

Kingsoft Corporation Limited

(the “Company”, together with its subsidiaries, the “Group”)

Terms of Reference for the Environmental, Social and Governance Committee

(Adopted by a resolution of the board of directors of the Company passed on 23 March, 2021)

Constitution

1. The board of directors (the “**Board**”) of the Company hereby resolves to establish a committee of the Board to be known as the Environmental, Social and Governance (“**ESG**”) Committee (the “**Committee**”).

Membership

2. The members of the Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company.

Chairman

3. The Board shall appoint the chairman of the Committee (the “**Chairman**”).
4. The Chairman shall be the chairman of the Board or an independent non-executive director.
5. The Chairman has the responsibility of liaising with the Board and shall chair the meetings of the Committee.
6. In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meetings of the Committee.

Secretary

7. The Company secretary shall be the secretary of the Committee (the “**Secretary**”).
8. The Secretary or his/her delegate shall attend meetings of the Committee to take minutes.
9. In the absence of the Secretary, the members present at the meeting shall elect another person as the Secretary.

Authority

10. The Committee is authorized by the Board to obtain external legal or other independent professional advice and to secure the attendance of external professionals with relevant experience and expertise if it considers necessary.

Duties

11. The duties of the Committee include:
 - (a) to recommend and review the group's ESG management policies, vision, strategies and goals, and submit to the Board for approval;
 - (b) to identify ESG-related matters that are significant to the operation of the Group and/or the interests of other stakeholders, and evaluate and determine the Group's ESG-related risks and opportunities, such as determine the criteria of selecting material ESG factors, identify and continuously review the list of material ESG factors, and determine the risks and opportunities that material ESG factors will bring to the Group;
 - (c) to approve and review ESG-related policies and to review and evaluate the adequacy and effectiveness of ESG risk management and internal control systems;
 - (d) to review the Group's performance periodically against ESG-related goals and targets and its progress;
 - (e) to review disclosures in the Group's ESG report to ensure its compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to recommend it to the Board for approval and to recommend specific actions or decisions for the Board to consider;
 - (f) other matters authorized by the Board in relation to ESG; and
 - (g) to make recommendations and report to the Board on above material matters.

Quorum

12. The quorum of a meeting shall be two members.
13. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflict of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.

14. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The procedures for convening the meetings, means of voting and resolutions passed at the meetings shall comply with applicable laws, regulations, the Memorandum and Articles of Association of the Company, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and this Terms of Reference.

Frequency of meetings

15. Meetings shall be held not less than once a year.

Notices of Meetings

16. Meetings of the Committee shall be summoned by the Secretary or at the request of any of its members.
17. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and to any other person required to attend:
 - (a) in relation to all regular meetings of the Committee, at least before the date of the meeting; and
 - (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.

Supporting papers shall be sent to Committee members and to other attendees as appropriate, before 2 days prior to the meeting.

18. Any member of the Committee shall be entitled, by notice to the Secretary, to include other matters relevant to the functions of the Committee in the agenda of a meeting of the Committee.

Attendance at meetings

19. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication.
20. Should any member of the Committee wish to attend a meeting through electronic communications, prior arrangements shall be made with the Secretary.

Minutes of Meetings

21. The Secretary (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.

22. The minutes of the Committee meetings shall be sent to all Committee members for their review and comments within a reasonable time after the meeting. Once agreed, the Secretary shall circulate the minutes and reports of the Committee to all members of the Committee.
23. Minutes of the Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Committee or other members of the Board at any reasonable time on reasonable notice.

Reporting Responsibilities

24. The Chairman of the Committee shall report formally to the Board in accordance with procedures after each meeting on all matters within its duties and responsibilities.
25. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its authority where action or improvement is needed.

Others

26. The Committee shall have access to sufficient resources in order to discharge its duties. In the event that the Committee determines that it has insufficient resources, it may make a request for additional resources to the Board through the Secretary. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.
27. All members of the Committee shall have access to the advice and services of the Secretary with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.
28. In the event that the Committee or any member of the Committee requires access to independent professional advice in connection with its/his/her duties, a request may be made to the Secretary. All such requests shall be paid by the Company's expense.
29. At the expense of the Company, every newly appointed member of the Committee shall be given a comprehensive, formal and tailored induction on the first occasion of his/her appointment, and followed by briefing and professional development training as necessary, to ensure that he/she has a proper understanding of the operations and business of the Company and that he/she is fully aware of his/her responsibilities as a member of the Committee.
30. Every member of the Committee shall give sufficient time and attention to his/her duties as a member of the Committee. He/she shall give the Company the benefit of his skills and expertise through regular attendance and active participation in the meetings.
31. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.