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If you have sold or transferred all your shares in **Kingsoft Corporation Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
DIRECTORS SERVING MORE THAN NINE YEARS;
(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND
RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;
(4) ADOPTION OF THE 2023 BKOS SHARE INCENTIVE SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Kingsoft Corporation Limited to be held at Kingsoft Software Park, No. 329 Qiandaohuan Road, Tangjiawan Town, Zhuhai, Guangdong, the PRC on 24 May 2023 at 10:30 a.m. is set out on pages 83 to 87 of this circular. A proxy form for your use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the meeting should you so desire.

Hong Kong, 28 April 2023

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context requires otherwise:

“2021 BKOS Share Incentive Scheme”	the 2021 restricted share incentive scheme in its present or any amended form as adopted by BKOS on 2 June 2021, with a maximum scheme limit of 870,000 shares of BKOS, the details of which are set out in the announcement of BKOS dated 13 May 2021
“2022 BKOS Share Incentive Scheme”	the 2022 restricted share incentive scheme in its present or any amended form as adopted by BKOS on 28 April 2022, with a maximum scheme limit of 1,000,000 shares of BKOS, the details of which are set out in the announcement of BKOS dated 24 March 2022
“2023 BKOS Share Incentive Scheme”	the restricted share incentive scheme to be adopted by BKOS, subject to the approval of the Shareholders and the BKOS Shareholders
“Adoption Date”	24 May 2023, the date on which 2023 BKOS Share Incentive Scheme is approved by the Shareholders at the Annual General Meeting
“Amended and Restated M&A”	the amended and restated memorandum and articles of association of the Company proposed to be adopted by the Company by passing of a special resolution of Shareholders at the Annual General Meeting with the Proposed Amendments incorporated
“Annual General Meeting”	the annual general meeting of the Company to be held at Kingsoft Software Park, No. 329 Qiandaohuan Road, Tangjiawan Town, Zhuhai, Guangdong, the PRC on 24 May 2023 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company (as amended, supplemented or modified from time to time)
“BKOS”	Beijing Kingsoft Office Software, Inc. (北京金山辦公軟件股份有限公司), a limited liability company incorporated in the PRC, in which the Company owns 52.68% as of the date of this circular and whose shares are listed on the SSE STAR Market (stock code: 688111)
“BKOS Board”	the board of directors of BKOS
“BKOS Group”	BKOS and its subsidiaries
“BKOS Remuneration Committee”	the remuneration and appraisal committee of BKOS
“BKOS Shareholders”	the shareholders of BKOS
“Board”	the board of the Directors
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended or supplemented from time to time

DEFINITIONS

“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
“Director(s)”	the director(s) of the Company
“First Grant”	the proposed first grant of no less than 80% of the maximum scheme limit under the 2023 BKOS Share Incentive Scheme
“Grant Price”	the price of each Restricted Share granted to the Participants
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended, supplemented or modified from time to time)
“Management Measures”	the Management Measures for Share Incentive Scheme Adopted by Listed Companies (上市公司股權激勵管理辦法)
“Memorandum of Association”	the existing memorandum of association of the Company (as amended, supplemented or modified from time to time)
“Participants”	the participant(s) of the 2023 BKOS Share Incentive Scheme, including certain senior management, core management personnel and technical backbones of the BKOS Group, but excluding the BKOS’ independent directors, supervisors, shareholders who individually or collectively hold 5% or more of the shares of BKOS, and de facto controllers of BKOS and their spouses, parents, children
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular only, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“principal subsidiary”	has the meaning ascribed to it under the Listing Rules
“Proposed Amendments”	the proposed amendments to the Memorandum of Association and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase, during the period as set out in the Repurchase Resolution, the Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution

DEFINITIONS

“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution 6 of the notice of the Annual General Meeting
“Reserved Grant”	the reserved grant of no more than 20% of the maximum scheme limit under the 2023 BKOS Share Incentive Scheme
“Restricted Shares”	the A shares of BKOS to be granted to the Participants according to the terms and conditions stipulated in the 2023 BKOS Share Incentive Scheme, which shall only be delivered by the BKOS when the relevant performance targets as stipulated in the 2023 BKOS Share Incentive Scheme are satisfied
“RMB”	Renminbi, the lawful currency of the PRC
“Scheme Rules”	the rules of the 2023 BKOS Share Incentive Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or modified from time to time)
“Share(s)”	share(s) of US\$0.0005 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in resolution 5 up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“SSE STAR Market”	the science and technology innovation board of the Shanghai Stock Exchange
“STAR Market Listing Rules”	the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	has the meaning as ascribed thereto in the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong (as amended, supplemented or modified from time to time)
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	percent



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

Directors:

Executive Director

Mr. Tao ZOU

Non-executive Directors

Mr. Jun LEI (*Chairman*)

Mr. Pak Kwan KAU

Mr. Leiwen YAO

Independent Non-executive Directors

Mr. Shun Tak WONG

Mr. Zuotao CHEN

Ms. Wenjie WU

Registered Office

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

Principal Place of Business

in Hong Kong

Suite 3208, 32/F, Tower 5

The Gateway, Harbour City

Tsim Sha Tsui, Kowloon

Hong Kong

Hong Kong, 28 April 2023

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS
AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE
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(3) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND
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(4) ADOPTION OF THE 2023 BKOS SHARE INCENTIVE SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to, among other things, (i) the proposed Share Issue Mandate and the extension of the Share Issue Mandate; (ii) the proposed Repurchase Mandate; (iii) the proposed re-election of retiring Directors; (iv) the proposed amendments to the existing Memorandum of Association and Articles of Association and the adoption of the Amended and Restated M&A; and (v) the proposal for adoption of the 2023 BKOS Share Incentive Scheme.

LETTER FROM THE CHAIRMAN

GENERAL MANDATE TO ISSUE SHARES

On 25 May 2022, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any Shares, approval is being sought from the Shareholders at the Annual General Meeting to grant the Share Issue Mandate to the Directors to allot or issue new Shares equal in aggregate up to 20% of the issued share capital of the Company at the date of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,362,895,717 Shares. Subject to the passing of the resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the resolution approving the Share Issue Mandate to issue a maximum of 272,579,143 Shares, representing no more than 20% of the issued share capital of the Company as at the Latest Practicable Date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions as referred to in resolutions 5 and 7, respectively, of the notice of Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 25 May 2022, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to repurchase any Shares, approval is being sought from the Shareholders at the Annual General Meeting to grant the Repurchase Mandate to the Directors to repurchase the Shares equal in aggregate up to 10% of the issued share capital of the Company at the date of the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,362,895,717 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the date of passing of the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 136,289,571 Shares, representing no more than 10% of the issued share capital of the Company as at the Latest Practicable Date.

An explanatory statement as required under the Listing Rules to provide the required information in relation to the Repurchase Mandate is set out in **Appendix I** to this circular.

LETTER FROM THE CHAIRMAN

RE-ELECTION OF THE RETIRING DIRECTORS AND CONTINUOUS APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS SERVING MORE THAN NINE YEARS

The Board currently comprises seven Directors, of which one is executive Director, namely Mr. Tao ZOU; three are non-executive Directors, namely Messrs. Jun LEI, Pak Kwan KAU and Leiwen YAO; and three are independent non-executive Directors, namely Messrs. Shun Tak WONG and Zuotao CHEN and Ms. Wenjie WU.

Pursuant to Article 108(a) of the Articles of Association, Mr. Jun LEI, Mr. Shun Tak WONG and Ms. Wenjie WU, who are Directors longest in office since their last re-election, will retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election. According to Article 111 of the Articles of Association, Messrs. Leiwen YAO and Zuotao CHEN, who are Directors appointed to fill a casual vacancies shall hold office until next general meeting of the Company and will then be eligible for re-election.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, if an independent non-executive director serves an issuer for more than nine years, any further appointment of such an independent non-executive director should be subject to a separate resolution to be approved by the shareholders. Ms. Wenjie WU is an independent non-executive Director. Upon the conclusion of the Annual General Meeting, Ms. Wenjie WU has served on the Board for more than nine years. Therefore, a separate resolution will be proposed for her continuous appointment at the Annual General Meeting. The Company has received annual written confirmation from Ms. Wenjie WU, confirming her independence in accordance with Rule 3.13 of the Listing Rules. Further, throughout her directorship with the Company, Ms. Wenjie WU has participated in Board meetings to give impartial advice and exercise independent judgement, served on various committees of the Board, but has never engaged in any executive management. Based on the above, taking into account of the independent nature of their roles and duties in the past years, the Board considers Ms. Wenjie WU to be independent under the Listing Rules despite the fact that she has served the Board for more than nine years. The Directors also believe that the continuous appointment of Ms. Wenjie WU as independent non-executive Director will facilitate to maintain the stability of the Board as Ms. Wenjie WU has, over time, gained valuable insights into the business strategy and policies of the Group.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in **Appendix II** to this circular.

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED AND RESTATED M&A

Reference is made to the Company's announcement dated 20 April 2023 in relation to the Proposed Amendments to the existing Memorandum of Association and Articles of Association.

A special resolution will be proposed at the Annual General Meeting to approve the Proposed Amendments and the adoption of the Amended and Restated M&A, in order to, inter alia, (i) bring the existing Memorandum of Association and Articles of Association in alignment with the Core Shareholder Protection Standards as set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022 and the applicable laws of the Cayman Islands; (ii) making other house keeping amendments, including corresponding amendments in line with the above Proposed Amendments; and (iii) update and clarify provisions where it is considered desirable. In view of the number of the Proposed Amendments, the Board proposes to adopt the Amended and Restated M&A in substitution for, and to the exclusion of, the existing Memorandum of Association and Articles of Association.

LETTER FROM THE CHAIRMAN

Details of the Proposed Amendments (other than certain clerical changes to correct a patent error) are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Amended and Restated M&A (incorporating the Proposed Amendments) are not inconsistent with the laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the Proposed Amendments, Shareholders are advised that the Amended and Restated M&A are written in English only and there is no official Chinese translation. The Chinese translation of the Amended and Restated M&A is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

ADOPTION OF THE 2023 BKOS SHARE INCENTIVE SCHEME

Adoption of the 2023 BKOS Share Incentive Scheme

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve and adopt the 2023 BKOS Share Incentive Scheme. The full text of the 2023 BKOS Share Incentive Scheme is set out in Appendix IV to this circular. The 2023 BKOS Share Incentive Scheme was prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version of the 2023 BKOS Share Incentive Scheme, the Chinese version shall prevail.

The adoption of the 2023 BKOS Share Incentive Scheme is conditional upon, among other things, (i) the approval by the BKOS Board; (ii) the approval of the BKOS Shareholders; and (iii) the approval of the Shareholders at the Annual General Meeting to be convened for the purpose of considering and, if thought fit, approving, among other things, the adoption of the 2023 BKOS Share Incentive Scheme. Subject to the satisfaction of the aforementioned conditions, the 2023 BKOS Share Incentive Scheme shall become effective upon the date of the First Grant and shall be valid until the date on which all Restricted Shares granted to the Participants (have vested or have lapsed) provided that such period shall not exceed 60 months.

Background

BKOS is a company incorporated in the PRC with limited liability, whose shares are listed on the SSE STAR Market (stock code: 688111). BKOS is owned as to 52.68% by the Company as of the date of this circular and BKOS is considered as a principal subsidiary of the Company. The 2023 BKOS Share Incentive Scheme will therefore constitute a share scheme under Chapter 17 of the Listing Rules, which applies to the share scheme of a principal subsidiary of a listed issuer.

The shares which are subject to the Restricted Shares granted under the 2023 BKOS Share Incentive Scheme will be the listed shares of BKOS on the SSE STAR Market, not the Company's Shares listed on the Main Board of the Stock Exchange.

Purpose of the 2023 BKOS Share Incentive Scheme and Participants

The purpose of the 2023 BKOS Share Incentive Scheme is to improve BKOS's long-term incentive mechanism, attract and retain outstanding personnel, fully mobilise the enthusiasm of BKOS's employees, effectively align the interests of the BKOS Shareholders, BKOS and the core teams, and enable all parties to jointly contribute to the long-term development of the BKOS Group.

LETTER FROM THE CHAIRMAN

As set out in Appendix IV to this circular, the Participants include certain senior management, core management personnel and technical backbones of the BKOS Group, who are instrumental to the success and long-term growth of the BKOS Group. All Participants must be employed or engaged by a member of the BKOS Group at the time of grant. The list of eligible Participants shall be prepared by the BKOS Remuneration Committee and verified and determined by the Supervisory Committee of BKOS. Participants exclude BKOS' independent directors, supervisors, shareholders who individually or collectively hold 5% or more of the shares of BKOS, and de facto controllers of BKOS and their spouses, parents, children. The eligibility of the Participants is consistent with the purpose of the 2023 BKOS Share Incentive Scheme, which enables BKOS to use share incentives to retain certain outstanding personnel employed with the BKOS Group.

