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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES;
(2) AMENDMENTS TO THE SHARE OPTION SCHEME OF KINGSOFT
CLOUD AND REFRESHMENT OF SHARE OPTION SCHEME LIMIT;
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Kingsoft Corporation Limited to be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Wednesday, 20 May 2015 at 9:30 a.m. is set out on pages 19 to 23 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, 22 April 2015

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Wednesday, 20 May 2015 at 9:30 a.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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Kingsoft Cloud”	Kingsoft Cloud Holdings Limited, a limited liability company organized under the laws of the Cayman Islands and a subsidiary of the Company as of the Latest Practicable Date
“KSC Ordinary Share(s)”	the ordinary share(s) of Kingsoft Cloud with par value of US\$0.001 per share, in the authorized share capital of Kingsoft Cloud, each having the rights, preferences, privileges and restrictions as set forth in the Articles of Association of Kingsoft Cloud
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	16 April 2015, 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
“Option(s)”	option(s) to subscribe for KSC Ordinary Share(s) granted pursuant to the Share Option Scheme
“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
“Proposed Scheme Refreshment”	the proposed scheme refreshment of the Share Option Scheme Limit under the Share Option Scheme at the Annual General Meeting

DEFINITIONS

“Refreshed Share Option Scheme Limit”	the maximum number of Kingsoft Cloud Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme, i.e. 86,500,000 KSC Ordinary Shares
“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. 6 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“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
“Shareholder(s)”	the holder(s) of Shares
“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. 5 up to a maximum of 20 percent of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Share Option Scheme”	the share option scheme of Kingsoft Cloud adopted by ordinary resolutions of the shareholders of Kingsoft Cloud and the Company on 27 February 2013 (as amended from time to time)
“Share Option Scheme Limit”	the total number of KSC Ordinary Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme
“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



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, 22 April 2015

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
(1) GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES;
(2) AMENDMENTS TO THE SHARE OPTION SCHEME OF KINGSOFT
CLOUD AND REFRESHMENT OF SHARE OPTION SCHEME LIMIT;
(3) RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding 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; (iii) the proposed amendments to the Share Option Scheme and refreshment of the Share Option Scheme Limit; and (iv) the proposed re-election of retiring Directors.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES

On 28 May 2014, 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 1,181,408,943 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 236,281,788 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 5 and 7, respectively, of the notice of Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 28 May 2014, 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 1,181,408,943 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 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 118,140,894 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.

AMENDMENTS TO THE SHARE OPTION SCHEME OF KINGSOFT CLOUD AND REFRESHMENT OF SHARE OPTION SCHEME LIMIT

1. Background of the Share Option Scheme Limit and Reasons for the Proposed Scheme Refreshment

The Share Option Scheme was adopted by ordinary resolutions of the shareholders of Kingsoft Cloud and the Company on 27 February 2013. Upon adoption, the Share Option Scheme Limit was 49,550,000 KSC Ordinary Shares, representing 5.37% of the total KSC Ordinary Shares in issue as at the adoption date of the Share Option Scheme. On 27 June 2013, certain terms of the Share Option Scheme were amended and the Share Option Scheme Limit was refreshed to 94,750,000 KSC Ordinary Shares, representing 10% of the total KSC Ordinary Shares in issue as at the date of passing the ordinary resolution. Immediately upon the refreshment of the Share Option Scheme Limit on 27 June 2013, the maximum number of Options available for exercise is 123,250,000, of which 28,500,000 Options were granted and 94,750,000 Options may be granted. Apart from the Share Option Scheme, Kingsoft Cloud has no other share option scheme currently in force.

LETTER FROM THE CHAIRMAN

The following table shows the number of Options under the Share Option Scheme as at the Latest Practicable Date:

Number of KSC Ordinary Shares issuable under the Options granted	Number of KSC Ordinary Shares issuable under the Options exercised	Number of KSC Ordinary Shares issuable under the Options cancelled	Number of KSC Ordinary Shares issuable under the Options outstanding
123,250,000	0	0	123,250,000

As at the Latest Practicable Date, there is no Option available to be granted by Kingsoft Cloud under the Share Option Scheme. Taking this into account, the Company proposed to refresh the Share Option Scheme Limit. The Board considers that it is in the interests of the Company and Kingsoft Cloud to refresh the Share Option Scheme Limit so as to provide Kingsoft Cloud with flexibility to grant further options under the Share Option Scheme and to provide opportunities and incentives to the employees of Kingsoft Cloud and other selected grantees which the directors of Kingsoft Cloud consider to be in the interest of the Company and Kingsoft Cloud and their shareholders as a whole.

