



# 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 THURSDAY, 2 JANUARY 2014

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 at Kingsoft Tower, No. 8 Lianshan Alley, Jingshan Road, Jida, Zhuhai, Guangdong, the PRC at 1:00 p.m. on Thursday, 2 January 2014 (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 RESOLUTIONS		For <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	THAT, the equity incentive scheme of Kingsoft Internet Software Holdings Limited (the “ <b>KIS Scheme</b> ”), the terms of which are contained in the document marked “A” produced to the meeting and for the purpose of identification signed by the Chairman of the meeting be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the KIS Scheme.		
2.	THAT, the share option scheme of Kingsoft Japan Inc. (the “ <b>Kingsoft Japan Scheme</b> ”), the terms of which are contained in the document marked “B” produced to the meeting and for the purpose of identification signed by the Chairman of the meeting be and is hereby approved and adopted and the directors of the Company be and are hereby authorised to execute such documents and take such action as they deem appropriate to implement and give effect to the Kingsoft Japan Scheme.		

Dated: this \_\_\_\_\_ day of \_\_\_\_\_ 2013                      Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

**Important: You should read the circular of the Company dated 16 December 2013 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.