The total number of Participants proposed for the First Grant under the 2023 BKOS Share Incentive Scheme is 157. If the circumstances of the Participants change before the actual grant of the Restricted Shares by the BKOS Board, the BKOS Board may make appropriate adjustments to the actual Participants. The Participants for the Reserved Grant shall be determined by the BKOS Board within 12 months from the date on which the 2023 BKOS Share Incentive Scheme is considered and approved at the general meeting of BKOS and the Company. The reserved interest shall lapse where the Participants for the Reserved Grant are not determined after 12 months from the aforesaid date. The Participants of the Reserved Grant shall be determined with reference to the standards of the First Grant.

Scheme Mandate Limit

As at the Latest Practicable Date, BKOS has a total of 461,264,990 shares in issue. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date and the Adoption Date, the maximum number of Restricted Shares to be issued to the Participants under the 2023 BKOS Share Incentive Scheme (assuming all Restricted Shares will vest and be deliverable) is 1,000,000 shares, representing approximately 0.22% of the issued share capital of BKOS as at the Latest Practicable Date. More specifically:

- **First Grant:** 800,400 Restricted Shares will be granted under the First Grant, which accounts for no less than 80.00% of the total Restricted Shares available under the 2023 BKOS Share Incentive Scheme; and
- **Reserved Grant:** 199,600 Restricted Shares will be granted under the Reserved Grant, which accounts for no more than 20.00% of the total Restricted Shares available under the 2023 BKOS Share Incentive Scheme.

As at the Latest Practicable Date, (i) save for the 2021 BKOS Share Incentive Scheme and the 2022 BKOS Share Incentive Scheme, BKOS has not adopted any other share incentive schemes; (ii) the total number of shares underlying the restricted shares granted and to be granted under all of the effective share incentive schemes of BKOS (including the 2023 BKOS Share Incentive Scheme, the 2022 BKOS Share Incentive Scheme and the 2021 BKOS Share Incentive Scheme, same below) is 1,870,000 shares, representing approximately 0.41% of the issued share capital of BKOS as at the Latest Practicable Date; (iii) the total maximum number of shares underlying the restricted shares granted and to be granted under all of the effective share incentive schemes of BKOS (whether vested or not) does not exceed 10% of the issued share capital of BKOS as at the Latest Practicable Date.

Grant Price and Basis of Determination of the Grant Price

The Grant Price of the Restricted Shares under the 2023 BKOS Share Incentive Scheme shall not be less than RMB150.00 per share, which represents 33.33% of the closing price of RMB450.11 per share of BKOS quoted on the trading day immediately preceding the date of announcement of the 2023 BKOS Share

LETTER FROM THE CHAIRMAN

Incentive Scheme. For details of the pricing methodology, please refer to Appendix IV to this circular. Subject to the control of the share-based payment expenses by BKOS, BKOS Board would be authorized to finalize the Grant Price based on the closing price of the shares of BKOS as at the date of grant, provided that the Grant Price shall not be less than RMB150.00 per share.

In the event of any capitalisation issue, bonus issue, sub-division, rights issue, share consolidation or dividend distribution of BKOS in the period from the date of announcement of the 2023 BKOS Share Incentive Scheme to the completion of Vesting and registration of Restricted Shares by the Participants, the Grant Price or the number of Restricted Shares to be granted/vested shall be adjusted in accordance with the relevant rules of the 2023 BKOS Share Incentive Scheme accordingly. For the avoidance of doubt, no adjustment will be made to the number of Restricted Shares to be granted/vested in the event of dividend distribution.

BKOS has arrived at the Grant Price and pricing methodology upon taking into account factors including the prevailing market price per share of the BKOS, the roles and responsibilities of the Participants, the effectiveness of the 2023 BKOS Share Incentive Scheme and the impact of the share payment costs of BKOS, with the fundamental aim of promoting the development of BKOS, and safeguarding the rights and interests of BKOS Shareholders, furthering stabilizing and motivating the core team with the principle of balance between incentives and restraints, providing an incentive and restraint mechanism and guaranteeing availability of talents for the long-term and stable development of BKOS, and reflecting the actual incentive needs of BKOS. The determination of the Grant Price is in line with the requirements under the STAR Market Listing Rules and the Management Measures as well as the market practice for determining Grant Price for Type II restricted shares, which can provide BKOS with sufficient flexibility to determine the Grant Price that can provide adequate incentive to the Participants to achieve the purpose of the 2023 BKOS Share Incentive Scheme.

Vesting and Performance Targets

The Restricted Shares under the First Grant will vest over a period of three years, while the Restricted Shares under the Reserved Grant will vest over a period of two or three years depending on the date of grant, all of which will be subject to a minimum vesting period of 12 months. The vesting arrangements are in line with market practice and can ensure employee loyalty over the long run and increase long-term sustainability for the business development of BKOS, and therefore is in line with the purpose of the 2023 BKOS Share Incentive Scheme. Vesting of the Restricted Shares is subject to the achievement of certain pre-established performance targets, such as the growth rate of revenue and the growth rate of revenue from institution subscription and services business of BKOS at BKOS level and individual performance assessment at the Participants level.

The revenue and revenue from institution subscription and services business are selected as the performance assessment indicators at BKOS level, which are the core financial indicators and revenue composition indicators of BKOS and therefore in line with the purpose of the 2023 BKOS Share Incentive Scheme. BKOS is a leading provider of the office software and services in the PRC, principally engaged in design, research and development and sales and marketing of the office software products and services of WPS Office. Revenue is the principal operating results and a crucial guarantee for BKOS to improve profitability. The growth rate of revenue reflects BKOS's development capability and industry competitiveness. The subscription-based business model can greatly improve customer stickiness, revenue certainty, and provide continuous and stable cash flow. Using revenue from institution subscription and services business as performance assessment indicator at BKOS level requires BKOS to continuously improve the penetration of WPS Office at all levels of users through measures such as improving the

LETTER FROM THE CHAIRMAN

product system, improving service experience, and broadening ecological channels, and actively promote the transformation of domestic institutional customers from the traditional independent end office to cloud and collaborative office.

Clawback

If the Participants violate the laws and professional ethics, leak confidential information of BKOS, and are negligent or gross misconduct in performance of duties which may cause serious damage to the interests or reputation of BKOS, upon being reviewed by the BKOS Remuneration Committee and reported to the BKOS Board for approval, the Restricted Shares that have been granted to Participants but not yet vested shall not be vested and shall lapse and be canceled by BKOS. At the same time, in the event of serious circumstances, BKOS may also recover the losses suffered by BKOS in accordance with relevant laws and regulations. The clawback mechanism provides an option for BKOS to clawback the share incentives granted to the Participants culpable of misconduct and is in line with the purpose of the 2023 BKOS Share Incentive Scheme and the interests of BKOS and its shareholders as a whole.

For details of the 2023 BKOS Share Incentive Scheme, please refer to Appendix IV to this circular.

Listing Rules Implications

As BKOS is a principal subsidiary of the Company, the 2023 BKOS Share Incentive Scheme will be subject to the requirements under Chapter 17 of the Listing Rules, which applies to the share scheme of a principal subsidiary of a listed issuer.

To the best knowledge, belief and information of the Directors, having made all reasonable enquiries, none of the Participants will be a Director, chief executive or substantial shareholder of the Company or any of their respective associates as at the Latest Practicable Date. In the event that any grant under the 2023 BKOS Share Incentive Scheme (i) will result in the Restricted Shares granted to any Participant representing in aggregate over 1% of the issued share capital of BKOS in any 12-month period up to and including the relevant date of grant; and/or (ii) will result in the Restricted Shares granted to any Participant who is a Director, chief executive, substantial shareholder of the Company or any of their respective associates, representing in aggregate over 0.1% of the relevant class of shares in issue of BKOS in any 12-month period up to and including the relevant date of grant, the Company will comply with the relevant requirements under Chapter 17 of the Listing Rules and obtain the prior approval of the Shareholders.

Rule 17.03(13) of the Listing Rules requires that the scheme document must include a provision for adjustment to the exercise or purchase price and/or the number of shares subject to options or awards granted under the scheme in the event of a capitalisation issue, rights issue, sub-division or consolidation of shares or reduction of capital. Note to Rule 17.03(13) of the Listing Rules states that any adjustment required under Rule 17.03(13) must give the Participants the same proportion of the equity capital as that to which that person was previously entitled. The Company has applied for, and the Stock Exchange has granted, a waiver from strict compliance with the requirements under Rule 17.03(13) of the Listing Rules so as to enable the adjustments to grant price of the Restricted Shares granted under the 2023 BKOS Share Incentive Scheme in the event of dividend distribution on the basis that, among other things, (a) BKOS is a PRC company with its A shares listed on the SSE STAR Market, and the 2023 BKOS Share Incentive Scheme involves the issue of new A shares of BKOS only. Therefore, the 2023 BKOS Share Incentive Scheme must also comply with applicable PRC laws and regulations. As advised by the PRC legal advisers of BKOS for the 2023 BKOS Share Incentive Scheme, JunHe LLP, the adjustments to the grant price of Restricted Shares granted under the 2023 BKOS Share Incentive Scheme in the event of dividend distribution are required by Article 48 of the Management Measures; (b) the proposed adoption of the

LETTER FROM THE CHAIRMAN

2023 BKOS Share Incentive Scheme will be subject to the approval of (i) the Shareholders at the Annual General Meeting and (ii) the BKOS Shareholders, whereby the Shareholders will have the opportunity to fully consider and evaluate the terms of the 2023 BKOS Share Incentive Scheme based on its merits and the interest of the Shareholders will not be prejudiced; (c) the number of A shares proposed to be issued and granted by BKOS under the 2023 BKOS Share Incentive Scheme is 1,000,000 shares, representing only approximately 0.22% of the issued share capital of BKOS as at the Latest Practicable Date, and the dilution effect for the Company's interests under the 2023 BKOS Share Incentive Scheme is minimal; and (d) the Company believes that the adjustment to grant price of Restricted Shares granted under the 2023 BKOS Share Incentive Scheme in the event of dividend distribution will not adversely affect the interests of Shareholders.

The terms of the 2023 BKOS Share Incentive Scheme do not require BKOS to appoint any trustee for the purpose of administering the 2023 BKOS Share Incentive Scheme and, as at the Latest Practicable Date, BKOS does not intend to appoint a trustee to the 2023 BKOS Share Incentive Scheme. As such, there is no issue on whether any Director is a trustee of the 2023 BKOS Share Incentive Scheme or having a direct or indirect interest in the trustees of the 2023 BKOS Share Incentive Scheme.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Kingsoft Software Park, No. 329 Qiandaohuan Road, Tangjiawan Town, Zhuhai, Guangdong, the PRC on 24 May 2023 at 10:30 a.m. is set out on pages 83 to 87 of this circular.

To the best knowledge, belief and information of the Directors, having made all reasonable enquiries, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the proposed adoption of the 2023 BKOS Share Incentive Scheme at the Annual General Meeting. The Board confirms that to the best of their knowledge, belief and information having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

ACTION TO BE TAKEN

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting if you so desire.

LETTER FROM THE CHAIRMAN

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must 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. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(4) of the Listing Rules.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors believe that the resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Kingsoft Corporation Limited
Jun LEI
Chairman of the Board

This explanatory statement contains all the information required to be given to the Shareholders pursuant to Rule 10.06(1)(b) of the Listing Rules in connection with the proposed Repurchase Mandate, which is set out as follows:

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,362,895,717 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 136,289,571 Shares, representing no more than 10% of the issued share capital of the Company as at the date of the Latest Practicable Date.

REASONS FOR REPURCHASE

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association and Articles of Association, the Companies Law of the Cayman Islands and any other applicable law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2022 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

1. SHARES PRICES

The highest and lowest closing prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and for the month of April 2023 up to the Latest Practicable Date are as follows:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	26.85	21.10
May	26.35	21.60
June	32.25	26.45
July	30.40	26.25
August	26.35	21.75
September	24.05	20.90
October	23.75	18.36
November	26.40	22.60
December	27.00	23.75
2023		
January	29.85	27.80
February	32.60	25.85
March	40.10	26.30
April (up to the Latest Practicable Date)	41.80	34.35

2. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Jun LEI was deemed to be interested in 305,116,248 Shares of the Company, representing approximately 22.39% of the issued share capital of the Company. Among these 305,116,248 Shares, (i) 174,818,191 Shares were held by Color Link Management Limited, a BVI company owned as to 100% by Mr. Jun LEI; (ii) 35,298,057 Shares were held by a wholly owned subsidiary of Xiaomi Corporation, a company controlled by Mr. Jun LEI under the SFO; and (iii) 95,000,000 Shares were deemed to be interested by Mr. Jun LEI under the SFO because under a voting consent agreement and its supplemental agreement entered into by Mr. Jun LEI and Mr. Pak Kwan KAU, Mr. Pak Kwan KAU will vote in the same way as Mr. Jun LEI with these shares.

