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

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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 Corporation Limited**

**金山軟件有限公司**

*(Continued into the Cayman Islands with limited liability)*

**(Stock Code: 03888)**

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Kingsoft Corporation Limited to be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Friday, 20 May 2016 at 1:30 p.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 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.

The PRC, 15 April 2016

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## DEFINITIONS

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*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. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Friday, 20 May 2016 at 1:30 p.m.   |
| “Articles of Association” | the articles of association of the Company as amended, supplemented or modified from time to time   |
| “Board”                   | the board of Directors  |
| “Company”                 | Kingsoft Corporation Limited, an exempted 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                        |
| “Director(s)”             | the director(s) of the Company  |
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of The People’s Republic of China   |
| “Latest Practicable Date” | 6 April 2016, 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, which, for the purpose of this circular only, does not include Hong Kong, the Macau Special Administrative Region and Taiwan  |
| “Repurchase Mandate”      | a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase, during the period as set out in the Repurchase Resolution, the Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution |
| “Repurchase Resolution”   | the proposed ordinary resolution as referred to in resolution No. 5 of the notice of the Annual General Meeting   |
| “RMB”                     | Renminbi, the lawfully currency of the PRC  |

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## DEFINITIONS

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|                       |   |
|-----------------------|---|
| “SFO”                 | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time   |
| “Share(s)”            | share(s) of US\$0.0005 each in the share capital of the Company   |
| “Share Issue Mandate” | a general mandate proposed to be granted to the Directors to exercise the powers 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. 4 up to a maximum of 20 % of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate |
| “Shareholder(s)”      | the holder(s) of Shares   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited   |
| “subsidiary”          | has the same meaning as ascribed to it under the Listing Rules  |
| “Takeovers Code”      | the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong   |
| “US\$”                | United States dollars, the lawful currency of the United States of America  |
| “%”                   | percent   |

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LETTER FROM THE CHAIRMAN

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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)**

*Executive Directors:*

Dr. HongJiang ZHANG

Mr. Yuk Keung NG

Mr. Tao ZOU

*Non-executive Directors:*

Mr. Jun LEI (*Chairman*)

Mr. Pak Kwan KAU

Mr. Chi Ping LAU

*Independent Non-executive Directors:*

Mr. Shun Tak WONG

Mr. David Yuen Kwan TANG

Ms. Wenjie WU

*Registered Office:*

Clifton House

75 Fort Street

P.O. Box 1350 GT

George Town

Grand Cayman KY1-1108

Cayman Islands

*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

The PRC, 15 April 2016

*To the Shareholders,*

Dear Sir or Madam,

**(1) PROPOSED GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to, among other things, (i) the proposed Share Issue Mandate and the extension of the Share Issue Mandate; (ii) the proposed Repurchase Mandate; and (iii) the proposed re-election of retiring Directors.

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## LETTER FROM THE CHAIRMAN

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### PROPOSED GENERAL MANDATE TO ISSUE SHARES

On 20 May 2015, 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.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares, approval is being sought from the Shareholders at the Annual General Meeting to grant the Share Issue Mandate to the Directors to allot or issue new Shares equal in aggregate up to 20% of the issued share capital of the Company at the date of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,302,534,287 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and assuming that there is no change in the issued share capital for the period from the Latest Practicable Date to the date of approving the Share Issue Mandate, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 260,506,857 Shares, representing not more than 20% of the issued share capital of the Company as at 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 No. 4 and No. 6, respectively, of the notice of Annual General Meeting.

### PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

On 20 May 2015, 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.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any Shares, approval is being sought from the Shareholders at the Annual General Meeting to grant the Repurchase Mandate to the Directors to repurchase the Shares equal in aggregate up to 10% of the issued share capital of the Company at the date of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,302,534,287 Shares. Assuming that there is no change in the issued share capital for the period from the Latest Practicable Date to the date of passing of 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 130,253,428 Shares, representing not more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

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

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## LETTER FROM THE CHAIRMAN

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### PROPOSED RE-ELECTION OF RETIRING DIRECTORS

The Board currently comprises nine Directors, of which three are executive Directors, namely Messrs. HongJiang ZHANG, Yuk Keung NG and Tao ZOU; and three are non-executive Directors, namely Messrs. Jun LEI, Pak Kwan KAU and Chi Ping LAU; and three are independent non-executive Directors, namely Messrs. Shun Tak WONG and David Yuen Kwan TANG and Ms. Wenjie WU.

Pursuant to Article 108(a) of the Articles of Association, Messrs. Yuk Keung NG, Tao ZOU and Chi Ping LAU, who are Directors longest in office since their last re-election, will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

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

### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Friday, 20 May 2016 at 1:30 p.m. 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 in person 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, any vote of Shareholders at a general meeting must 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(4) of the Listing Rules.

