



# Kingsoft Corporation Limited

## 金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 27 FEBRUARY 2018

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares  
of US\$0.0005 each in the capital of Kingsoft Corporation Limited (the “**Company**”), HEREBY APPOINT <sup>(Note 3)</sup>

of \_\_\_\_\_  
or failing him, the Chairman of the EGM, as my/our proxy to attend, act and vote for me/us and at the Extraordinary General Meeting of the Company to be held on Tuesday, 27 February 2018 at 2:00 p.m. (the “**EGM**”) (or at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolutions set out in the notice of EGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

| ORDINARY RESOLUTION  | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|--|-------------------------|-----------------------------|
| <p><b>THAT</b></p> <p>(i) the share purchase agreement dated 28 December 2017 entered into by the Company, Precious Steed Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and Precious Steed Limited agreed to subscribe for 58,922,728 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$50 million, respectively, a copy of which has been produced to the EGM marked “1” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;</p> <p>(ii) the share purchase agreement dated 28 December 2017 entered into by the Company, Shunwei Growth III Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and Shunwei Growth III Limited agreed to subscribe for 11,784,546 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$10 million, respectively, a copy of which has been produced to the EGM marked “2” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;</p> <p>(iii) the share purchase agreement dated 28 December 2017 entered into by the Company, LIYUE JINSHI INVESTMENT L.P., Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and LIYUE JINSHI INVESTMENT L.P. agreed to subscribe for 58,922,728 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$50 million, respectively, a copy of which has been produced to the EGM marked “3” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;</p> <p>(iv) the share purchase agreement dated 29 January 2018 entered into by the Company, FutureX Capital Limited, Kingsoft Cloud Holdings Limited and its subsidiaries, Autogold Limited and Mr. Yulin WANG, pursuant to which, among others, Kingsoft Cloud Holdings Limited agreed to issue and each of the Company and FutureX Capital Limited agreed to subscribe for 114,971,205 series D preferred shares of Kingsoft Cloud Holdings Limited at a respective consideration US\$100 million, respectively, a copy of which has been produced to the EGM marked “4” and signed by the chairman of the EGM for the purposes of identification, and the terms and conditions thereof and all transactions contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed;</p> <p>and</p> |                         |                             |

| ORDINARY RESOLUTION   | For <sup>(Note 4)</sup> | Against <sup>(Note 4)</sup> |
|---|-------------------------|-----------------------------|
| (v) any one Director be and is hereby authorised for and on behalf of the Company to take all steps necessary or expedient in his opinion to implement and/or give effect to the terms of the above share purchase agreements and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company. |                         |                             |

Dated: this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

**Important: You should read the circular of the Company dated 6 February 2018 before appointing a proxy.**

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this Form of Proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL, SUBJECT TO THE LIMITATION AS HEREINAFTER MENTIONED, ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its seal or under the hand of an officer, attorney or other person duly authorised.
6. In the case of joint holders, any one of such joint holders may vote, either in person or by proxy, at the meeting, but if more than one of the joint holders are present at the meeting, the vote of the senior who tenders a vote, either in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In order to be valid, this 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 EGM or the adjourned meeting (as the case may be).
8. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the Form of Proxy will not preclude you from attending and voting at the EGM if you so wish.
10. Voting for the ordinary resolutions set out in the notice will be taken by poll.