In the event that the Directors exercised in full the power to repurchase the Shares under the Repurchase Mandate, the interest of Mr. Jun LEI will be increased to approximately 24.88% of the issued share capital of the Company.

In view of this, such increase will not give rise to an obligation on the part of Mr. Jun LEI to make a mandatory offer under the Takeovers Code. As such, as at the Latest Practicable Date, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchases made under the Repurchase Mandate.

The Company has no present intention to repurchase Shares to such extent as to result in the number of Shares held by the public being reduced to less than 25%.

SHARES REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange during the six months preceding the Latest Practicable Date.

The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting in accordance with the Articles of Association:

Jun LEI, aged 53, is a non-executive Director, the Chairman of the Board, a member of the Remuneration Committee and the co-founder of the Company. Mr. LEI has been employed by us since 1992 and has played a key role in developing the operation of our Group and expanding our business operations. He had been our CEO since 1998, and under his leadership, we further expanded application software businesses into utilities software, internet security software and online games. He also played a major role in transforming our Group from a traditional software company into an on demand software company which extensively utilizes the internet. In December 2007, Mr. LEI relinquished his position as CEO, chief technology officer and president of the Company. In August 2008, Mr. LEI was re-designated from an executive Director to a non-executive Director. Mr. LEI was appointed as the Chairman of the Board of our Company on 5 July 2011. Mr. LEI is also a director of certain subsidiaries of the Company.

Mr. LEI co-founded Xiaomi Corporation (a company listed on the Stock Exchange in July 2018, Stock Code: 1810) with other partners in 2010, and currently is an executive director, the chairman, the CEO and a member of the Remuneration Committee. Since December 2011, Mr. LEI has served as a director of Kingsoft Office (SSE STAR Market: 688111). Since April 2015, Mr. LEI has been the chairman of the board of Kingsoft Cloud (NASDAQ: KC).

Mr. LEI graduated from Wuhan University in 1991 with a bachelor's degree in Computer Science. He has been a member of the board of Wuhan University since 2003.

Mr. LEI was elected as one of the top 10 economic personages of China in 2017 and one of 100 outstanding private entrepreneurs on the 40th anniversary of the China's reform and opening-up. In 2020, Mr. LEI was honored with title of "National Advanced Individual of Private Economy Fighting against COVID-19", title of "Beijing Model Worker" and title of "Outstanding Entrepreneur in the 30th Anniversary of Capital Market". In 2021, Mr. LEI was awarded the 11th "China Charity Award" by the Ministry of Civil Affairs of the People's Republic of China, ranked first in Forbes "2021 China's Best CEO List" and was selected as one of the "Top 10 News Figures of China's Private Economy in 2021". In November 2022, Mr. LEI ranked third in the "HENGCHANG SHAOFANG • Hurun China Philanthropy List 2022" with a total donation of RMB14.5 billion.

Mr. LEI is also a famous angel investor in China.

Mr. LEI has entered into a service contract as a non-executive Director with the Company. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Jun LEI was deemed to be interested in 305,116,248 Shares, representing approximately 22.39% of the issued share capital of the Company. Among these 305,116,248 Shares, (i) 174,818,191 Shares were held by Color Link Management Limited, a BVI company owned as to 100% by Mr. Jun LEI; (ii) 35,298,057 Shares were held by a wholly owned subsidiary of Xiaomi Corporation, a company controlled by Mr. Jun LEI under the SFO; and (iii) 95,000,000 Shares were deemed to be interested by Mr. Jun LEI under the SFO because under a voting consent agreement and its supplemental agreement entered into by Mr. Jun LEI and Mr. Pak Kwan KAU, Mr. Pak Kwan KAU will vote in the same way as Mr. Jun LEI with these shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. LEI (i) had not held any other positions with any members of the Group; (ii) was not related to any Director, senior management or substantial Shareholder or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. LEI has confirmed that there is no other information required to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his appointment as a non-executive director of the Company.

Mr. Leiwen YAO, aged 41, is a non-executive Director and a member of the Nomination Committee of the Company with effect from 23 August 2022. He is also a Vice General Manager of the Investment Department in Tencent Holdings Limited (“**Tencent**”, a company listed on the Stock Exchange, Stock Code: 700).

Mr. YAO joined Tencent in 2011 as a senior investment manager, and was promoted to the Vice General Manager of the Investment Department in Tencent in 2018, responsible for managing the investment, merger and acquisition activities in the high-tech and enterprise services sectors. Prior to joining Tencent, he was an investment director at Mindray, a global medical instrumentation developer, manufacturer and marketer, in charge of merger and acquisition activities in the healthcare sector. Prior to that, he worked at Deutsche Bank as an investment associate.

Mr. YAO received his bachelor’s degree in Economic Information Management and a master’s degree in Finance from the University of International Business and Economics, and his master’s degree in Business Administration from Institut Européen D’administration des Affaires (INSEAD).

Mr. YAO has entered into a service contract as a non-executive Director with the Company for a term of 3 years from 23 August 2022. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Under the service contract, Mr. YAO will not receive Director’s emoluments.

Save as disclosed above, as at the Latest Practicable Date, Mr. YAO (i) had not held any other positions with any members of the Group; (ii) was not related to any Director, senior management or substantial Shareholder or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. YAO has confirmed that there is no other information required to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his appointment as a non-executive director of the Company.

Shun Tak WONG, aged 62, is an independent non-executive Director. He is also a member of the Audit Committee and the Environmental, Social and Governance Committee, the chairman of the Nomination Committee and the chairman of the Remuneration Committee of the Company. Mr. WONG was a co-founder and acting as CFO of Rokid Corporation Ltd., an artificial intelligence devices design and development company. From June 2018, Mr. WONG is also an independent non-executive director and chairman of audit committee of Xiaomi Corporation (a company listed on the Stock Exchange in July 2018, Stock Code: 1810). He served as an executive Director and CFO of the Company from October 2011 to July 2012, and also acted as an independent non-executive Director, chairman of the Audit Committee and member of the Remuneration Committee of the Company from April 2007 to September 2011.

Mr. WONG was vice president for finance and corporate controller of Alibaba Group from August 2007 to September 2011, an enterprise which engages in internet-based businesses that includes business-to-business international trade, retail and payment platforms and data-centric cloud computing services. During his service with Alibaba Group, he also acted as chairman of Group Financial Control Committee of Alibaba Group.

Mr. WONG served as the CFO of Goodbaby Children Products Group (“**Goodbaby**”) from August 2003 to August 2007, a leading juvenile product manufacturer in China. Before joining Goodbaby, Mr. WONG worked as the vice president for finance in IDT International Limited, a company listed on the Stock Exchange, between September 2001 and July 2003.

In the past, Mr. WONG held key financial executive positions in various multi-nationals companies, including as the financial controller of AMF Bowling, Inc. From November 1996 to March 1998 and International Distillers China Ltd. from December 1993 to October 1996. Mr. WONG has extensive experience in financial control, operations, strategic planning and implementation, private equity investments and exit strategies.

Mr. WONG has a master’s degree in Finance from the University of Lancaster in the United Kingdom and a master’s degree in Accounting from Charles Stuart University in Australia. Mr. WONG is also a fellow CPA member of the Hong Kong Institute of Certified Public Accountants and a fellow CPA member of Australian Society of CPAs.

Mr. WONG confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. WONG (i) had not held any other positions with any members of the Group; (ii) was not related to any Director, senior management or substantial Shareholder or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. WONG has confirmed that there is no other information required to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to her appointment as an independent non-executive director of the Company.

Zuotao CHEN, aged 52, is an independent non-executive Director. Prior to joining the Company, Mr. CHEN also served as an independent director of Beijing Kingsoft Office Software, Inc. (北京金山辦公軟件股份有限公司, a company listed on the SSE STAR Market, stock code: 688111) from February 7, 2017 to April 28, 2022. Mr. CHEN is currently the executive director of Trench Investment Group Limited* (天壕投資集團有限公司), chairman of the board of Trench Environment Company Limited* (天壕環境股份有限公司, a company listed on Shenzhen Stock Exchange, stock code: 300332, “**Trench Environment**”), chairman of the board of Juchen Semiconductor Company Limited* (聚辰半導體股份有限公司, a company listed on the SSE STAR Market, stock code: 688123, “**Juchen**”), chairman of the board of Trench New Energy Company Limited* (天壕新能源股份有限公司, a company listed on NEEQ, stock code: 873866, “**Trench New Energy**”), chairman of the board of Hubei LuoJia Wutong Venture Capital Company Limited* (湖北珞珈梧桐創業投資有限公司), vice chairman of China Energy Conservation Association, vice chairman of Beijing Foreign Investment Enterprises Association, vice chairman of Beijing Energy Association, council member of Wuhan University.

Mr. CHEN focuses on investment in strategic emerging industries such as energy conservation and environmental protection, new energy, new materials, etc. He has rich experience in investment and corporate management, and has led and participated in the investment projects of, among others, Trench Environment, Juchen, Trench New Energy, Xiaomi Corporation (a company listed on Hong Kong Stock Exchange, stock code: 01810), Jingjin Equipment Inc.* (景津裝備股份有限公司, a company listed on Shanghai Stock Exchange, stock code: 603279), Beijing Yupont Electronic Power Technology Co., Ltd.* (北京煜邦電力技術股份有限公司, a company listed on the SSE STAR Market, stock code: 688597), Keli Sensing Technology (Ningbo) Co., Ltd.* (寧波柯力傳感科技股份有限公司, a company listed on Shanghai Stock Exchange, stock code: 603662), Windsun Science Technology Co., Ltd.* (新風光電子科技股份有限公司, a company listed on the SSE STAR Market, stock code: 688663.SH). Mr. CHEN graduated from the School of Management of Wuhan University, majority in business management in 1992 and obtained his EMBA from Wudaokou School Finance, Tsinghua University in 2017.

In 2010, 2011 and 2012, Mr. CHEN was selected by the Energy Conservation Service Industry Committee of the China Energy Conservation Association as one of the most popular figures in China's energy conservation service industry for three consecutive years, and was awarded the "Qing Nian Wu Si Jiang Zhang* (青年五四獎章)" by Wuhan University in 2011. In 2014, he was awarded the title of "Excellent Entrepreneur of Beijing". In 2015, he was awarded the title of "2015 Beijing Model Worker" by the Beijing Municipal Party Committee and Municipal Government, and in January 2016, he was awarded the title of "12th Five-Year Plan" Energy-saving Service Industry Figure of the Year by the Energy-saving Service Industry Committee of China Energy Conservation Association. In May 2017, Mr. CHEN was awarded the title of "Outstanding Alumni of Capital and Wisdom Returning to Wuhan" by the Wuhan Leading Group for Attracting Wisdom, and in December 2020, he was awarded the Ernst & Young Entrepreneur of the Year 2020 in China. In December 2021, Mr. CHEN was awarded the "Golden Quality — Outstanding Entrepreneur of 2021" by Shanghai Securities News, and in July 2022, he was awarded the Xiamen Investment and Investment Advisor by the Xiamen Municipal Party Committee and Municipal Government.

Mr. CHEN confirmed that he meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Mr. CHEN (i) has not held any other positions with any members of the Group; (ii) is not related to any Director, senior management or substantial Shareholder or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; (iv) has not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Mr. CHEN has confirmed that there is no other information required to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his appointment as an independent non-executive Director.

Wenjie WU, aged 48, is an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee and the Environmental, Social and Governance Committee of the Company. Ms. WU is currently an independent director of Xunlei Limited (NASDAQ: XNET). Ms. Wu served as an independent Director of BlueCity Holdings Ltd. From July 2020 to August 2022. Ms. WU served as the Chief Investment Officer of New Hope Group from November 2018 to February 2020. Ms. WU served as managing partner of Baidu Capital from November 2016 to November 2018. Ms. WU successively served as deputy CFO, CFO and CSO of Ctrip.com (NASDAQ: CTRP) from December 2011 to November 2016. Ms. WU was an equity research analyst covering China Internet and Media industries in Morgan Stanley Asia Limited and in Citigroup Global Markets Asia Limited from 2005 to 2011. Prior to that, Ms. WU worked for China Merchants Holdings (International) Company Limited (Stock Code: 0144), a company listed on the Stock Exchange for three years.

Ms. WU has a Ph.D. degree in Finance from the University of Hong Kong, a master's degree in Finance from the Hong Kong University of Science and Technology, and both a master's degree and a bachelor's degree in Economics from Nan Kai University, China. Ms. WU has been a Chartered Financial Analyst (CFA) since 2004.

