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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)**

## **CONTINUING CONNECTED TRANSACTIONS PURSUANT TO RULE 14A.60 OF THE LISTING RULES**

This announcement is made by the Company pursuant to Rule 14A.60 of the Listing Rules.

It has come to the attention of the Company recently that the transfer of partnership interests in the relevant Qiwen Entities and the change of general partner or co-general partners of each Qiwen Entity (as the case may be) were completed. Accordingly, Beijing Kingsoft Qiwen became the general partner of Qiwen Entities. Beijing Kingsoft Qiwen is wholly owned by Mr. Jun LEI, a Director and substantial shareholder of the Company. As at the date of this announcement, Qiwen Entities hold an aggregate of approximately 11.33% equity interests of KSO, a subsidiary of the Company. Therefore, KSO Group became connected subsidiaries of the Company by virtue of Rule 14A.16 of the Listing Rules.

Pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements (including publication of announcement and annual reporting) under Chapter 14A of the Listing Rules in respect of the Transactions. If the agreements governing the Transactions are renewed or their terms are amended, the Company will comply with all applicable reporting, announcement and, if applicable, independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **1. BACKGROUND**

It has come to the attention of the Company recently that the transfer of partnership interests in the relevant Qiwen Entities and the change of general partner or co-general partners of each Qiwen Entity (as the case may be) were completed. Accordingly, Beijing Kingsoft Qiwen became the general partner of Qiwen Entities. Beijing Kingsoft Qiwen is wholly owned by Mr. Jun LEI, a Director and substantial shareholder of the Company. As at the date of this announcement, Qiwen Entities hold an aggregate of approximately 11.33% equity interests of KSO, a subsidiary of the Company. Therefore, KSO Group became connected subsidiaries of the Company by virtue of Rule 14A.16 of the Listing Rules.

Before KSO Group became connected subsidiaries of the Company, the Group had entered into various continuing transactions with KSO Group, which upon the Completion, have become continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

## 2. PARTICULARS OF THE TRANSACTIONS

The Transactions mainly include: (a) the Lease Agreements (as supplemented) entered into between Zhuhai Kingsoft, Chengdu Seasun , Beijing Kingsoft and Wuhan Kingsoft, which are subsidiaries of the Company (as the lessor), and the subsidiaries of KSO (as the lessee) in relation to certain leases of premises for, among others, office, employee dormitory or warehouse purposes; (b) Service Agreements entered into between the subsidiaries of the Company and certain members of the KSO Group in relation to the provision of relevant office and administrative services by the subsidiaries of the Company; and (c) the Corporate Contract and the related Credit Terms Arrangement Agreement entered into between Zhuhai Qingzhu, a wholly-owned subsidiary of the Company, and KSO in relation to guest room reservation corporate rates and the credit terms services. Details of the Transactions are set out summarised as follows:

### (a). Lease Agreements

No.	Date	Parties	Leased property and usage	Term of the agreement	Rent, fees and payment term
1	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premises in Xiangzhou District, Zhuhai City with gross floor area of 7,962.69 sq. m for office use	From 1 January 2022 to 31 December 2023	The rent of RMB398,134.5 per month is payable by the end of each month
2	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	34 property units in Xiangzhou District, Zhuhai City for employee dormitory	From 1 January 2022 to 31 December 2023	The rent of RMB44,400 per month is payable by the end of each month
3	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	29 property units in Xiangzhou District, Zhuhai City for employee service apartment	From 1 January 2022 to 31 December 2023	The rent of RMB60,440 per month is payable by the end of each month
4	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premises in Zhuhai City with gross floor area of 8,058.8 sq. m for office use	From 1 January 2022 to 31 December 2023	The monthly rent is RMB394,881.2 for the year ended 31 December 2022; and the monthly rent is RMB435,175.2 for the year ended 31 December 2023. The monthly rent (calculated as 30 days per month) shall be payable by the end of each month