2. Proposed Scheme Refreshment

As at the Latest Practicable Date, the total number of KSC Ordinary Shares in issue was 871,567,500. Pursuant to the terms of the Share Option Scheme and in compliance with the Listing Rules, if the Share Option Scheme Limit is refreshed, on the basis of 871,567,500 KSC Ordinary Shares in issue as at the Latest Practicable Date and assuming that no KSC Ordinary Shares will be issued or repurchased by Kingsoft Cloud prior to the Annual General Meeting, the Share Option Scheme Limit will be re-set at approximately 9.92% of the total KSC Ordinary Shares in issue and Kingsoft Cloud will be allowed to grant Options under the Share Option Scheme carrying the rights to subscribe for a maximum of 86,500,000 KSC Ordinary Shares, being less than 10% of the KSC Ordinary Shares in issue as at the date of Annual General Meeting. For the avoidance of doubt, Options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating Refreshed Share Option Scheme Limit.

The following table shows the number of KSC Ordinary Shares which may be issued upon exercise of all Options under the Share Option Scheme immediately upon the Proposed Scheme Refreshment:

Number of KSC Ordinary Shares issuable under the Options granted	Number of KSC Ordinary Shares issuable under the Options to be granted	Number of KSC Ordinary Shares issuable under the Options granted and to be granted
123,250,000	86,500,000	209,750,000

Note: Apart from the Share Option Scheme, Kingsoft Cloud has no other share option scheme currently in force.

LETTER FROM THE CHAIRMAN

As at the Latest Practicable Date, there were a total of 123,250,000 outstanding Options granted under the Share Option Scheme. No options may be granted if this will result in the number of the KSC Ordinary Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme exceed 30% of the total number of KSC Ordinary Shares in issue.

3. Proposed Amendment to the Share Option Scheme

To improve the attractiveness of the Share Option Scheme as incentive or reward to the eligible participants, the Board wishes to make a number of amendments to the Share Option Scheme in accordance with the provisions of the Listing Rules. The full details of the proposed amendments are set out in **Appendix III** to this circular. Apart from the proposed amendments as set out in the appendix, all other existing terms of the Share Option Scheme will remain unchanged.

4. Conditions of the Proposed Scheme Refreshment and the Proposed Amendment to the Share Option Scheme

The Proposed Scheme Refreshment and the proposed amendments to the Share Option Scheme are conditional upon the approval of the shareholders of the Company and Kingsoft Cloud. As no Shareholder has interest in the Proposed Scheme Refreshment or the proposed amendments to the Share Option Scheme, none of the Shareholders is required to abstain from voting on the relevant resolution at the Annual General Meeting.

5. Documents Available for Inspection

Copies of the following documents will be available for inspection at the Company's principal place of business in Hong Kong at Unit 1309A, 13/F, Cable TV Tower, No. 9 Hoi Shing Road, Tsuen Wan, N.T., Hong Kong during normal business hours on any weekdays, except public holidays, from the date of this circular up to and including the date of Annual General Meeting:

- the current Share Option Scheme of Kingsoft Cloud;
- the revised Share Option Scheme of Kingsoft Cloud; and
- this circular.

RE-ELECTION OF THE 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. Jun LEI and David Yuen Kwan TANG and Ms. Wenjie WU, 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.

Pursuant to Article 112 of the Articles of Association, Messrs. Shun Tak WONG, who is a Director appointed during the year 2014, will retire at the Annual General Meeting and, being eligible, offer himself for re-election.

LETTER FROM THE CHAIRMAN

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 Wednesday, 20 May 2015 at 9:30 a.m. is set out on pages 19 to 23 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.

RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

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

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,181,408,943 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 118,140,894 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 law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2014 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 2015 up to the Latest Practicable Date are as follows:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
April	32.06	23.85
May	26.80	22.00
June	24.00	22.55
July	24.45	23.10
August	24.20	21.90
September	21.85	18.46
October	19.30	16.90
November	19.62	17.84
December	18.30	14.88
2015		
January	19.22	15.40
February	19.08	17.82
March	22.95	16.68
April (up to the Latest Practicable Date)	32.25	23.00

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 29.87% 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 BVI 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 33.18% 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 repurchased a total of 38,802,000 Shares on the Stock Exchange during the six months preceding the Latest Practicable Date, details of which are as follows:

Date of Repurchase	No. of Shares Repurchased	Price per share		Aggregate consideration
		Highest HK\$	Lowest HK\$	paid HK\$
17/12/2014	1,000,000	14.98	14.90	14,957,400
22/12/2014	714,000	15.18	15.08	10,807,420
23/12/2014	330,000	14.98	14.92	4,932,660
24/12/2014	1,758,000	15.20	14.94	26,520,320

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

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

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:

Jun LEI, aged 45, is a non-executive Director, the chairman of the Board, a member of the remuneration committee, and co-founder of our Company. Mr. LEI has been employed by us since 1992 and has played a key role in developing the operation of our Group and expanding our business operations. He had been our CEO since 1998, and under his leadership, we further expanded application software businesses into utilities software, Internet security software and online games. He also played a major role in transforming our Group from a traditional software company into an on demand software company which extensively utilizes the Internet. In December 2007, Mr. LEI relinquished his position as CEO, chief technology officer and president of the Company. In August 2008, Mr. LEI was re-designated from an executive Director to a non-executive Director. Mr. LEI was appointed as the Chairman of the Board of our Company on 5 July 2011. Mr. LEI is also a director of certain subsidiaries of the Company.

Mr. LEI co-founded Xiaomi Corporation with other partners in 2010, and has taken the position of chairman and CEO. Mr. LEI is the chairman of YY Inc. (NASDAQ: YY). Mr. LEI is also the chairman of Cheetah Mobile Inc. (NYSE: CMCM) which is a subsidiary of the Company.

Mr. LEI graduated from Wuhan University in 1991 with a bachelor's degree in Computer Science. He has been a member of the board of Wuhan University since 2003.

Mr. LEI is also a famous angel investor in China.

Mr. LEI has entered into a service contract as a non-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. The amount of Directors' emoluments to be received by Mr. LEI will be determined by the Board 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 position.

As at the Latest Practicable Date, Mr. LEI was deemed to be interested in 352,830,251 Shares of the Company. Among these 352,830,251 Shares, (i) 174,818,191 shares was held by Color Link Management Limited, a BVI company owned as to 100% by Mr. LEI; (ii) 35,298,057 Shares was held by a wholly owned subsidiary of Xiaomi Corporation, a company controlled by Mr. LEI under the SFO; and (iii) 142,714,003 Shares was deemed to be interested by Mr. Jun LEI under a voting trust arrangement, pursuant to which Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG, together holding 142,714,003 Shares, agreed to vest their entire voting power in respect of the 142,714,003 to Mr. LEI.

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

Shun Tak WONG, aged 54, is an independent non-executive Director of our Company. He is also a member of the audit committee, the chairman of the nomination committee and the chairman of the remuneration committee of the Company. Currently Mr. WONG is serving as consultant and operating partner of CITIC Capital Partners Ltd.. He currently is also a co-founder and acting as Chief Financial Officer (“CFO”) of Rokid Corporation Ltd., an artificial intelligence devices design and development company. He served as an executive director and CFO of the Company from October 2011 to July 2012, and also acted as an independent non-executive Director, chairman of the audit committee and member of the remuneration committee of the Company from April 2007 to September 2011.

Mr. WONG was vice president for Finance & Corporate Controller of Alibaba Group from August 2007 to September 2011, a family of internet-based businesses that includes business-to-business international trade, retail and payment platforms and data-centric cloud computing services. During his service with Alibaba Group, he also acted as chairman of Group Financial Control Committee of Alibaba Group.

Mr. WONG served as the CFO of Goodbaby Children Products Group (“Goodbaby”) from August 2003 to 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.

In the past, Mr. WONG held key executive positions in various multi-nationals companies, including as the financial controller of AMF Bowling, Inc. from November 1996 to March 1998 and International Distillers China Ltd. from December 1993 to October 1996. Mr. WONG has extensive experience in financial control, operations, strategic planning and implementation, private equity investments and exit strategies.

