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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:3888)**

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES,  
RE-ELECTION OF 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 Zhuhai Kingsoft Software Co., Ltd., Kingsoft Tower, #8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong Province, PRC, 519015 on Monday, 25 May 2009 at 3:00 p.m. is set out on pages 12 to 15 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 Rooms 1806-07, 18th 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.

PRC, 23 April 2009

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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 Zhuhai Kingsoft Software Co., Ltd., Kingsoft Tower, #8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong Province, PRC, 519015 on Monday, 25 May 2009 at 3:00 p.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 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
“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”	16 April 2009 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

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## DEFINITIONS

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“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 per cent. 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

*Non-executive Directors:*

Mr. Jun LEI *(Vice Chairman)*

Mr. Wing Chung Anders CHEUNG

Mr. Wai Ming WONG

*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

PRC, 23 April 2009

*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 23rd May 2008, 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, the re-election of Directors and the notice of Annual General Meeting.

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## LETTER FROM THE CHAIRMAN

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### GENERAL MANDATE TO ISSUE SHARES

On 23rd May 2008, 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 1,077,200,333 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 215,440,066 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 nos. 5 and 7 respectively of the notice of Annual General Meeting.

### GENERAL MANDATE TO REPURCHASE SHARES

On 23rd May 2008, 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 1,077,200,333 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 107,720,033 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 two are Executive Directors, namely Messrs. Pak Kwan KAU and Dong Hui WANG; three are Non-executive Directors, namely Messrs. Jun LEI, Wing Chung Anders CHEUNG and Wai Ming WONG; 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, Messrs. Shun Tak WONG, Guangming George LU and Mingming HUANG 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. Dong Hui WANG will retire at the Annual General Meeting and, being eligible, offer himself for re-election.

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

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## LETTER FROM THE CHAIRMAN

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### 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 12 to 15 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 Rooms 1806–07, 18th 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 1,077,200,333 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 107,720,033 Shares representing not more than 10% of the issued share capital of the Company as at 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 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 2008 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 2009 up to the Latest Practicable Date were as follows:

	Shares Traded Price	
	Highest HK\$	Lowest HK\$
<b>2008</b>		
April	3.6600	2.2500
May	4.3100	3.2800
June	4.1900	3.4400
July	3.9900	3.1300
August	3.4700	2.7000
September	3.2900	2.0000
October	2.1700	1.4000
November	2.3800	1.8500
December	2.8700	2.1200
<b>2009</b>		
January	2.9000	2.5200
February	3.0700	2.5600
March	3.3000	2.3100
April (up to the Latest Practicable Date)	3.6800	3.4000

#### 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, 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 Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Pak Kwan KAU, the Chairman and executive Director of the Company was through controlled corporation interested in 223,489,800 Shares, representing approximately 20.75% of the issued share capital of the Company, and Mr. Jun LEI, a non executive Director was through controlled corporations interested in 186,215,580 Shares, representing approximately 17.29% 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 interests in Shares of Mr. Pak Kwan KAU and Mr. Jun LEI would be increased to approximately 23.05% and 19.21% 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. In any event, 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 followings are the particulars of the Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:

**Mr. Donghui WANG**, aged 38, was appointed as an executive Director of the Company on 30 May 2008. He joined the Company at the beginning of 2005 as a Vice President and was appointed as the chief financial officer of the Company in December 2005. Mr. WANG became Senior Vice President of the Company in December 2007. Mr. WANG received a bachelor's degree in engineering from Tianjin Polytechnic University in 1992 and a MBA degree from Victoria University of Technology, Australia in 1997. Mr. WANG worked for Ernst & Young Beijing office from 1997 to 1999 as a senior accountant. From 1999 to 2005, Mr. WANG served as a consultant in the PricewaterhouseCoopers Sydney office and a senior manager in their Beijing office. Mr. WANG is director of Zhuhai Xishanju Software Co., Ltd. and Dalian Kingsoft Interactive Entertainment Co., Ltd.

Mr. WANG has entered into a service contract as an executive director with the Company for a term of 3 years from 30 May 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 of the Company. The amount of directors' emoluments to be received by Mr. WANG 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. WANG will receive director's emoluments of RMB720,000 inclusive of basic salary and benefits per annum. Mr. WANG was beneficially interested in an aggregate of 7,581,000 shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. WANG 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. WANG 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.