<b>No.</b>	<b>Date</b>	<b>Parties</b>	<b>Leased property and usage</b>	<b>Term of the agreement</b>	<b>Rent, fees and payment term</b>
5	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premise in Xiangzhou District, Zhuhai City with leased area of 275 sq. m for warehouse	From 1 January 2022 to 31 December 2023	The rent of RMB4,400 per month is payable by the end of each month
6	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premise in Xiangzhou District, Zhuhai City with gross floor area of 308 sq. m for data centre room	From 1 January 2022 to 31 December 2023	The rent of RMB15,400 per month (calculated as 30 days per month) is payable by the end of each month
7	16 April 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premise in Xiangzhou District, Zhuhai City with leased area of 82 sq. m for warehouse	From 16 April 2022 to 31 December 2023	The rent of RMB1,312 per month is payable by the end of each month
8	1 August 2022	(a) Zhuhai Kingsoft (b) Zhuhai KSO	Premise in Zhuhai City with gross floor area of 6,357.12 sq. m for office use	From 1 November 2022 to 31 December 2023	The monthly rent is RMB280,305.2 for the two months ended 31 December 2022; and the monthly rent is RMB304,512.32 for the year ended 31 December 2023. The monthly rent (calculated as 30 days per month) shall be payable by the end of each month
9	1 January 2022	(a) Zhuhai Kingsoft (b) Zhuhai Qiwen KSO	Premise in Xiangzhou District, Zhuhai City with leased area of 18 sq. m for office use	From 1 January 2022 to 31 December 2023	The rent of RMB900 per month is payable by the end of each month

No.	Date	Parties	Leased property and usage	Term of the agreement	Rent, fees and payment term
10	15 December 2021	(a) Chengdu Seasun; (b) Sichuan KSO	Premise in Chengdu City with leased area of 378.83 sq. m for office use	From 1 January 2022 to 31 December 2023	The rent of RMB90,919.2 per quarter is payable within 15 days prior to the end of each quarter  Sichuan KSO shall pay deposit of RMB37,800 within 10 days of the date of this agreement
11	14 July 2021	(a) Beijing Kingsoft; (b) KSO	Premises in Haidian District, Beijing for training and events purposes	From the date of the agreement and ending on the use of rent payment in full	Rent payment of RMB100,000 in one lump sum within 15 days from the date of this agreement
12	31 December 2021	(a) Wuhan Kingsoft (b) Wuhan KSO	Premises in Donghu New Technology Development District, Wuhan City with gross floor area of 10,197.9 sq. m for office use	From 31 December 2021 to 15 January 2025	The rent of RMB836,227.8 per month payable on a quarterly basis  Wuhan KSO shall pay the service fees of RMB30,593.7 per month, payable on a quarterly basis, for certain office administrative services provided by Wuhan Kingsoft

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the terms of the Lease Agreements (including the rents payable) were arrived at after arm's-length negotiations between the parties to the relevant Lease Agreements, with the relevant rents determined with reference to the prevailing market price and rents payable by other tenants to the Group for lease of other premises and on terms no less favorable to the Group than those that may be offered by independent third party landlords for leases of similar premises within the vicinity of the leased premises under the Lease Agreements.

**(b). Service Agreements**

<b>No.</b>	<b>Date of and parties to the agreement</b>	<b>Term of the agreement</b>	<b>Subject matter</b>	<b>Pricing terms</b>
13	Date: 1 January 2022  Parties: (a). Zhuhai KSO; and (b). Zhuhai Kingsoft	From 1 January 2022 to 31 December 2023	Zhuhai Kingsoft shall provide office administrative services, information technology office services and other office related services to Zhuhai KSO  Zhuhai Kingsoft shall also provide shuttle bus services to the employees of Zhuhai KSO	The monthly service fees under the agreement shall be calculated based on RMB257 per person multiplied by the number of employees (including interns) work at Zhuhai Kingsoft Business Park in the relevant month  With respect to the shuttle bus services, the fees shall be calculated based on RMB20 per person per day
14	Date: 1 January 2022  Parties: (a). Zhuhai KSO; and (b). Zhuhai Kingsoft	From 1 January 2022 to 31 December 2023	Zhuhai Kingsoft shall provide employee dormitory services comprising broadband, drinking water and dormitory access services	The service fees shall be calculated based on RMB700 per unit multiplied by the number of property units leased to the Zhuhai KSO
15	Date: 1 January 2022  Parties: (a). Zhuhai KSO; and (b). Zhuhai Kingsoft	From 1 January 2022 to 31 December 2023	Zhuhai Kingsoft shall provide employee service apartment services comprising broadband, drinking water and apartment access services	The service fees shall be calculated based on RMB700 per unit multiplied by the number of property units leased to the Zhuhai KSO

No.	Date of and parties to the agreement	Term of the agreement	Subject matter	Pricing terms
16	Date: 1 January 2020  Parties: (a). Zhuhai Qiwen KSO; and (b). Zhuhai Kingsoft	From 1 January 2020 to 31 December 2023	Zhuhai Kingsoft shall provide office administrative services, information technology office services and other office related services to Zhuhai Qiwen KSO  Zhuhai Kingsoft shall also provide shuttle bus services to the employees of Zhuhai Qiwen KSO	The monthly service fees under the agreement shall be calculated based on RMB257 per person multiplied by the number of employees (including interns) work at Zhuhai Kingsoft Business Park in the relevant month  With respect to the shuttle bus services, the fees shall be calculated based on RMB20 per person per day
17	Date: 1 January 2022  Parties: (a). KSO; and (b). Beijing Kingsoft	From 1 January 2022 to 31 December 2023	Beijing Kingsoft shall provide office services including, among others, information office services and other daily office related services to KSO	The monthly service fees under the agreement shall be calculated based on the formula below:  RMB1.3 per sq. m per day x 365 days/12 months