Mr. WONG has a master’s degree in Finance from the University of Lancaster in the United Kingdom and a master’s degree in 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.

Pursuant to his letter of appointment with the Company, Mr. Wong is appointed for a term of three years with effect from 15 July 2014 subject to rotation, retirement and re-election at the annual general meetings of the Company pursuant to the Articles of Association.

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

Save as disclosed above, as at the Latest Practicable Date, Mr. WONG (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. 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 appointment as an independent non-executive Director of the Company.

David Yuen Kwan TANG, aged 59, is an independent non-executive Director of our Company. He is also a member of the audit committee and remuneration committee of the Company. Mr. TANG holds a master's 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 wellknown 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 RMB60 billion. Mr. TANG also has worked as adviser at UCWeb and Ganji.

Mr. TANG is currently the independent director of YY. He is also 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 positions in Nokia, including the global vice president, 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.

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

Save as disclosed above, as at the Latest Practicable Date, Mr. Tang (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. 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.

Wenjie WU, aged 40, is an independent non-executive Director, the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company. Ms. WU has been serving as the chief strategy officer ("CSO") of Ctrip.com International, Ltd. ("Ctrip.com", NASDAQ: CTRP), a China's leading online travel services provider, since November 2013. Ms. WU is also a director of Xunlei Limited (NASDAQ: XNET). Ms. WU joined Ctrip.com as deputy CFO in December 2011, then was promoted to CFO in May 2012 and CSO in November 2013. Prior to joining Ctrip.com, Ms. WU was

an equity research analyst covering China Internet and Media industries in Morgan Stanley Asia Limited and in Citigroup Global Markets Asia Limited from 2005 to 2011. Prior to that, Ms. WU worked for China Merchants Holdings (International) Company Limited (Stock Code: 0144), a company listed on the Stock Exchange for three years.

Ms. WU has a Ph.D. degree in Finance from the University of Hong Kong, a master's degree in Philosophy in Finance from the Hong Kong University of Science and Technology, and both a master's degree and a bachelor's degree in Economics from Nan Kai University, China. Ms. WU has been a Chartered Financial Analyst (CFA) since 2004.

Pursuant to her letter of appointment with the Company, Ms. WU is appointed for a term of 3 years with effect from 1 March 2013 subject to rotation, retirement and re-election at the Annual General Meeting pursuant to the Articles of Association.

Ms. WU confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Ms. WU (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, 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 her re-election as an independent non-executive Director.

The changes proposed to be made to the Share Option Scheme are set out in this appendix. For ease of reference, the text of those provisions of the Share Option Scheme which are subject to amendments is reproduced in full. Words that are struck represent proposed deletions and words that are underlined represent proposed additions.

Definitions**“Amendment — II
Adoption Date”**

20 May 2015, the date on which this Amendment — II is conditionally adopted by the shareholders of the Company and Kingsoft Corporation Limited in general meeting;

“Commitment Period”

in respect of any particular Option, unless otherwise determined by the Board in its absolute discretion and notify to the Grantee in writing,

(a) in the event that the maximum number of shares that the Grantee is entitled to purchase upon exercise of all Options granted to him or her under this Scheme is equal to or more than 1,000,000 shares as of the date on which such Grantee ceases to be a Participant,

(i) with respect to any Option that the maximum number of shares that the Grantee is entitled to purchase upon the exercise of such Option and all the Option(s) granted to him or her before the grant of such Option under the Scheme (if any) is less than 1,000,000 shares, 2 (two) years commencing from the Commencement Date specified in the Offer of such particular Option to him or her; and

(ii) with respect to all the other Option(s), 3 (three) years commencing from the Commencement Date specified in the Offer of such particular Option to him or her;

(b) in the event that the maximum number of shares that the Grantee is entitled to purchase upon exercise of all Options granted to him or her under this Scheme is less than 1,000,000 shares as of the date on which such Grantee ceases to be a Participant, 2 (two) years calculated from the Commencement Date specified in the Offer of such particular Option to him or her;