**Mr. Shun Tak WONG**, aged 48, was appointed as an independent non-executive Director of the Company on 30 April 2007. He is also the chairman of the audit committee and a member of the remuneration committee of the Company. Mr. WONG has a master degree in finance from the University of Lancaster in the United Kingdom and a master of accounting from Charles Stuart University in Australia. Mr. WONG is also a fellow CPA member of the Hong Kong Institute of Certified Public Accountants and a fellow CPA member of Australian Society of CPAs.

In the past, Mr. WONG held key executive positions in various multi-nationals and Hong Kong listed companies, including working as the financial controller of AMF Bowling, Inc., a New York Stock Exchange listed company, between November 1996 and March 1998 and International Distillers China Ltd between December 1993 and October 1996. He has extensive experience in financial control, operations, strategic planning and implementation, private equity investments and exit strategies. He served as the chief financial officer of Goodbaby Children Products Group ("Goodbaby") between August 2003 and August 2007, a leading juvenile product manufacturer in China. Before joining Goodbaby, Mr. WONG worked as the vice president for finance in IDT International Limited, a Hong Kong listed company between September 2001 and July 2003. Mr. WONG currently serves as Vice President & corporate controller at Alibaba Group.

Mr. WONG has entered into a service contract as an independent non-executive Director with the Company for a term of 3 years from 30 April 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 of the Company. The amount of directors' emoluments to be received by Mr. WONG 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. WONG will receive director's emoluments of US\$40,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. WONG 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. WONG 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.

**Mr. Guangming George LU**, aged 44, was appointed as an independent non-executive Director of the Company on 30 April 2007. He is also a member of the audit committee and strategy committee and the chairman of the nomination committee of the Company. Mr. LU graduated from Huazhong Normal University in 1984 and obtained a master degree of science from the University of Memphis in 1989. During the period from January 1998 to August 1999, Mr. LU served as a founding executive and the chief technology officer of uBid, Inc., a leading U.S. based online auction company whose shares are publicly traded in the U.S. and which operates in a similar industry to ours.

Mr. LU founded Surfmax Corporation in November 1997, a private investment firm in the U.S. Since April 2004, Mr. Lu has been the vice chairman of Xingda International Holdings Limited (one of Surfmax portfolio investment) whose shares are listed on the Hong Kong Stock Exchange. Mr. LU also currently serves as the Chairman and CEO of 2020 ChinaCap Acquirco, Inc., a public acquisition vehicle whose shares are listed on the American Stock Exchange.

Mr. LU has entered into a service contract as an independent non-executive Director with the Company for a term of 3 years from 30 April 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 of the Company. The amount of directors' emoluments to be received by Mr. LU 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. LU will receive director's emoluments of US\$30,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. LU 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. LU 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.

**Mr. Mingming HUANG**, aged 36, was appointed as an independent non-executive Director of the Company on 18 June 2007. He is also a member of the remuneration committee and nomination committee of the Company. Mr. HUANG is a cofounder and the chief executive officer of Trend Media Corp, which was established in August 2005, a well-known Internet company in China which owns and operates websites such as Flashget, ZCOM and Myrice. In addition, Mr. HUANG also serves on boards of many well-known Internet companies in China, which operate in similar industries to our industry, including 265.com (since June 2006), Baitai Media (since September 2005) and Cheshi.com (since September 2006). During March 1996 to July 1998 at Hewlett-Packard, Mr. HUANG built a channel team and developed the market in east China region for HP Unix servers. Mr. HUANG received his MBA from University of Chicago and his bachelor of science majoring in electric engineering from Shanghai Jiao Tong University.

Mr. HUANG has entered into a service contract as an independent non-executive Director with the Company for a term of 3 years from 18 June 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 of the Company. The amount of directors' emoluments to be received by Mr. HUANG 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. HUANG will receive director's emoluments of US\$30,000 per annum.

Save as disclosed above, as at the Latest Practicable Date, (i) Mr. HUANG 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. HUANG 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.

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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: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 Zhuhai Kingsoft Software Co., Ltd., Kingsoft Tower, #8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong Province, PRC, 519015 on Monday, 25 May 2009 at 3:00 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 31st December 2008;
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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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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;
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting; and

“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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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*

PRC, 23 April 2009

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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, at Rooms 1806-07, 18th 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, 18 May 2009, to Monday, 25 May 2009, 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 Friday, 15 May 2009.
- (d) An explanatory statement containing further details regarding Resolutions numbered 5 to 7 above will be sent to shareholders together with the 2008 Annual Report.
- (e) With regard to item no. 3 in this notice, details of the retiring Directors, namely Messrs. Dong Hui WANG, Shun Tak WONG, Guangming George LU and Mingming HUANG 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 23 April 2009.
- (f) Voting for resolutions set out in the notice will be taken by poll.