The service fees under the relevant Service Agreements shall be paid on a monthly basis.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the pricing of the transactions under the relevant Service Agreements is determined after arm's-length negotiations between the parties thereto, taking into account the forecast demand for each service of the members of KSO Group during the term of the Service Agreements and the Group's individual service price, which is based on the Group's cost of providing such service and a reasonable profit margin acceptable by the market for similar services. The terms entered into with the KSO Group will be no less favourable than those of similar services between the Company and independent third parties during the same period.

### (c). Corporate Contract and Credit Terms Arrangement Agreement

No.	Date and Parties	Term of the agreement	Subject matter	Credit terms and settlement arrangement
18	Date: 1 December 2021  Parties: (a). KSO; and (b). Zhuhai Qingzhu	From 1 January 2022 to 31 December 2023	Zhuhai Qingzhu agreed to (i) provide guest room reservations at corporate or internal rates and the related services, (ii) conference facilities, and (iii) offer credit terms to KSO and ten related companies thereof	Zhuhai Qingzhu agreed to offer credit terms arrangement in the amount of (i) up to RMB300,000 per company to KSO and three related companies thereof; and (ii) up to RMB50,000 per company to the other seven related companies of KSO, subject to any additional related company by written notice from KSO and approved by Zhuhai Qingzhu  Zhuhai Qingzhu shall provide invoices to KSO on or before the sixth day of each month and such invoices shall be settled on or before 25th day of each month

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the pricing of the transactions under the Corporate Contract and Credit Terms Arrangement Agreement is determined after arm's-length negotiations between the parties thereto, taking into account the demand of KSO and its related companies during the term thereof and financial strengths of individual corporate client. The terms entered into with KSO will be no less favourable than those of similar terms between the Company and independent third parties during the same period.

### 3. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

KSO has been the long-term tenant of the Group. The terms and conditions of the Transactions are fair in the market, and the Transactions are expected to enhance the income of the Group.

The Directors (including independent non-executive Directors) are of the view that the Transactions are in the ordinary and usual course of business of the Group, on normal commercial terms, and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## **4. LISTING RULES IMPLICATIONS**

KSO is a subsidiary of the Company. Upon Completion, Mr. Jun LEI, a Director and substantial shareholder of the Company, controls approximately 11.33% equity interests of KSO. Therefore, KSO Group became connected subsidiaries of the Company by virtue of Rule 14A.16 of the Listing Rules.

Pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements (including publication of announcement and annual reporting) under Chapter 14A of the Listing Rules in respect of the Transactions. If the agreements governing the Transactions are renewed or their terms are amended, the Company will comply with all applicable reporting, announcement and, if applicable, independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **5. INFORMATION ON THE PARTIES**

The Group is principally engaged in the design, research and development, and sales and marketing of the office software products and services of WPS Office; and research and development of games, and the provision of PC games and mobile games services.

Beijing Kingsoft is a company incorporated in the PRC and a subsidiary of the Company. Beijing Kingsoft is mainly engaged in provision of premises leasing and logistics services for members of the Group in Beijing.

Chengdu Season is a company incorporated in the PRC and a subsidiary of the Company. Chengdu Season is mainly engaged in research and development and operation of games.

Wuhan Kingsoft is a company incorporated in the PRC and a subsidiary of the Company. Wuhan Kingsoft is mainly engaged in provision of premises leasing and logistics services for members of the Group in Wuhan.

Zhuhai Kingsoft is a company incorporated in the PRC and a subsidiary of the Company. Zhuhai Kingsoft is mainly engaged in provision of premises leasing and logistics services for members of the Group in Zhuhai.

Zhuhai Qingzhu is a company incorporated in the PRC and a subsidiary of the Company. Zhuhai Qingzhu is mainly engaged in provision of guest room services and catering services.

KSO is a joint stock company incorporated in the PRC with limited liability and a subsidiary of the Company, whose shares are listed on the SSE STAR Market (stock code: 688111). KSO Group is primarily engaged in design, research and development, and sales and marketing of the office software products and services of WPS Office.

Sichuan KSO is a company incorporated in the PRC and a subsidiary of KSO, which is mainly engaged in sales and marketing of the office software products and services of WPS Office.