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## LETTER FROM THE CHAIRMAN

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### RECOMMENDATION

The Directors believe that the resolutions set out in the notice of the Annual General Meeting 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.

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



*This explanatory statement contains all the information required to be given to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:*

## **1. SHARE CAPITAL**

The Company proposed to seek an approval from the Shareholders at the Annual General Meeting to grant the Repurchase Mandate to the Directors to repurchase the Shares equal in aggregate up to 10% of the issued share capital of the Company at the date of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,302,534,287 Shares.

Subject to the passing of the Repurchase Resolution and assuming that there is no change in the issued share capital for the period from the Latest Practicable Date to the date of passing the Repurchase Resolution, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 130,253,428 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 REPURCHASE**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow 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 laws.

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 2015 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 2016 up to the Latest Practicable Date are as follows:

|   | Shares Traded Price    |                       |
|---|------------------------|-----------------------|
|   | Highest<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2015</b>                               |                        |                       |
| April                                     | 32.25                  | 23.00                 |
| May                                       | 33.05                  | 26.50                 |
| June                                      | 31.20                  | 25.20                 |
| July                                      | 25.10                  | 17.04                 |
| August                                    | 21.25                  | 14.42                 |
| September                                 | 17.26                  | 15.10                 |
| October                                   | 18.50                  | 15.58                 |
| November                                  | 20.90                  | 17.54                 |
| December                                  | 20.30                  | 18.40                 |
| <b>2016</b>                               |                        |                       |
| January                                   | 18.30                  | 14.40                 |
| February                                  | 16.28                  | 14.74                 |
| March                                     | 18.60                  | 15.12                 |
| April (up to the Latest Practicable Date) | 18.24                  | 17.72                 |

#### 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 close 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 the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company 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 a 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. Jun LEI was deemed to be interested in 352,830,251 Shares of the Company, representing approximately 27.09% of the issued share capital of the Company. Among these 352,830,251 Shares, (i) 174,818,191 shares was held by Color Link Management Limited, a British Virgin Islands company owned as to 100% by Mr. Jun LEI; (ii) 35,298,057 Shares was held by a wholly owned subsidiary of Xiaomi Corporation, a company controlled by Mr. Jun LEI under the SFO; and (iii) 142,714,003 Shares was deemed to be interested by Mr. Jun LEI under the SFO because under a voting consent agreement entered into by Mr. Jun LEI, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG will vote in the same way as Mr. Jun LEI with these shares.

In the event that the Directors exercised in full the power to repurchase the Shares under the Repurchase Mandate, the interest of Mr. Jun LEI will be increased to approximately 30.10% of the issued share capital of the Company.

In view of this, such increase may give rise to an obligation on the part of Mr. Jun LEI to make a mandatory offer under the Takeovers Code. Save as aforesaid, as at the Latest Practicable Date, 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 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 on the Stock Exchange during the six months preceding the Latest Practicable Date.

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

**Yuk Keung NG**, aged 51, is currently an executive Director and the chief financial officer (“CFO”) of the Company. Mr. NG is also a director of Cheetah Mobile Inc. (NYSE: CMCM) which is a subsidiary of the Company. Mr. NG graduated from the University of Hong Kong with a bachelor’s degree in Social Sciences in 1988 and obtained a Master of Science degree in Global Business Management and E-commerce in 2002. Mr. NG is a professional accountant, a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants, and a member of the Institute of Chartered Accountants in England and Wales.

Mr. NG has more than twenty years of experience in financial management, corporate finance and merger and acquisition. Before joining the Company, Mr. NG was the executive director, CFO and company secretary of China NT Pharma Group Company Limited, a major pharmaceutical company listed on the Stock Exchange (Stock Code: 1011). Mr. NG worked with PricewaterhouseCoopers for over 12 years from 1988 to 2001. From 2001 to 2003, Mr. NG was the CFO of International School of Beijing, an academic institution in Beijing, China. In 2003, Mr. NG joined Australian Business Lawyers, a law firm in Australia and was later appointed as a special consultant in 2004, being responsible for advising on accounting matters. From 2004 to 2006, Mr. NG was the deputy CFO, a joint company secretary and the qualified accountant of IRICO Group Electronics Company Limited (Stock Code: 438), a company listed on the Stock Exchange. From 2006 to 2010, Mr. NG was the vice president and the CFO of China Huiyuan Juice Group Ltd. (Stock Code: 1886), a company listed on the Stock Exchange. Mr. NG is also currently an independent non-executive director of Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631), and also an independent non-executive director and the chairman of the audit committee of Beijing Capital Land Limited (Stock Code: 2868), Winsway Coking Coal Holdings Limited (Stock Code: 1733) and Zhongsheng Group Holdings Limited (Stock Code: 881). All of these companies are listed on the Stock Exchange. From 2007 to 2011, Mr. NG was also an independent non-executive director of Xinjiang Xinxin Mining Industry Company Limited (Stock Code: 3833), a company listed on the Stock Exchange.