“Maximum Repurchase Price” in the event that the Company has completed a private financing during the past twelve (12) months, the lower of (a) the fair market value per Share appraised by a qualified and independent third party designated by the Board in good faith, and (b) eighty percent (80%) of the price per Share applied in such latest private financing of the Company during the past twelve (12) months, otherwise, the fair market value per Share appraised by a qualified and independent third party designated by the Board in good faith, if such Participant’s applicable Commitment Period has been fully and duly conducted and completed.

the lowest of (a) the Subscription Price applicable to the Option held by such Grantee, (b) the fair market value per Share appraised by a qualified and independent third party designated by the Board in good faith, and (c) the price per Share applied in the latest private financing during the past six (6) months, if such Participant’s applicable Commitment Period has not been fully and duly conducted and completed for any reason.

Clause 6.05

The Shares to be allotted upon the exercise of an Option

- (i) shall, prior to the Company’s Initial Public Offering, unless otherwise determined by the Board in its absolute discretion, be held by an entity or individual as designated by the Board in its absolute discretion (the “Designated Person”) for and on behalf of such Grantee and the Designated Person shall transfer any and all profits in connection with such Shares, including without limitation, dividends, to such Grantee as soon as practicable after receipt of the same, deducting any and all payable fees and taxes, and shall serve as such Grantee’s proxy and exercise any and all voting rights in connection with such Shares in accordance with the instruction of the Board. For such purpose, each Participant shall deliver to the Company, upon acceptance of each grant of Option(s), duly executed but undated documents as requested by the Board in respect of the Shares he or she may subscribe pursuant to the Scheme;
- (ii) unless the transfer pursuant to (i) above, shall not, prior to the Company’s Initial Public Offering, be sold, assigned, transferred, pledged, hypothecated, mortgaged, encumbered or otherwise disposed through one or a series of transactions, directly or indirectly, by any Grantee (or his or her legal representative(s)) to any third party unless otherwise approved by the Board in writing; and
- (iii) will be subject to all the provisions of the Articles of Association of the Company for the time being in force and will rank pari passu in all respects with and shall have the same voting, dividend, transfer and other rights, including those arising on liquidation of the Company as attached to the other fully paid Shares in issue as from the day when the name of the Grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the Grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the Grantee is registered on the register of members of the Company,

provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed then the exercise of the Option shall become effective on the first Business Day on which the register of members of the Company is re-opened. A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the Grantee as the holder thereof.

Clause 6.07 (a)

all or any part of the Shares allotted to him/her upon the exercise of an Option at a price mutually agreed between the Company and the Grantee, which, unless otherwise determined by the Board in its absolute discretion, shall in no event exceed $IP \times [1 + (0.01 \times N)]$ per Share (the "Maximum Repurchase Price"), where IP = the lowest of (a) the Subscription Price applicable to the Option held by such Grantee, (b) the fair market value per Share appraised by a qualified and independent third party designated by the Board in good faith, and (c) the price per Share applied in the latest private financing during the past six (6) months; and N = (a) zero (0), if such Grantee ceases to be a Participant prior to the fourth (4th) anniversary of the Commencement Date, or (b) a fraction the numerator of which is the number of calendar days between the Commencement Date and the date of such Grantee ceasing to be a Participant, and the denominator of which is 365, if such Grantee ceases to be a Participant on or after the fourth (4th) anniversary of the Commencement Date) the Maximum Repurchase Price, and

Clause 7(g)

the date on which the Grantee ceases to be a Participant by reason of (i) the termination of his or her employment on any one or more of the grounds that he or she has been guilty of serious misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any other ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Grantee's service contract with the Company or the relevant Subsidiary or the relevant Invested Entity, or (ii) the Grantee's voluntary or unilaterally termination of his or her employment. A resolution of the Board or the board of directors of the relevant Subsidiary or the board of directors of the relevant Invested Entity to the effect that employment of a Grantee has or has not been terminated on one or more of the grounds specified in this Clause 7(g) shall be conclusive and binding on the Grantee;

Clause 8.01 (a)

- (i) Without prejudice to those as prescribed in subsections from (ii) to (v) below, the total number of Shares which may be issued upon exercise of all Options to be granted under this Scheme on or after the Adoption Date shall not in aggregate exceed 49,550,000 Shares (representing 5.37% of the Shares in issue on the Adoption Date) which is lower than 10 percent of the total number of Shares in issue on the Adoption Date.
- (ii) Without prejudice to those as prescribed in subsections from (iv) to (v) below, Upon upon refreshment of 2013, the total number of additional Options to be granted under this Scheme on or after the Amendment — I Adoption Date shall not in aggregate exceed 10% of the Shares in issue on the Amendment — I Adoption Date (i.e. 94,750,000 Options ~~and assuming that no Shares will be issued or repurchased by the Company from 7 June 2013 to the Amendment — I Adoption Date~~).