Ms. WU confirmed that she meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, Ms. WU (i) had not held any other positions with any members of the Group; (ii) was not related to any Director, senior management or Shareholder or other members of the Group; (iii) was not interested in the Shares within the meaning of Part XV of the SFO; and (iv) had not held any other directorships in any other listed public companies in the last three years.

Save as disclosed above, Ms. WU has confirmed that there is no other information required to be brought to the attention of the Shareholders or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to her appointment as an independent non-executive director of the Company.

Ref No.	Before Amendment(s)	Proposed Amendment(s)
<u>THE COVER PAGE</u>		
Cover Page	(as adopted by a Special Resolution passed on 3 September 2007 with effect from 9 October 2007 being the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited)	(as adopted by a Special Resolution passed on 3 September 2007 with effect from 9 October 2007 being the date on which the shares of the Company are listed on The Stock Exchange of Hong Kong Limited [•] 2023)
Cover Page	APPLEBY 5511 The Center 99 Queen's Road Central Central Hong Kong	APPLEBY 5511 The Center 99 Queen's Road Central Central Hong Kong
<u>MEMORANDUM OF ASSOCIATION</u>		
Heading and throughout the Memorandum of Association	To amend “ the Companies Law (2007 Revision) ” to “ the Companies Act (as revised) ” and make consequential amendments to the corresponding provisions of the existing Memorandum of Association.	
2.	The registered office will be situate at the offices of Appleby Corporate Services (Cayman) Limited, Clifton House, 75 Fort Street, P.O. Box 1350 GT, George Town, Grand Cayman or at such other place in the Cayman Islands as the Directors may from time to time decide.	The registered office will be situate is situated at the offices of Appleby Corporate Services Maples Corporate Services Limited (Cayman) Limited, Clifton House, P.O. Box 309, Uglan House GT, George Town, Grand Cayman KY1-1104, Cayman Islands or at such other place in the Cayman Islands as the Directors may from time to time decide.
<u>ARTICLES OF ASSOCIATION</u>		
Heading, definition and throughout the Articles of Association	To amend “ the Companies Law (2007 Revision) ” to “ the Companies Act (as revised) ” and make consequential amendments to the corresponding provisions of the existing Articles of Association.	

Ref No.	Before Amendment(s)	Proposed Amendment(s)
1	—	<u>“black rainstorm warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong);</u>
1	—	<u>“close associate(s)” has the meaning given to it in the Listing Rules;</u>
1	“Companies Ordinance” means the Companies Ordinance, Cap. 32 of the Laws of Hong Kong as amended from time to time;	“Companies Ordinance” means the Companies Ordinance, Cap. 32 <u>622</u> of the Laws of Hong Kong as amended from time to time;
1	—	<u>“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong);</u>
1	—	<u>“Vice Chairman” means, except where the context otherwise requires, the vice chairman presiding at any meeting of Shareholders or of the Board in the absence of the Chairman;</u>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
1	<p>At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which not less than 21 days' notice, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</p>	<p>At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of Shareholders representing not less than $\frac{3}{4}$ of the votes cast by voting rights of such Shareholders as, being entitled or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which not less than 21 days' notice, specifying (without prejudice to the power contained in <u>these</u> Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company having that right), a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.</p>
2	<p>To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of the Articles or to change the name of the Company.</p>	<p>To the extent that the same is permissible under Cayman Islands law and subject to Article 13, a A Special Resolution shall be required to alter the Memorandum of Association of the Company, to approve any amendment of <u>these</u> Articles or to change the name of the Company.</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
SHARES, WARRANTS AND MODIFICATION OF RIGHTS		
5	<p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>	<p>(a) If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated either with the consent in writing of the holders of not less than $\frac{3}{4}$ in nominal value of the issued Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than 2 two persons holding present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued Shares of that class that the quorum for any meeting adjourned for want of quorum shall be 2 Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
9	The Board may before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares in proportion as nearly as may be to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue such Shares, but in default of any such determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.	The Board may before the issue of any new Shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of Shares in proportion as nearly as may be to the number of Shares of such class held by them respectively, or make any other provisions as to the allotment and issue <u>of</u> such Shares, but in default of any such determination or so far as the same shall not extend, such Shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.
REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES		
17	<p>(c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance.</p> <p>(d) The Register may, after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, subject to the Listing Rules, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.</p>	<p>(c) During the Relevant Period (except when the Register is closed), any Shareholder may inspect during business hours any Register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and were subject to the Companies Ordinance. <u>The Company may close any Register maintained in Hong Kong in a manner which complies with the Companies Ordinance.</u></p> <p>(d) The Register may, after notice has been given by advertisement in a newspaper circulating generally in Hong Kong or where applicable, subject to the Listing Rules, be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine <u>(or such longer period as the members may by Ordinary Resolution determine provided that such period shall not be extended beyond 60 days in any year).</u></p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
TRANSFER OF SHARES		
GENERAL MEETINGS		
62	<p>At all times during the Relevant Period, the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>	<p>At all times during the Relevant Period, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and not more than 15. Each annual general meeting shall be held within six Months after the end of the Company's financial year (or such any longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere, as may be determined by the Board and at such time and place as the Board, shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
64	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. <u>Extraordinary An extraordinary</u> general meetings shall also be convened on the requisition of one or more Shareholders holding, <u>at on</u> the date of deposit of the requisition, not less than <u>one tenth 10%</u> of the <u>paid up voting rights (on a one vote per Share basis) in the issued share</u> capital of the Company <u>having the right of voting at</u>. <u>Such Shareholder(s) shall also be entitled to add resolutions to the agenda for the extraordinary general meetings concerned.</u> Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 Months after the deposit of such requisition. If, within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (/themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.</p>
66A	—	<p><u>If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 66C.</u></p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
66B	—	<p><u>The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 66C.</u></p>
66C	—	<p><u>Where a general meeting is postponed in accordance with Article 66A or Article 66B:</u></p> <p>(i) <u>the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 66B;</u></p> <p>(ii) <u>the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 180; and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provide that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and</u></p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
		<p><u>(iii) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 65.</u></p>
PROCEEDINGS AT GENERAL MEETINGS		
67	(iv) the appointment of Auditors;	(iv) the appointment <u>and removal of the</u> Auditors;
68	For all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.	<u>Unless otherwise specified, for</u> all purposes the quorum for a general meeting shall be 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting.

Ref No.	Before Amendment(s)	Proposed Amendment(s)
72	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p> <p>(a) the Chairman of the meeting; or</p> <p>(b) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p> <p>(d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p>	<p>At any general meeting a resolution put to the vote of the meeting shall be decided on by way of a poll, save that the Chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands unless a poll, in which case each Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy(ies) shall have one vote, provided that where more than one proxy is (appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the Shareholders; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.</p> <p><u>Where a show of hands is allowed,</u> before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for, a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:</p> <p>(a) the Chairman of the meeting; or</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
		<p>(ba) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or</p> <p>(eb) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or</p> <p>(dc) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.</p>
73	<p>Unless a poll be so required or demanded and, in the latter case, not withdrawn, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>	<p>Unless a poll be so required or demanded and, in the latter case, not withdrawn <u>Where a resolution is voted on by a show of hands</u>, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
VOTES OF SHAREHOLDERS		
79A	Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.	<u>Each Shareholder has the right to (a) speak at a general meeting and (b) vote at a general meeting, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u> Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.
APPOINTMENT OF PROXY AND CORPORATE REPRESENTATIVE		
85	Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.	Any Shareholder entitled to attend, <u>speak</u> and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend, <u>speak</u> and vote instead of him. A Shareholder who is the holder of 2 or more Shares may appoint more than one proxy to represent him and <u>speak and</u> vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation (<u>including a Clearing House</u>) and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

Ref No.	Before Amendment(s)	Proposed Amendment(s)
92	(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.	(a) Any corporation which is a Shareholder may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Shareholders of the Company, and the person so authorised shall be entitled to vote and to exercise the same rights and powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company. References in these Articles to a Shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a Shareholder represented at the meeting by such duly authorised representative.

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	<p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands.</p>	<p>(b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) <u>appoint one or more proxies or</u> authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company, or at any meeting of any class of Shareholders <u>or any meeting of creditors, and each of those proxies or representatives shall enjoy rights equivalent to the rights of other Shareholders,</u> provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to vote individually on a show of hands <u>and the right to speak.</u></p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
BOARD OF DIRECTORS		
104	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates; or</p> <p>.....</p>	<p>(b) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any Holding Company of the Company or any of their respective Associates <u>close associate(s)</u>;</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any Holding Company of the Company or any of their respective Associates <u>close associate(s)</u>; or</p> <p>.....</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
107	<p>(c) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his Associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:-</p> <p>(i) the giving of any security or indemnity either:</p> <p>(a) to the Director or his Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Associate(s) has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>	<p>(c) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his <u>Associate(s) close associate(s) (or, if required by the Listing Rules, his other associates)</u> has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:-</p> <p>(i) the giving of any security or indemnity either:</p> <p>(a) to the Director or his <u>Associate(s) close associate(s)</u> in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>Associate(s) close associate(s)</u> has himself/ themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iii) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) is derived) or of the voting rights;</p>	<p>(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</p> <p>(iii) any proposal concerning any other company in which the Director or his Associate(s) close associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) close associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Associates close associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associate(s) close associate(s) is derived) or of the voting rights;</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	<p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his Associate(s) may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company</p>	<p>(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his Associate(s) <u>close associate(s)</u> may benefit; or</p> <p>(b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associate(s) <u>close associate(s)</u> and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his Associate(s) <u>close associate(s)</u>, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(v) any contract or arrangement in which the Director or his Associate(s) <u>close associate(s)</u> is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	<p>A company shall be deemed to be a company in which a Director and/or his Associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) is/are interested only as a unit holder.</p> <p>Where a company in which a Director and/or his Associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) shall also be deemed materially interested in such transaction.</p> <p>.....</p>	<p>A company shall be deemed to be a company in which a Director and/or his Associate(s) close associate(s) owns five (5) per cent. or more if and so long as (but only if and so long as) he and/or his Associates, (either directly or indirectly) are the holders of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his Associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his Associate(s) close associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director or his Associate(s) close associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorised unit trust scheme in which the Director or his Associate(s) close associate(s) is/are interested only as a unit holder.</p> <p>Where a company in which a Director and/or his Associate(s) close associate(s) holds five (5) per cent. or more is materially interested in a transaction, then that Director and/or his Associate(s) close associate(s) shall also be deemed materially interested in such transaction.</p> <p>.....</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	<p>(e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his Associates or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his Associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his Associates as known to him has not been fairly disclosed to the Board.</p>	<p>(e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his Associate(s) <u>close associate(s)</u> or as to the entitlement of any Director (other than such Chairman) to vote or be counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his Associate(s) <u>close associate(s)</u> concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his Associate(s) <u>close associate(s)</u> such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his Associates <u>close associates</u> as known to him has not been fairly disclosed to the Board.</p> <p>(f) <u>Each reference to close associate(s) in paragraph (c) or (e) of this Article above shall be deemed to be a reference to associate(s) where the proposal, transaction, contract or arrangement concerned is a connected transaction (as defined in the Listing Rules).</u></p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
APPOINTMENT AND ROTATION OF DIRECTORS		
112	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed <u>by the Board to fill a casual vacancy</u> shall hold office only until the next <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the such annual general meeting <u>but, Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall be eligible for re-election at such annual general meeting. Any Director appointed under this Article</u> shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at <u>such an annual general</u> meeting.</p>
114	<p>The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>	<p>The Company Shareholders may by Ordinary Resolution <u>passed at a general meeting of the Company</u> remove any Director (including a Managing Director or other Executive Director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of <u>under</u> any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the next general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.</p>

Ref No.	Before Amendment(s)	Proposed Amendment(s)
MANAGING DIRECTORS, ETC.		
124	A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.	A Director appointed to an office under Article 122 shall be subject to the same provisions as to resignation and removal as the other Directors of the Company , and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.
MANAGEMENT		
AUDITORS		
176	(a) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.	(a) The Company Shareholders shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A No Director, <u>or officer of the Company</u> , or employee of any such Director, <u>or officer or employee of the Company</u> shall not be appointed Auditors of the Company . The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by ₂ or on the authority of ₂ the Company in the Shareholders at each annual general meeting <u>by Ordinary Resolutions</u> , except, that in at any particular year the Company in annual general meeting, <u>the Shareholders</u> may delegate the fixing of power to fix such remuneration to the Board <u>by Ordinary Resolution</u> , and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

Ref No.	Before Amendment(s)	Proposed Amendment(s)
	(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.	(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by Special Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.
N/A	—	FINANCIAL YEAR
FINANCIAL YEAR		
197	—	<u>The Directors shall determine the financial year of the Company and may change it from time to time. Unless they determine otherwise, the financial year of the Company shall end on 31 December in each year.</u>

Stock code: 688111

Stock abbreviation: Kingsoft Office

Beijing Kingsoft Office Software, Inc.
北京金山辦公軟件股份有限公司
2023 Restricted Share Incentive Scheme
(Draft)

WARNING: The contents of this Incentive Scheme and the documents referred to in it have not been reviewed by any regulatory authority in Hong Kong or elsewhere. You are advised to exercise caution in relation to the offer of the Restricted Shares under this Incentive Scheme. If you are in any doubt about any of the contents of this Incentive Scheme, you should obtain independent professional advice.