Mr. NG was appointed as the CFO of the Company in 2012 and became an executive director of the Company from 1 March 2013. Mr. NG is also a director of certain subsidiaries of the Company.

Mr. NG has entered into a service contract as an executive Director with the Company. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. NG had personal interest in 2,600,000 Shares of the Company and 1,200 ordinary shares of Cheetah Mobile Inc. respectively, within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Mr. NG (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management or substantial 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. NG 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 executive Director of the Company.

**Tao ZOU**, aged 40, is currently an executive Director and a senior vice president of the Company and the chief executive officer (“CEO”) of Seasun Holdings Limited, a subsidiary of the Company, who is responsible for the overall management of Seasun Holdings Limited and its subsidiaries, including the research and development of online games and also participates in major decision making of our Group’s game business sector. Mr. ZOU graduated from Tianjin Nankai University in 1997. Mr. ZOU joined us in 1998 and was responsible for the development of our Kingsoft PowerWord. 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 certain subsidiaries of the Company.

Mr. ZOU has entered into a service contract as an executive Director with the Company. 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.

As at the Latest Practicable Date, Mr. ZOU had personal interest in 409,307 Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. ZOU has not held any other positions with any members of the Group; (ii) is not related to any director, senior management or substantial 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 an executive Director of the Company.

**Chi Ping LAU**, aged 43, is a non-executive Director and a member of the nomination committee of the Company. He is also an executive director and president of Tencent Holdings Limited (“Tencent”) (a company listed on the Stock Exchange, Stock Code: 700). He joined Tencent in 2005 as a chief strategy and investment officer and was responsible for corporate strategies, investments, merger and acquisitions and investor relations. In 2006, he was promoted as president of Tencent to manage the day-to-day operation of Tencent. In 2007, he was appointed as an executive director of Tencent. Prior to joining Tencent, he was an executive director at Goldman Sachs (Asia) L.L.C.’s investment banking division and a chief operating officer of its Telecom, Media and Technology Group. Prior to that, he worked at Mckinsey & Company, Inc. as a management consultant. On 10 March 2014, Mr. LAU was appointed as a director of JD.com, an online direct sales company listed on NASDAQ. On 31 March 2014, Mr. LAU was appointed as a director of Leju Holdings Limited, an online-to-offline real estate provider listed on the New York Stock Exchange.

Mr. LAU received his Bachelor of Science degree in Electrical Engineering from the University of Michigan, a Master of Science degree in Electrical Engineering from Stanford University and a MBA from Kellogg Graduate School of Management, Northwestern University. Mr. LAU was appointed as a non-executive Director of the Company on 28 July 2011.

Mr. LAU has entered into a service contract as a non-executive Director with the Company. He is also subject to rotation, retirement and re-election at the annual general meeting pursuant to the Articles of Association.

Save as disclosed above, as at the Latest Practicable Date, Mr. LAU (i) has not held any other positions with any members of the Group; (ii) is not related to any director, senior management or substantial shareholder of the Company or other members of the Group; (iii) is not interested in the Shares 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. LAU 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 a non-executive Director.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (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, the PRC on Friday, 20 May 2016 at 1:30 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 2015;
2. To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2015 to be paid on Thursday, 16 June 2016;
3. To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration;
4. 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 “**Listing Rules**”), 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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).”



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## NOTICE OF ANNUAL GENERAL MEETING

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5. 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 subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules 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
- (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.”

6. 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 4 and 5 above, the general mandate granted to the Directors pursuant to the ordinary resolution numbered 4 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 the ordinary resolution numbered 5, 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To re-elect retiring directors and authorize the board of directors of the Company to fix the directors' remuneration:
  - 7.1 To re-elect Mr. Yuk Keung NG as the executive director of the Company;
  - 7.2 To re-elect Mr. Tao ZOU as the executive director of the Company;
  - 7.3 To re-elect Mr. Chi Ping LAU as the non-executive director of the Company; and
  - 7.4 To authorize the board of directors of the Company to fix the directors' remuneration.

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

The PRC, 15 April 2016

*Notes:*

- (a) A member entitled to attend and vote at the Annual General Meeting 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.
- (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 Saturday, 14 May 2016 to Friday, 20 May 2016, 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 Annual General 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 Friday, 13 May 2016.
- (d) The register of members will be closed from Friday, 27 May 2016 to Wednesday, 1 June 2016, 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 Thursday, 26 May 2016.
- (e) 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. 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. Shun Tak WONG, David Yuen Kwan TANG, and Ms. Wenjie WU.*