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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**EGM**”) of Kingsoft Corporation Limited (the “**Company**”) will be held at Kingsoft Tower, No. 33 Xiaoying West Road, Haidian District, Beijing, the PRC on Friday, 29 September 2017 at 2:00 p.m. to consider and, if thought fit, passing the following ordinary resolutions of the Company. Unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 14 September 2017 (the “**Circular**”):

ORDINARY RESOLUTION

“**THAT**

- (i) the voting proxy agreement dated 12 February 2017 entered into between the Company and Mr. FU Sheng in relation to the delegation of part of the Company’s voting power in Cheetah Mobile Inc. to Mr. FU Sheng with effect from 1 October 2017, 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;
- (ii) the capital injection agreement dated 26 May 2017 entered into among Beijing Kingsoft Internet Security Software Co., Ltd., Pingtan Dingfu Investment Management Co., Ltd., Beijing Kangyuan Heart Management Consulting Centre, Limited Partnership, Beijing OrionStar Technology Co., Ltd., Mr. FU Sheng, Beijing Shougang Fund Co., Ltd., Tianjin Purple Cow Asset Management Limited Partnership and ZHANG Wenlong in relation to, among other things, the proposed investment by Beijing Kingsoft Internet Security Software Co., Ltd. in Beijing OrionStar Technology Co., Ltd., 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 (including the grant of Mr. FU’s Option and the possible transactions contemplated thereunder) contemplated thereunder and the implementation thereof and any other agreements or documents in connection herewith be and are hereby approved, ratified and confirmed; and

(iii) 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 voting proxy agreement dated 12 February 2017 and the capital injection agreement dated 26 May 2017 and to agree such variations, amendments or waivers thereof as are, in the opinion of such Director, in the interests of the Company.”

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

Hong Kong, 14 September 2017

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

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company but must attend the meeting in person to represent you. If more than one proxy is so appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
2. 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).
3. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. Pursuant to Rule 13.39(4) of the Listing Rules, 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.

As at the date of this announcement, the executive Directors are Messrs. Tao ZOU and Yuk Keung NG; the non-executive Directors are Messrs. Jun LEI, Pak Kwan KAU and Chi Ping LAU; the independent non-executive Directors are Messrs. Shun Tak WONG, David Yuen Kwan TANG, and Ms. Wenjie WU.