Beijing Kingsoft Office Software, Inc.
April 2023

DISCLAIMER

The board of directors and all directors of the Company guarantee that there are no false representations or misleading statements contained in, or material omissions from, this announcement, and accept responsibilities for the truthfulness, accuracy and completeness of its contents in accordance with law.

All Incentive Participants of the Company undertake that, where false representations or misleading statements in or material omissions from the information disclosure documents of the Company result in non-compliance with the conditions of grant or Vesting arrangements, the Incentive Participants concerned shall return to the Company all interests gained through the Incentive Scheme calculated from the date when it is confirmed that the relevant information disclosure documents of the Company contain false representations, misleading statements or material omissions.

SPECIAL NOTICE

- I. The Incentive Scheme is formulated in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Securities Law of the People's Republic of China (《中華人民共和國證券法》), the Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), the Management Measures for Share Incentive Scheme Adopted by Listed Companies (《上市公司股權激勵管理辦法》), the Guidelines for Self-discipline Supervision of Companies Listed on the STAR Market No. 4 — Disclosure of Information on Share Incentives (《科創板上市公司自律監管指南第4號 — 股權激勵信息披露》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (《香港聯合交易所有限公司證券上市規則》) and other relevant laws, regulations and regulatory documents, as well as the Articles of Association of Beijing Kingsoft Office Software, Inc. (《北京金山辦公軟件股份有限公司章程》).
- II. The incentive instruments adopted in this Incentive Scheme are Restricted Shares (Type II Restricted Shares). The source of the shares is the ordinary A shares of the Company to be issued to the Incentive Participants by Beijing Kingsoft Office Software, Inc. (hereinafter referred to as the “**Company**” or the “**Listed Company**”) upon Vesting.

Incentive Participants that meet the conditions for the grant under the Incentive Scheme, upon satisfaction of the Vesting Conditions, shall receive in tranches the ordinary A shares newly issued by the Company at the Grant Price. Such shares will be registered at the Shanghai Branch of China Securities Depository and Clearing Corporation Limited. Prior to Vesting, the Restricted Shares granted to the Incentive Participants do not carry any rights of the shareholders of the Company, and such Restricted Shares shall not be transferred or used to guarantee or repay debts.

- III. A maximum of 1,000,000 Restricted Shares may be granted to the Incentive Participants under the Incentive Scheme, representing approximately 0.22% of the total share capital of the Company of 461,264,990 shares as at the date of the announcement of the draft Incentive Scheme, among which, 800,400 Restricted Shares will be granted under the First Grant, which accounts for approximately 0.18% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme and no less than 80.00% of the total Restricted Shares available under the Incentive Scheme; 199,600 Restricted Shares will be granted under the Reserved Grant, which accounts for approximately 0.04% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme and no more than 20.00% of the total Restricted Shares available under the Incentive Scheme.

The Company's 2021 Restricted Share Incentive Scheme (Draft) was considered and approved at the 2020 Annual General Meeting of the Company, and the Company's 2022 Restricted Share Incentive Scheme (Draft) was considered and approved at the 2021 Annual General Meeting of the Company, which are still under implementation. As at the date of the announcement of the draft Incentive Scheme, the maximum number of Restricted Shares granted and to be granted under all effective share schemes (including the Incentive Scheme) of the Company shall not exceed 10.00% of the total share capital of the Company as at the date on which the Incentive Scheme is submitted for approval at the general meeting of the Company and Kingsoft. The maximum number of Restricted Shares granted and to be granted to any one of the Incentive Participants under all effective share schemes (including the Incentive Scheme) of the Company shall not exceed 1.00% of the total share capital of the Company as at the date on which the Incentive Scheme is submitted for approval at the general meeting of the Company and Kingsoft.

- IV. The Grant Price of the Restricted Shares under the Scheme shall not be less than RMB150.00 per share. Subject to the control of the share-based payment expenses by the Company, the board of directors of the Company would be authorized to finalize the Grant Price based on the closing price of the Company's shares as at the Grant Date, provided that the Grant Price shall not be less than RMB150.00 per share.

In the event of any capitalisation issue, bonus issue, sub-division or consolidation of shares, rights issue or distribution of dividends of the Company during the period from the date of the announcement of the draft Incentive Scheme to the completion of the Vesting of Restricted Shares by the Incentive Participants, the Grant Price and number of Restricted Shares to be granted/vested shall be adjusted in accordance with the relevant rules of the Incentive Scheme accordingly.

- V. The total number of Incentive Participants proposed for the First Grant under the Incentive Scheme is 157, including certain senior management, core management personnel and technical backbones of the Company (including subsidiaries) who are in office as at the date of the announcement of the Scheme.

The Incentive Participants for the Reserved Grant refer to the Incentive Participants who are not determined when the Incentive Scheme is approved at the general meeting of the Company and Kingsoft but have been included in the Incentive Scheme during the Validity Period of the Incentive Scheme and who shall be determined by the board of directors of the Company within 12 months since the date on which the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft. The reserved interest shall lapse where the Incentive Participants for the Reserved Grant are not determined after 12 months from the aforesaid date. The Incentive Participants of the Reserved Grant shall be determined with reference to the standard of the First Grant.

- VI. The Validity Period of the Incentive Scheme commences from the date of the First Grant of the Restricted Shares until the date on which all Restricted Shares granted to the Incentive Participants have vested or lapsed and canceled by the Company. The Validity Period shall not exceed 60 months. The Restricted Shares granted to the Incentive Participants shall be vested in tranches as per the agreed proportions, and it is a prerequisite for each Vesting to meet the corresponding Vesting Conditions.

VII. None of the following circumstances under which the implementation of the share incentive shall not be conducted as stipulated in Article 7 of the Management Measures for Share Incentive Scheme Adopted by Listed Companies (《上市公司股權激勵管理辦法》) has occurred to the Company:

1. an audit report on the financial and accounting report for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
2. an audit report on internal control over financial reporting for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
3. in the most recent 36 months upon listing, there have been cases of failure to distribute profits according to laws and regulations, the Articles of Association and public undertakings;
4. laws and regulations stipulate that share incentives shall not be implemented;
5. other circumstances as determined by the CSRC.

VIII. The Incentive Participants under the Incentive Scheme exclude the Company's independent directors, supervisors, shareholders individually or jointly holding 5% or more of the shares of the Listed Company, de facto controller of the Listed Company and their spouses, parents and children. Incentive Participants have satisfied the provisions of Article 8 of the Management Measures for Share Incentive Scheme Adopted by Listed Companies, and are not subject to any following circumstances where a person is prohibited from being an Incentive Participant:

1. being identified as an inappropriate candidate by the SSE within the most recent 12 months;
2. being identified as an inappropriate candidate by the CSRC and its delegated institutions within the most recent 12 months;
3. being subject to administrative penalties or market ban measures by the CSRC and its delegated institutions due to material non-compliance with laws and regulations in the most recent 12 months;
4. being prohibited from acting as a director or a member of the senior management of the Company under the Company Law;
5. being prohibited from participation in share schemes of listed companies by laws and regulations;
6. other circumstances as determined by the CSRC.

IX. The Company undertakes that it shall not provide loans and any other forms of financial assistance to the Incentive Participants for acquiring the Restricted Shares under the Incentive Scheme, including provision of guarantee for their loans.

- X. The Incentive Scheme shall be formulated by the Remuneration and Appraisal Committee and submitted to the board of directors of the Company for consideration and approval, and shall be implemented after being considered and approved at the general meeting of the Company and Kingsoft.
- XI. Within 60 days from the date on which the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft (whichever is later), the Company shall convene a board meeting to make grants to the Incentive Participants under the First Grant in accordance with the relevant requirements, and complete announcement and other relevant procedures. If the Company fails to complete the above work within the 60-day period, it shall timely disclose the reasons for the failure and terminate the implementation of the Incentive Scheme, and the Restricted Shares that have not been granted shall lapse and be canceled by the Company. According to the requirements of the Management Measures for Share Incentive Scheme Adopted by Listed Companies, the period during which a listed company may not make grants is not counted within the 60 days.
- XII. The implementation of the Incentive Scheme will not result in the shareholding distribution not meeting the listing requirements.
- XIII. In the event of any discrepancies between this special notice and the main text, the main text shall prevail.

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CHAPTER I DEFINITIONS

Unless otherwise specified, capitalised terms shall have the same meanings as those hereinafter defined:

Kingsoft Office, the Company, our Company, the Listed Company	Beijing Kingsoft Office Software, Inc.
The Incentive Scheme, the Scheme	the 2023 Restricted Share Incentive Scheme of Beijing Kingsoft Office Software, Inc.
Restricted Shares, Type II Restricted Shares	the Shares of the Company to be obtained in tranches and registered by the Incentive Participants who meet the conditions for grant under the Incentive Scheme after meeting the corresponding Vesting Conditions
Incentive Participants	in accordance with the provisions of the Incentive Scheme, the senior management, core management personnel and technical backbones of the Company (including its subsidiaries) to receive the Restricted Shares
Grant Date	the date on which the Company grants the Restricted Shares to the Incentive Participants
Grant Price	the price of each Restricted Share granted to the Incentive Participants
Validity Period	the period commencing on the date of the First Grant and ending on the date on which all Restricted Shares granted to the Incentive Participants have been vested or lapsed and canceled by the Company
Vesting	the act of registering the Restricted Shares by the Listed Company to the account of an Incentive Participant after the Vesting Conditions having been satisfied by the Incentive Participant
Vesting Conditions	the Vesting Conditions as stipulated under the Incentive Scheme which must be satisfied by an Incentive Participant in order to obtain the incentive shares
Vesting Date	the date on which the registration of the granted Restricted Shares is completed after the Vesting Conditions having been satisfied by an Incentive Participant, which must be a trading day
Kingsoft	Kingsoft Corporation Limited
Company Law	the Company Law of the People's Republic of China

Securities Law	the Securities Law of the People's Republic of China
Management Measures	the Management Measures for Share Incentive Scheme Adopted by Listed Companies (《上市公司股權激勵管理辦法》)
STAR Market Listing Rules	the Rules Governing the Listing of Stocks on the STAR Market of Shanghai Stock Exchange
Hong Kong Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Guidelines for Self-discipline	the Guidelines for Self-discipline Supervision of Companies Listed on the STAR Market No. 4 — Disclosure of Information on Share Incentives (《科創板上市公司自律監管指南第4號 — 股權激勵信息披露》)
Articles of Association	Articles of Association of Beijing Kingsoft Office Software, Inc.
CSRC	the China Securities Regulatory Commission
SSE	Shanghai Stock Exchange
Stock exchange	the stock exchange where the shares of the Company is listed
RMB, RMB0'000	RMB, RMB0'000

Note 1: Unless otherwise stated, the financial data and financial indicators referenced herein shall mean the financial data on a consolidated basis and financial indicators calculated based on such financial data.

Note 2: Some figures shown as totals herein may not be an arithmetic aggregation of the figures preceding them due to rounding adjustments.

CHAPTER II PURPOSE AND PRINCIPLE OF THE INCENTIVE SCHEME

I. Purpose of the Incentive Scheme

To further establish and improve the Company's long-term incentive mechanism, attract and retain outstanding personnel, fully mobilise the enthusiasm of the Company's core teams, effectively bond the interests of shareholders, the Company and core teams together, enable all parties to jointly contribute to the long-term development of the Company, and under the premise of fully safeguarding the interests of shareholders, the Incentive Scheme is formulated following the principle of incentives equivalent to constraints in accordance with the relevant laws, regulations and regulatory documents including the Company Law, the Securities Law, the Management Measures, the STAR Market Listing Rules, the Hong Kong Listing Rules and the Guidelines for Self-discipline and the relevant provisions of the Articles of Association.

II. Summary of other incentive schemes and long-term incentive mechanism

As of the date of the announcement of the Incentive Scheme, the Company is implementing the 2021 Restricted Share Incentive Scheme and the 2022 Restricted Share Incentive Scheme. The Incentive Scheme, the 2021 Restricted Share Incentive Scheme and the 2022 Restricted Share Incentive Scheme, which are currently being implemented, are independent of, and not connected with each other.

