE OF THE ANNUAL GENERAL MEETING

REVISED NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingsoft Corporation Limited (the “**Company**”) will be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, PRC on Thursday, 23 May 2013 at 2:00 p.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 2012;
2. To declare a final dividend;
3.
 - (1) To re-elect Mr. Yuk Keung NG as an executive director
 - (2) To re-elect Mr. Chi Ping LAU as a non-executive director
 - (3) To re-elect Mr. David Yuen Kwan TANG as an independent non-executive director
 - (4) To re-elect Mr. Guangming George LU as an independent non-executive director
 - (5) To re-elect Ms. Wenjie WU as an independent non-executive director
 - (6) To authorise the board of directors to fix the directors’ remuneration
4. To re-appoint Ernst & Young as auditor and to authorize the board of directors to fix the auditors’ remuneration; and
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;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (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 (as hereinafter defined); 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 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; and
- (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;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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
Jun LEI
Chairman

The PRC, 7 May 2013

Notes:

- (a) A member entitled to attend and vote at the AGM 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).

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (c) The register of members will be closed from Friday, 17 May 2013, to Thursday, 23 May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the AGM, 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, 16 May 2013.
- (d) The register of members will be closed from Wednesday, 29 May 2013, to Monday, 3 June 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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, 28 May 2013.
- (e) An explanatory statement containing further details regarding Resolutions numbered 5 to 7 above will be sent to shareholders.
- (f) With regard to item no.3 in this notice, details of the retiring Directors, namely Messrs. Yuk Keung NG, Chi Ping LAU, David Yuen Kwan TANG, Guangming George LU, and Ms. Wenjie WU 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 19 April 2013 and this supplemental circular.
- (g) Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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.
- (h) A Shareholder who has not yet lodged the First Proxy Form with the Company's branch share registrar is requested to lodge the Second Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's branch share registrar should note that:

- (i) if no Second Proxy Form is lodged with the Company's branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder will be entitled to vote at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions for the re-election of Mr. David Yuen Kwan TANG as an independent non-executive Director set out in this supplemental circular;
- (ii) if the Second Proxy Form is lodged with the Company's branch share registrar 48 hours prior to the time appointed for holding the AGM (the "**Closing Time**"), the Second Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company's branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll taken on a proposed resolution. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and not to lodge the Second Proxy Form after the Closing Time. If such Shareholders wish to vote at the AGM, they will have to attend in person and vote at the AGM themselves.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.

As at the date of this notice, 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. Guangming George LU, David Yuen Kwan TANG, and Ms. Wenjie WU.