- (iii) Without prejudice to those as prescribed in subsections from (iv) to (v) below, the maximum number of Options available for exercise is 123,250,000 on or after the Amendment — I Adoption Date of which 28,500,000 Options were granted prior to the Amendment — I Adoption Date and 94,750,000 Options may be granted after the Amendment — I Adoption Date.
- (iv) Upon refreshment of 2015, the total number of Shares which may be issued upon exercise of all additional Options to be granted under this Scheme on or after the Amendment — II Adoption Date shall not in aggregate exceed 86,500,000 Shares which is lower than 10 percent of the total number of Shares in issue on the Amendment — II Adoption Date.
- (v) The maximum number of Options available for exercise is 209,750,000 on or after the Amendment — II Adoption Date of which 123,250,000 Options were granted prior to the Amendment — II Adoption Date and 86,500,000 Options may be granted on or after the Amendment — II Adoption Date.
- ~~(iv)~~(vi) Options previously granted under the Share Option Scheme (as amended) (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised Options) will not be counted for the purpose of calculating the refreshed options limit as stated in 8.01(a)(~~iv~~)(iv).
- ~~(v)~~(vii) Options lapsed in accordance with the terms of ~~this~~ the Share Option Scheme (as amended) will not be counted for the purpose of calculating the total number of ~~additional~~ Shares under this Clause 8.01(a)(~~iv~~).



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 of Kingsoft Corporation Limited (the “**Company**”) will be held at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC on Wednesday, 20 May 2015 at 9:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditors’ report for the year ended 31 December 2014;
2. To declare a final dividend of HK\$0.13 per share for the year ended 31 December 2014;
3. To re-elect directors and authorize the board of directors of the Company to fix the directors’ remuneration:
 - 3.1 To re-elect Mr. Jun LEI as the non-executive director of the Company;
 - 3.2 To re-elect Mr. Shun Tak WONG as the independent non-executive director of the Company;
 - 3.3 To re-elect Mr. David Yuen Kwan TANG as the independent non-executive director of the Company;
 - 3.4 To re-elect Ms. Wenjie WU as the independent non-executive director of the Company;
4. 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;
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;

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).”

NOTICE OF ANNUAL GENERAL MEETING

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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“THAT:

- (a) the share option scheme limit under the share option scheme of Kingsoft Cloud Holdings Limited (“**Kingsoft Cloud**”) adopted on 27 February 2013 and amended on 27 June 2013 (the “**Share Option Scheme**”) be refreshed so that the aggregate number of the ordinary shares of Kingsoft Cloud to be allotted and issued upon exercise of any options to be granted under the Share Option Scheme be up to 86,500,000, representing less than 10% of the total number of the ordinary shares of Kingsoft Cloud in issue at the date of passing this resolution;
- (b) the proposed amendments to the terms of the Share Option Scheme as set out in the revised share option scheme of Kingsoft Cloud, a copy of which is tabled at the meeting and marked “C” and initialed by the chairman of the meeting for identification purpose, be and are hereby approved and confirmed; and
- (c) any directors of the Company be and hereby authorized to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

By Order of the Board
Kingsoft Corporation Limited
Jun LEI

The PRC, 22 April 2015

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 need not be a member of the Company but must attend the meeting in person to represent you.
- (b) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or the adjourned meeting (as the case may be).
- (c) The register of members will be closed from Thursday, 14 May 2015 to Wednesday, 20 May 2015, 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 Wednesday, 13 May 2015.

NOTICE OF ANNUAL GENERAL MEETING

- (d) The register of members will be closed from Wednesday, 27 May 2015 to Monday, 1 June 2015, 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, 26 May 2015.
- (e) An explanatory statement containing further details regarding resolution numbered 6 above will be sent to shareholders.
- (f) 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.