The 2021 Restricted Share Incentive Scheme was considered at the 14th Meeting of the Second Session of the Board of Directors convened on 12 May 2021, and was considered and approved at the 2020 Annual General Meeting convened on 2 June 2021, and became effective. On 2 June 2021, the Company convened the 15th Meeting of the Second Session of the Board of Directors and the 13th Meeting of the Second Session of the Supervisory Committee, and agreed that the Company would grant 700,000 Type II restricted shares to 223 incentive participants at the grant price of RMB45.86 per share under the first grant. On 28 December 2021, the Company convened the 21st Meeting of the Second Session of the Board of Directors and the 18th Meeting of the Second Session of the Supervisory Committee, and agreed to adjust the first grant price (including the reserved grant) of the 2021 restricted shares from RMB45.86 per share to RMB45.26 per share and grant part of the reserved Type II restricted shares of 138,300 to 13 incentive participants at the grant price of RMB45.26 per share. On 10 June 2022, the Company convened the 2nd Meeting of the Third Session of the Board of Directors and the 2nd Meeting of the Third Session of the Supervisory Committee, and agreed to adjust the first grant price (including the reserved grant) of the 2021 restricted shares from RMB45.26 per share to RMB44.56 per share. On 15 July 2022, the share registration procedures of the first vesting period for the 2021 Restricted Share Incentive Scheme under the first grant were completed, and the number of vested shares was 221,529. On 1 February 2023, the share registration procedures of the first vesting period for the 2021 Restricted Share Incentive Scheme under the reserved grant were completed, and the number of vested shares was 43,461.

The 2022 Restricted Share Incentive Scheme was considered at the 22nd Meeting of the Second Session of the Board of Directors convened on 23 March 2022, and was considered and approved at the 2021 Annual General Meeting convened on 28 April 2022, and became effective. On 28 April 2022, the Company convened the 1st Meeting of the Third Session of the Board of Directors and the 1st Meeting of the Third Session of the Supervisory Committee, and agreed that the Company would grant 800,000 Type II restricted shares to 125 incentive participants at the grant price of RMB45.86 per share under the first grant. On 28 December 2022, the Company convened the 7th Meeting of the Third Session of the Board of Directors and the 6th Meeting of the Third Session of the Supervisory Committee, and agreed to adjust the first grant price (including the reserved grant) of the 2022 restricted shares from RMB45.86 per share to RMB45.16 per share and grant 200,000 reserved Type II restricted shares to 27 incentive participants at the grant price of RMB45.16 per share. As of the date of the announcement of the draft Incentive Scheme, the 2022 Restricted Share Incentive Scheme has not yet vested.

CHAPTER III ADMINISTRATIVE BODIES OF THE INCENTIVE SCHEME

- I. The general meeting, as the body vested with the supreme authority of the Company, is responsible for consideration and approval of the implementation, change and termination of the Incentive Scheme. The general meeting may authorise the board of directors of the Company to deal with certain matters related to the Incentive Scheme to the extent of its authority.
- II. The board of directors of the Company shall act as the executive and administrative body for the Incentive Scheme and be responsible for the implementation of the Incentive Scheme. The Remuneration and Appraisal Committee (the “**Remuneration Committee**”) under the board of directors of the Company is responsible for drafting and revising the Incentive Scheme and submitting the same to the board of directors of the Company for consideration. Upon consideration and approval of the Incentive Scheme, the board of directors of the Company will submit the Incentive Scheme to the general meeting of the Company and Kingsoft. The board of directors of the Company may handle other matters related to the Incentive Scheme within its scope of authority as delegated by the general meeting of the Company and Kingsoft.
- III. The Supervisory Committee and the independent directors are the supervisory body of the Incentive Scheme and shall express their opinions on whether the Incentive Scheme is beneficial to the sustainable development of the Company or is significantly detrimental to the interests of the Company and the shareholders as a whole. The Supervisory Committee shall supervise whether the implementation of the Incentive Scheme complies with the relevant laws, regulations, regulatory documents and the rules of the stock exchange and shall be responsible for reviewing the list of Incentive Participants. The independent directors will solicit proxy voting rights from all shareholders in respect of the Incentive Scheme, and are responsible for granting Restricted Shares to the Company’s directors, chief executive officers or substantial shareholders or their respective associates in advance.
- IV. If the Company changes the Incentive Scheme prior to the consideration and approval at the general meeting of the Company and Kingsoft, the independent directors and the Supervisory Committee shall express independent opinions on whether the amended scheme is beneficial to the sustainable development of the Company or is significantly detrimental to the interests of the Company and the shareholders as a whole.
- V. Prior to making grants to the Incentive Participants by the Company, the independent directors and the Supervisory Committee shall express clear opinions on the conditions for the Incentive Participants to be granted under the Incentive Scheme. If there is any difference between the interest granted by the Company to the Incentive Participants and the arrangements under the Incentive Scheme, the independent directors and the Supervisory Committee (when there are changes to the Incentive Participants) shall simultaneously issue clear opinions.
- VI. Prior to the Vesting of the Restricted Shares granted to the Incentive Participants, the independent directors and the Supervisory Committee shall issue clear opinions as to whether the Vesting Conditions of the Incentive Participants as set out in the Incentive Scheme have been fulfilled.

CHAPTER IV BASIS FOR DETERMINATION AND SCOPE OF THE INCENTIVE PARTICIPANTS

I. Basis for determination of the Incentive Participants

1. *Legal basis for determining the Incentive Participants*

The Incentive Participants of the Incentive Scheme are determined after taking into account the actual circumstances of the Company and in accordance with the relevant laws, regulations, regulatory documents including the Company Law, the Securities Law, the Management Measures, the STAR Market Listing Rules, the Guidelines for Self-discipline and the Hong Kong Listing Rules, as well as the relevant provisions of the Articles of Association.

2. *Functional basis for determining the Incentive Participants*

The Incentive Participants under the Incentive Scheme are the Company's (including its subsidiaries) senior management, core management personnel, technical backbones which are in office as at the date of the announcement of the Incentive Scheme. The list of the Incentive Participants eligible for the Incentive Scheme shall be prepared by the Remuneration Committee of the Company and verified and determined by the Supervisory Committee of the Company. The Incentive Participants exclude the Company's independent directors, supervisors, shareholders individually or jointly holding 5% or more of the shares of the Listed Company, de facto controller of the Listed Company and their spouses, parents and children.

II. Scope of the Incentive Participants

1. The total number of Incentive Participants for the First Grant under the Incentive Scheme is 157, including:
 - (1) senior management;
 - (2) core management personnel;
 - (3) technical backbones.

All Incentive Participants must have an employment or labour relationship with the Company or its subsidiaries at the time of granting the Restricted Shares by the Company and within the appraisal period under the Incentive Scheme. If the circumstances of the Incentive Participants change before the actual grant of the Restricted Shares by the board of directors of the Company, the board of directors of the Company may make appropriate adjustments to the actual Incentive Participants.

2. The Incentive Participants of the Incentive Scheme may include certain foreign employees. The reason for the Company to include them in the Incentive Scheme is that: there is high reliance for high-tech talents in the software industry in which the Company operates. Foreign employees that are intended to be included in the Incentive Scheme play a pivotal role in areas such as research and development, technology and management, which are the Company's core high-tech talents, and belong to the Company's key incentive scope. Share incentives are commonly used as incentive methods for overseas companies. Foreign employees are familiar with the salary model of cash salary plus share incentives. The implementation of share incentives can stabilize existing foreign talents and attract new outstanding talents. The inclusion of foreign employees in the Incentive Scheme will contribute to the Company's long-term development.
3. The Incentive Participants for the Reserved Grant refer to the Incentive Participants who are not determined when the Incentive Scheme is approved at the general meeting of the Company and Kingsoft but have been included in the Incentive Scheme during the Validity Period of the Incentive Scheme and who shall be determined by the board of directors of the Company within 12 months since the date on which the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft. The reserved interest shall lapse where the Incentive Participants for the Reserved Grant are not determined after 12 months from the aforesaid date. The Incentive Participants of the Reserved Grant shall be determined with reference to the standard of the First Grant.

III. Verification of the Incentive Participants

1. After the Incentive Scheme has been reviewed and approved by the board of directors of the Company, the Company shall publish the names and positions of the Incentive Participants for not less than 10 days within the Company.
2. The Supervisory Committee will review the list of Incentive Participants, fully listen to the public opinions, and disclose the explanation of the Supervisory Committee on the review and publication of the list of Incentive Participants 5 days before the Incentive Scheme is considered at the general meeting of the Company and Kingsoft (whichever is earlier). The list of Incentive Participants adjusted by the board of directors of the Company shall also be verified by the Supervisory Committee.

CHAPTER V INCENTIVE METHOD, SOURCE, NUMBER AND ALLOCATION OF RESTRICTED SHARES

I. Incentive method and source of shares under the Incentive Scheme

The incentive instruments adopted in the Incentive Scheme are Type II Restricted Shares, the source of shares is the ordinary A shares to be issued by the Company to the Incentive Participants.

II. Number of Restricted Shares to be granted

A maximum of 1,000,000 Restricted Shares may be granted to the Incentive Participants under the Incentive Scheme, representing approximately 0.22% of the total share capital of the Company of 461,264,990 shares as at the date of the announcement of the draft Incentive Scheme, among which, 800,400 Restricted Shares will be granted under the First Grant, which accounts for no less than 80.00% of the total Restricted Shares available under the Incentive Scheme and approximately 0.18% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme; 199,600 Restricted Shares will be granted under the Reserved Grant which accounts for no more than 20.00% of the total Restricted Shares available under the Incentive Scheme and approximately 0.04% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme.

The 2021 Restricted Share Incentive Scheme of the Company which was considered and approved at the 2020 annual general meeting of the Company, and the 2022 Restricted Share Incentive Scheme of the Company which was considered and approved at the 2021 annual general meeting of the Company, are still under implementation. As at the date of announcement of the draft Incentive Scheme, the maximum number of Restricted Shares granted and to be granted under all effective share schemes (including the Incentive Scheme) of the Company shall not exceed 10.00% of the total share capital of the Company as at the date on which the Incentive Scheme is submitted for approval at the general meeting of the Company and Kingsoft. The maximum number of Restricted Shares granted and to be granted to any one of the Incentive Participants under all effective share schemes (including the Incentive Scheme) of the Company shall not exceed 1.00% of the total share capital of the Company as at the date on which the Incentive Scheme is submitted for approval at the general meeting of the Company and Kingsoft.

In the event of any capitalization issue, bonus issue, sub-division, rights issue or share consolidation of the Company during the period from the date of announcement of the draft Incentive Scheme to the completion of Vesting of Restricted Shares by the Incentive Participants, the price of the Restricted Shares and the number of Restricted Shares to be granted/vested shall be adjusted accordingly.

III. Allocation of the Restricted Shares to the Incentive Participants

Allocation of the Restricted Shares to be granted to each Incentive Participant under the Incentive Scheme is as follows:

Name	Nationality	Position	Number of Restricted Shares to be granted	Percentage of Restricted Shares to be granted under the Incentive Scheme	Percentage of the total share capital of the Company as at the date of announcement of the Incentive Scheme
Tao Song (宋濤)	Chinese	Deputy General Manager, Secretary to the Board	270,000	27.00%	0.06%
Core management personnel, technical backbones (156 persons in total)			530,400	53.04%	0.12%
Reserved grant			199,600	19.96%	0.04%
Total			1,000,000	100%	0.22%

Note 1: As at the date of the announcement of the draft Incentive Scheme, the number of underlying shares of the Company granted to any one of the above Incentive Participants through all effective share schemes of the Company (including the Incentive Scheme) does not exceed 1% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme. As at the date of the announcement of the draft Incentive Scheme, the total number of underlying shares involved in all effective share schemes (including the Incentive Scheme) of the Company shall not exceed 10% of the total share capital of the Company as at the date of the announcement of the draft Incentive Scheme. If an Incentive Participant voluntarily renounces the grant for personal reasons, the board of directors of the Company shall adjust the number of grant accordingly and the Incentive Participant may reduce the number of Restricted Shares subscribed due to insufficient funds when subscribing for Restricted Shares.

Note 2: The Incentive Participants under the Scheme exclude independent directors, supervisors, shareholders individually or jointly holding 5% or more of the shares of the Listed Company, de facto controller of the Listed Company, and their respective spouses, parents and children.

Note 3: The aggregate number of issued shares and shares to be issued for the interests granted to any one Incentive Participant in the Incentive Scheme in the past 12 months shall not exceed 0.1% of the relevant class of issued share capital of the Company at the time of the announcement of the draft Incentive Scheme.