Wuhan KSO is a company incorporated in the PRC and a subsidiary of KSO, which is mainly engaged in sales and marketing of the office software products and services of WPS Office.

Zhuhai KSO is a company incorporated in the PRC with limited liability and a subsidiary of KSO, which is mainly engaged in WPS office software research and development, sales and technical services.

Zhuhai Qiwen KSO is a company incorporated in the PRC with limited liability and a subsidiary of KSO, which is mainly engaged in WPS office software research and development, sales and business services.

## 6. DEFINITIONS

“Beijing Kingsoft”	Beijing Kingsoft Software Co., Ltd.*(北京金山軟件有限公司), a subsidiary of the Company
“Beijing Kingsoft Qiwen”	Beijing Kingsoft Qiwen Enterprise Management Consulting Company Limited* (北京金山奇文企業管理諮詢有限責任公司), a company wholly owned by Mr. Jun LEI
“Board”	the board of Directors of the Company
“Chengdu Season”	Chengdu Season Game Technology Co., Ltd.* (成都西山居世遊科技有限公司), a subsidiary of the Company
“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
“Completion”	completion of the transfer of partnership interests in the relevant Qiwen Entities and the change of general partner or co-general partners of Qiwen Entities (as the case may be)
“connected subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“Corporate Contract and Credit Terms Arrangement Agreement”	the corporate contract and credit terms arrangement agreement entered into between KSO and Zhuhai Qingzhu in relation to the guest room corporate rates and credit terms offered by Zhuhai Qingzhu to KSO
“Director(s)”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“KSO”	Beijing Kingsoft Office Software Co., Ltd.* (北京金山辦公軟件股份有限公司), a subsidiary of the Company, whose shares are listed on the SSE STAR Market (stock code: 688111)
“KSO Group”	KSO and its subsidiaries
“Lease Agreements”	certain lease agreements entered into between Zhuhai Kingsoft (as the lessor) and Zhuhai KSO (as the lessee) in relation to the leases of the relevant premises for office, employee dormitory and warehouse use
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Qiwen Entities”	nineteen limited partnerships established in PRC, being the employee stock ownership platforms of KSO namely, Tianjin Qiwen Yiwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文一維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Erwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文二維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Sanwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文三維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Siwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文四維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Wuwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文五維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Liuwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文六維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Qiwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文七維企業管理諮詢合夥企業 (有限合夥)), Tianjin Qiwen Jiuwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文九維企業管理諮詢合夥企業 (有限合夥)) and Tianjin Qiwen Shiwei Enterprises Consulting Partnership (Limited Partnership)* (天津奇文十維企業管理諮詢合夥企業 (有限合夥))
“RMB”	Renminbi, the lawful currency of the PRC
“Service Agreements”	certain service agreements entered into between the subsidiaries of the Company and members of the KSO Group in relation to the provision of relevant office and accommodation services

“Sichuan KSO”	Sichuan Kingsoft Office Software Co., Ltd.* (四川金山辦公軟件有限公司), a subsidiary of KSO
“SSE STAR Market”	the science and technology innovation board of the Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Transactions”	transactions contemplated under the Lease Agreements, Services Agreement and Corporate Contract and Credit Terms Arrangement Agreement
“Wuhan Kingsoft”	Wuhan Kingsoft Software Co., Ltd.* (武漢金山軟件有限公司), a subsidiary of the Company
“Wuhan KSO”	Wuhan Kingsoft Office Software Co., Ltd.* (武漢金山辦公軟件有限公司), a subsidiary of KSO
“Zhuhai Kingsoft”	Zhuhai Kingsoft Software Co., Ltd.* (珠海金山軟件有限公司), a subsidiary of the Company
“Zhuhai KSO”	Zhuhai Kingsoft Office Software Co., Ltd.* (珠海金山辦公軟件有限公司), a subsidiary of KSO
“Zhuhai Qiwen KSO”	Zhuhai Qiwen Kingsoft Software Office Co., Ltd.* (珠海奇文辦公軟件有限公司), a subsidiary of KSO
“Zhuhai Qingzhu”	Zhuhai Qingzhu Management Services Co., Ltd.* (珠海青竹管理服務有限公司), a subsidiary of the Company
“%”	per cent

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

Hong Kong, 28 September 2022

*As at the date of this announcement, the Executive Director is Mr. Tao ZOU; the Non-executive Directors are Messrs. Jun LEI, Pak Kwan KAU and Leiwen YAO; the Independent Non-executive Directors are Messrs. Shun Tak WONG, David Yuen Kwan TANG and Ms. Wenjie WU.*

\* For identification purpose only