CHAPTER VI VALIDITY PERIOD, GRANT DATE, VESTING ARRANGEMENT AND BLACK-OUT PERIOD OF INCENTIVE SCHEME

I. Validity Period of the Incentive Scheme

The Validity Period of the Incentive Scheme commences from the date of the First Grant of the Restricted Shares until the date on which all Restricted Shares granted to the Incentive Participants have been vested or lapsed and canceled by the Company. The Validity Period shall not exceed 60 months.

II. Grant Date of the Incentive Scheme

The Grant Date shall be determined by the board of directors of the Company after the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft. The Company shall, within 60 days after the approval at the general meeting of the Company and Kingsoft (whichever is later), convene a Board meeting to make grants to the Incentive Participants under the First Grant in accordance with the relevant requirements, and complete the announcement(s) and other relevant procedures. If the Company fails to complete the above work within the 60-day period, it shall disclose the reasons for such failure and terminate the implementation of the Scheme, and the Restricted Shares that have not been granted shall lapse and be canceled by the Company. The period during which a listed company shall not make grant is not counted within the 60 days.

The Reserved Grant shall be made within 12 months after the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft. If the Incentive Participants are not determined for more than 12 months, the Reserved Grant shall lapse.

The Grant Date must be a trading day and no grants shall be made during the following periods:

- (I) The Company shall not grant the relevant interests after inside information has come to its knowledge until (and including) the trading day after the announcement of the relevant information. In particular, no such interest shall be granted within one month immediately before the earliest of:
 - 1. the date of the board meeting for approving any annual, half-year, quarterly or any other interim results of the Company; and
 - 2. the deadline by which the Company is required to announce its annual, half-year results, or the deadline for announcing quarterly or any other interim results under the STAR Market Listing Rules. The relevant restrictions end on the date of the announcement of the results. No interest may be granted for the period during which the announcement of the results is delayed.
- (II) Other periods as prescribed by the stock exchange.

III. Vesting arrangements of the Incentive Scheme

- 1. The Restricted Shares granted under the Incentive Scheme may be vested in tranches as per the agreed proportions upon the Incentive Participants satisfying the corresponding Vesting Conditions. The Vesting Date must be a trading day, and the period during which Vesting is not permitted under the listing rules of the stock exchange is not included.

The Restricted Shares granted to the Incentive Participants shall not be vested in the following periods:

- 1) Within thirty days prior to the announcement of the annual reports and of the semi-annual reports, or in the event of postponement in publishing the periodic reports for special reasons, thirty days prior to the original announcement date and ending on one day prior to the announcement date;
- 2) Ten days prior to the release of the Company's quarterly reports, results forecast or preliminary report;
- 3) From the date of a major event which may have a material impact on the trading price of the Company's securities and derivatives or during the process of decision making until the date of legal disclosure of the same;
- 4) Other periods stipulated by the stock exchange.

If the relevant regulations of the stock exchange regarding the Vesting period change during the Validity Period of the Incentive Scheme, the Vesting Date shall comply with the relevant laws, regulations and regulatory documents after the amendment. The Vesting period and Vesting arrangement of Restricted Shares to be granted under the Incentive Scheme shall not be less than 12 months. The specific Vesting period and Vesting arrangement of Restricted Shares to be granted under the First Grant of the Incentive Scheme is as follows:

Vesting arrangement	Time of Vesting	Percentage of the number of vesting interests to the total number of granted interests
First Vesting Period of the Restricted Shares under the First Grant	From the first trading day after the expiry of 12 months following the date of the First Grant until the last trading day within the 24 months following the date of the First Grant	33%
Second Vesting Period of the Restricted Shares under the First Grant	From the first trading day after the expiry of 24 months following the date of the First Grant until the last trading day within the 36 months following the date of the First Grant	33%
Third Vesting Period of the Restricted Shares under the First Grant	From the first trading day after the expiry of 36 months following the date of the First Grant until the last trading day within the 48 months following the date of the First Grant	34%

If the Restricted Shares under the Reserved Grant of the Incentive Scheme is granted in 2023, the Vesting period and Vesting arrangement of the Reserved Grant are shown as follows:

Vesting arrangement	Time of Vesting	Percentage of the number of vesting interests to the total number of granted interests
First Vesting Period of the Restricted Shares under the Reserved Grant	From the first trading day after the expiry of 12 months following the date of the Reserved Grant until the last trading day within the 24 months following the date of the Reserved Grant	33%
Second Vesting Period of the Restricted Shares under the Reserved Grant	From the first trading day after the expiry of 24 months following the date of the Reserved Grant until the last trading day within the 36 months following the date of the Reserved Grant	33%
Third Vesting Period of the Restricted Shares under the Reserved Grant	From the first trading day after the expiry of 36 months following the date of the Reserved Grant until the last trading day within the 48 months following the date of the Reserved Grant	34%

If the Restricted Shares under the Reserved Grant of the Incentive Scheme is granted in 2024, the Vesting period and Vesting arrangement of the Reserved Grant are shown as follows:

Vesting arrangement	Time of Vesting	Percentage of the number of vesting interests to the total number of granted interests
First Vesting Period of the Restricted Shares under the Reserved Grant	From the first trading day after the expiry of 12 months following the date of the Reserved Grant until the last trading day within the 24 months following the date of the Reserved Grant	50%
Second Vesting Period of the Restricted Shares under the Reserved Grant	From the first trading day after the expiry of 24 months following the date of the Reserved Grant until the last trading day within the 36 months following the date of the Reserved Grant	50%

Restricted Shares that do not vest within the above-mentioned agreed period or that cannot be applied for Vesting for that period due to failure to meet the Vesting Conditions shall not be vested and shall lapse and be canceled by the Company.

Prior to the Vesting, the Restricted Shares granted to the Incentive Participants under the Incentive Scheme shall not be transferred or used to guarantee or repay debts. For the Restricted Shares granted to the Incentive Participants but not yet vested, shares increased due to capitalisation issue, bonus issue, etc. are also subject to the Vesting Conditions, and shall not be transferred or used to guarantee or repay debts. Where the Restricted Shares are not allowed to be vested at that time, shares obtained for the aforementioned reasons shall also not be vested.

IV. Black-out period under the Incentive Scheme

The black-out period refers to the period during which the Restricted Shares granted to the Incentive Participants are restricted to be sold after Vesting. There is no black-out period for the Restricted Share granted under the Incentive Scheme after they are vested. For the Incentive Participants who are directors and senior management of the Company, the black-out provisions shall be implemented in accordance with the Company Law, the Securities Law, the Several Provisions on Shareholding Reduction by Shareholders, Directors, Supervisors and Senior Management of Listed Companies (《上市公司股東、董監高減持股份的若干規定》), and the Detailed Implementing Rules of the Shanghai Stock Exchange for Shareholding Reduction by Shareholders, Directors, Supervisors and Senior Executives of Listed Companies (《上海證券交易所上市公司股東及董事、監事、高級管理人員減持股份實施細則》) and other relevant laws, regulations and regulatory documents and the Articles of Association, including but not limited to:

1. Where the Incentive Participant is a director and a member of the senior management of the Company, the number of shares which may be transferred each year during his/her term of office shall not exceed 25% of the total number of shares held by him/her in the Company. No shares of the Company held by him/her may be transferred within six months after his/her termination of office.
2. For Incentive Participants who are directors and members of the senior management of the Company, if they have sold the Company's shares held by them within 6 months after purchasing such shares, or if they have purchased the shares within 6 months after selling their shares, the gains obtained therefrom shall be attributed to the Company and the board of directors of the Company shall forfeit the gains.
3. During the Validity Period of the Incentive Scheme, if the relevant requirements under the relevant laws, regulations, regulatory documents including the Company Law, the Securities Law, the Several Provisions on Shareholding Reduction by Shareholders, Directors, Supervisors and Senior Management of Listed Companies, and the Detailed Implementing Rules of the Shanghai Stock Exchange for Shareholding Reduction by Shareholders, Directors, Supervisors and Senior Executives of Listed Companies as well as the Articles of Association regarding the transfer of shares held by the directors and members of the senior management of the Company are changed, the transfer of the shares of the Company held by the Incentive Participants under this section shall comply with the requirements as amended at the time of transfer.

CHAPTER VII GRANT PRICE OF THE RESTRICTED SHARES AND THE BASIS FOR DETERMINATION THEREOF

I. Grant Price of the Restricted Shares

The Grant Price of the Restricted Shares under the Incentive Scheme shall not be less than RMB150.00 per share. Subject to the control of the share-based payment expenses by the Company, the board of directors of the Company would be authorized to finalize the Grant Price based on the closing price of the Company's shares as at the Grant Date, provided that the Grant Price shall not be less than RMB150.00 per share.

II. Basis for determining the Grant Price of the Restricted Shares

1. Pricing Methodology

An independent pricing method is adopted for determining the Grant Price of the Restricted Shares under the Incentive Scheme and shall not be less than RMB150.00 per share.

The average trading price on one trading day preceding the date of announcement of the draft Incentive Scheme is RMB450.11 per share, and the Grant Price represents 33.33% of the average trading price on one preceding trading day;

The average trading price on the 20 trading days preceding the date of announcement of the draft Incentive Scheme is RMB427.14 per share, and the Grant Price represents 35.12% of the average trading price on the 20 preceding trading days;

The average trading price on the 60 trading days preceding the date of announcement of the draft Incentive Scheme is RMB366.27 per share, and the Grant Price represents 40.95% of the average trading price on the 60 preceding trading days;

The average trading price on the 120 trading days preceding the date of announcement of the draft Incentive Scheme is RMB327.99 per share, and the Grant Price represents 45.73% of the average trading price of the Company on the 120 preceding trading days.

2. Basis for price determination

An independent pricing methodology is adopted for determining the Grant Price of the Restricted Shares, the Grant Price and pricing methodology. The Company has arrived at the Grant Price and pricing methodology upon taking into account factors including the prevailing market price per share of the Company, the roles and responsibilities of the Incentive Participants, the effectiveness of the Incentive Scheme and the impact of the share payment costs of the Company, with the fundamental aim of promoting the development of the Company, and safeguarding the rights and interests of shareholders, furthering stabilizing and motivating the core team with the principle of balance between incentives and restraints, providing an incentive and restraint mechanism and guaranteeing availability of talents for the long-term and stable development of the Company, and reflect the actual incentive needs of the Company.

The internal mechanism of the share incentive determines that the implementation of the incentive scheme will have a positive impact on the Company's ability to continue as a going concern and shareholders' rights and interests. The Company has set challenging performance targets, the fulfillment of which requires initiative and creativity of core employees. The Grant Price and pricing methodology is in line with the performance targets under the Incentive Scheme.

In addition, talents are the most important core competitiveness for software companies. The Company attaches great importance on establishing talent teams, and fully ensuring the effectiveness of share incentives is an important way to stabilize core talents. The Incentive Participants are high-quality science and technology talents and senior management talents, and long-term and effective incentive policies are required to attract and retain talents. Moreover, the implementation of share incentives is an effective supplement to the existing remuneration of employees, and the future gains of the Incentive Participants depends on the Company's future performance.

In summary, on the basis of complying with relevant laws and regulations and regulatory documents, the Grant Price of the Restricted Shares under the Incentive Scheme shall not be less than RMB150.00 per share. The implementation of the Incentive Scheme will further stabilize its workforce and achieve the in-depth binding of the interests between employees and shareholders. The independent financial adviser with securities qualifications engaged by the Company will issue its opinions on the feasibility of the Scheme, the rationale of the relevant pricing basis and pricing methodology, whether it is conducive to the sustainable development of the Company, and whether it harms the interests of shareholders. For details, please refer to the Independent Financial Adviser's Report of Shanghai Realize Enterprise Consulting Services (Group) Co., Ltd. on the 2023 Restricted Share Incentive Scheme (Draft) of Beijing Kingsoft Office Software, Inc. (《上海榮正企業諮詢服務(集團)股份有限公司關於北京金山辦公軟件股份有限公司2023年限制性股票激勵計劃(草案)之獨立財務顧問報告》) published on the website of the Shanghai Stock Exchange (www.sse.com.cn).

III. Basis for determining the Grant Price of the Restricted Shares under the Reserved Grant

The Grant Price of the Restricted Shares under the Reserved Grant shall be the same as the Grant Price of the Restricted Shares under the First Grant and shall not be less than RMB150.00 per share. Prior to granting the Restricted Shares under the Reserved Grant, the Company shall convene a board meeting to consider and approve the relevant proposals and disclose the grant details. The board of directors of the Company would be authorized to finalize the Grant Price based on the closing price of the Company's Shares as at the Grant Date for the Reserved Grant, provided that the Grant Price shall not be less than RMB150.00 per share.

CHAPTER VIII GRANT AND VESTING CONDITIONS OF THE RESTRICTED SHARES

I. Conditions for grant of the Restricted Shares

The Company shall grant the Restricted Shares to the Incentive Participants upon satisfaction of all of the following granting conditions; or conversely, if any of the following granting conditions has not been satisfied, no Restricted Shares shall be granted to the Incentive Participants.

(I) None of the following has occurred on the part of the Company:

1. an audit report on the financial and accounting report for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
2. an audit report on internal control over financial reporting for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
3. in the most recent 36 months upon listing, there have been cases of failure to distribute profits according to laws and regulations, the Articles of Association and public undertakings;
4. laws and regulations stipulate that share incentives shall not be implemented;
5. other circumstances as determined by the CSRC.

(II) None of the following has occurred on the part of the Incentive Participants:

1. being identified as an inappropriate candidate by the SSE within the most recent 12 months;
2. being identified as an inappropriate candidate by the CSRC and its delegated institutions within the most recent 12 months;
3. being subject to administrative penalties or market ban measures by the CSRC and its delegated institutions due to material non-compliance with laws and regulations in the most recent 12 months;
4. being prohibited from acting as a director or a member of the senior management of the Company under the Company Law;
5. being prohibited from participation in share schemes of listed companies by laws and regulations;
6. other circumstances as determined by the CSRC.

II. Conditions for Vesting of the Restricted Shares

Restricted Shares granted to the Incentive Participants need to satisfy all of the following Vesting Conditions before they are vested in tranches:

- (I) None of the following has occurred on the part of the Company:
1. an audit report on the financial and accounting report for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
 2. an audit report on internal control over financial reporting for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
 3. in the most recent 36 months upon listing, there have been cases of failure to distribute profits according to laws and regulations, the Articles of Association and public undertakings;
 4. laws and regulations stipulate that share incentives shall not be implemented;
 5. other circumstances as determined by the CSRC.
- (II) None of the following has occurred on the part of the Incentive Participants:
1. being identified as an inappropriate candidate by the SSE within the most recent 12 months;
 2. being identified as an inappropriate candidate by the CSRC and its delegated institutions within the most recent 12 months;
 3. subject to administrative penalties or market ban measures by the CSRC and its delegated institutions due to material non-compliance with laws and regulations in the last 12 months;
 4. being prohibited from acting as a director or a member of the senior management of the Company under the Company Law;
 5. being prohibited from participation in share schemes of listed companies by laws and regulations;
 6. other circumstances as determined by the CSRC.

In the event that any one of the circumstances specified in the above subparagraph (I) arises, the Restricted Shares that have been granted but have not yet been vested to all of the Incentive Participants under the Incentive Scheme shall not be vested and shall lapse and be canceled by the Company. In the event that the Incentive Participants are responsible for circumstances under which the Company shall not implement share incentives, or the Restricted Shares shall not be granted to an Incentive Participant as specified in the above subparagraph (II), the Restricted Shares that have been granted but have not yet been vested to such Incentive Participant shall not be vested and shall lapse and be canceled by the Company.

(III) Incentive Participants satisfying the requirements on length of employment in each Vesting period

Before each tranche of Restricted Shares granted to the Incentive Participants is vested, the length of employment of the Incentive Participant must be more than 12 months in the Company (including subsidiaries).

(IV) Performance assessment requirements at the Company level

1. The assessment year of the First Grant of the Restricted Shares under the Incentive Scheme is for the three accounting years from 2023 to 2025, and shall be assessed once in each accounting year. The specific assessment targets are as follows:

Vesting Period	Assessment year	Based on the performance in 2022, the growth rate of revenue (A)		Based on the revenue from institution subscription and services business in 2022, the growth rate of revenue from institution subscription and services business (B)	
		Target value (Am)	Trigger value (An)	Target value (Bm)	Trigger value (Bn)
First Vesting Period	2023	The growth rate of revenue in 2023 is not less than 15.00%	The growth rate of revenue in 2023 is not less than 10.00%	The growth rate of revenue from institution subscription and services business in 2023 is not less than 25.00%	The growth rate of revenue from institution subscription and services business in 2023 is not less than 20.00%
Second Vesting Period	2024	The cumulative growth rate of revenue for two years of 2023 and 2024 is not less than 147.25%	The cumulative growth rate of revenue for two years of 2023 and 2024 is not less than 131.00%	The cumulative growth rate of revenue from institution subscription and services business for two years of 2023 and 2024 is not less than 181.25%	The cumulative growth rate of revenue from institution subscription and services business for two years of 2023 and 2024 is not less than 164.00%
Third Vesting Period	2025	The cumulative growth rate of revenue for three years of 2023, 2024 and 2025 is not less than 299.34%	The cumulative growth rate of revenue for three years of 2023, 2024 and 2025 is not less than 264.10%	The cumulative growth rate of revenue from institution subscription and services business for three years of 2023, 2024 and 2025 is not less than 376.56%	The cumulative growth rate of revenue from institution subscription and services business for three years of 2023, 2024 and 2025 is not less than 336.80%

Assessment indicators	Performance completion level	Vesting ratio at the Company level (X1)	Assessment indicators	Performance completion level	Vesting ratio at the Company level (X2)
Growth rate of revenue (A)	$A \geq A_m$	$X1 = 100\%$	Growth rate of revenue from institution subscription and services business (B)	$B \geq B_m$	$X2 = 100\%$
	$A_n \leq A < A_m$	$X1 = 90\%$		$B_n \leq B < B_m$	$X2 = 90\%$
	$A < A_n$	$X1 = 0$		$B < B_n$	$X2 = 0$
	Vesting ratio at the Company level = Max (X1, X2)				

Note: The above revenue refers to the audited revenue of the Listed Company (same below).

- If the Restricted Shares of the Reserved Grant under the Incentive Scheme are granted in 2023, the assessment year of the Restricted Shares of the Reserved Grant and the assessment arrangements in each assessment year are the same as those for the First Grant.

If the Restricted Shares of the Reserved Grant under the Incentive Scheme are granted in 2024, the assessment year of the Reserved Grant of the Restricted Shares is for the two accounting years from 2024 to 2025, and shall be assessed once in each accounting year. The specific assessment targets are as follow:

Vesting Period	Assessment year	Based on the performance in 2022, the growth rate of revenue (A)		Based on the revenue from institution subscription and services business in 2022, the growth rate of revenue from institution subscription and services business (B)	
		Target value (A _m)	Target value (B _m)	Target value (B _m)	Trigger value (B _n)
First Vesting Period	2024	The cumulative growth rate of revenue for two years of 2023 and 2024 is not less than 147.25%	The cumulative growth rate of revenue for two years of 2023 and 2024 is not less than 131.00%	The cumulative growth rate of revenue from institution subscription and services business for two years of 2023 and 2024 is not less than 181.25%	The cumulative growth rate of revenue from institution subscription and services business for two years of 2023 and 2024 is not less than 164.00%
Second Vesting Period	2025	The cumulative growth rate of revenue for three years of 2023, 2024 and 2025 is not less than 299.34%	The cumulative growth rate of revenue for three years of 2023, 2024 and 2025 is not less than 264.10%	The cumulative growth rate of revenue from institution subscription and services business for three years of 2023, 2024 and 2025 is not less than 376.56%	The cumulative growth rate of revenue from institution subscription and services business for three years of 2023, 2024 and 2025 is not less than 336.80%

Assessment indicators	Performance completion level	Vesting ratio at the Company level (X1)	Assessment indicators	Performance completion level	Vesting ratio at the Company level (X2)
Growth rate of revenue (A)	$A \geq A_m$	$X1 = 100\%$	Growth rate of revenue from institution subscription and services business (B)	$B \geq B_m$	$X2 = 100\%$
	$A_n \leq A < A_m$	$X1 = 90\%$		$B_n \leq B < B_m$	$X2 = 90\%$
	$A < A_n$	$X1 = 0$		$B < B_n$	$X2 = 0$
	Vesting ratio at the Company level = Max (X1, X2)				

The Company measures the above Vesting ratio according to the performance completion level corresponding to two indicators. If the Company fails to meet the above performance assessment targets, all Restricted Shares under the Incentive Scheme of assessment year shall not be vested to the Incentive Participants, and shall lapse and be canceled by the Company.

(V) Performance assessment requirements at the Incentive Participant's individual level

The Company conducts individual performance assessment on the Incentive Participants during the assessment year and determines the number of shares actually vested based on their assessment results. The performance assessment results of the Incentive Participants are divided into two levels, namely "Attained" and "Not attained", and the actual number of shares to be vested to the Incentive Participants will be determined according to the proportion of Vesting at the individual level corresponding to the following assessment rating table:

Assessment results	Attained	Not attained
Vesting ratio	100%	0

The number of Restricted Shares actually vested to the Incentive Participants in the current year = the number of Restricted Shares planned to be vested to the Incentive Participants in the current year \times Company-level Vesting ratio \times Individual-level Vesting ratio.

If the Restricted Shares vested to the Incentive Participants for a Vesting period cannot be vested due to assessment reasons, the Restricted Shares shall lapse and be canceled by the Company and shall not be deferred to the following years.

The assessment contents under the Incentive Scheme are implemented in accordance with the Assessment Management Measures of 2023 Restricted Share Incentive Scheme by Beijing Kingsoft Office Software, Inc..

III. Explanation on the scientificity and reasonableness of the assessment indicators

The assessment indicators of the Incentive Scheme have been established in accordance with the basic requirements of the relevant laws, regulations and the Articles of Association. The assessment indicators are divided into two levels, namely performance assessment at Company level and performance assessment at individual level.

The revenue and revenue from institution subscription and services business are selected as the performance assessment indicators at Company level, which are the core financial indicators and revenue composition indicators of the Company. The Company is a leading provider of the office software and services in the PRC, principally engaged in design, research and development and sales and marketing of the office software products and services of WPS Office. The revenue is our principal operating results and a crucial guarantee for the Company to generate profit. The revenue is also an important indicator for measuring the operating conditions and market share of the enterprise and predicting the trend of business expansion and measuring the growth of the enterprise. The growth rate of revenue reflects the Company's development capability and the enhancement of industry competitiveness. The subscription-based business model can greatly improve customer stickiness, revenue certainty, and provide continuous and stable cash flow. Using revenue from institution subscription and services business as performance assessment indicator at Company level requires the Company to continuously improve the penetration of WPS Office at all levels of users through measures such as improving the product system, improving service experience, and broadening ecological channels, and actively promote the transformation of domestic institutional customers from the traditional independent end office to cloud and collaborative office. With the gradual deepening of cloudification of users, the domestic institution subscription and services business has maintained a steady growth, laying a good foundation for the Company's subsequent promotion of digital office platforms. According to the characteristics and circumstances of the industry, the Company has set the aforementioned revenue and revenue from institution subscription and services business indicators for the Incentive Scheme after reasonable prediction and taking into account the incentive effect of the Scheme. The assessment targets set by the Company have fully considered comprehensive factors such as the current operating conditions and future development planning of the Company. The establishment of indicators is reasonable and scientific.

In addition to performance assessment at the Company level, the Company has also set up a strict performance assessment system for individuals, which can make a relatively accurate and comprehensive evaluation of the work performance of the Incentive Participants. The Company will determine whether the Incentive Participants meet the Vesting Conditions based on their performance assessment results for the previous year.

In summary, the assessment system of the Incentive Scheme of the Company is all-round, comprehensive and practicable, and the assessment indicators are scientific and reasonable, which are binding on the Incentive Participants and can serve the assessment purpose of the Incentive Scheme.

CHAPTER IX PROCEDURES OF IMPLEMENTATION OF THE RESTRICTED SHARE INCENTIVE SCHEME

I. Procedures for the implementation of the Restricted Share Incentive Scheme

- (I) The Remuneration Committee of the board of directors of the Company is responsible for fixing the draft and summary of the Incentive Scheme.
- (II) The board of directors of the Company shall resolve on the Incentive Scheme in accordance with the laws. When the board of directors of the Company considers the Incentive Scheme, the directors who are the Incentive Participants or directors who are related thereto shall abstain from voting. The board of directors of the Company shall submit the Incentive Scheme to the general meeting of the Company and Kingsoft for consideration after considering and approving the Incentive Scheme and performing the public announcement and announcement procedures, and propose to the general meeting of the Company and Kingsoft to authorise and implement the Grant and Vesting (registration) of the Restricted Shares.
- (III) The independent directors and the Supervisory Committee shall express their opinions on whether the Incentive Scheme is beneficial to the sustainable development of the Company or is significantly detrimental to the interests of the Company and the shareholders as a whole. The Company will engage an independent financial adviser with securities qualifications to give its professional opinion on the feasibility of the Incentive Scheme, whether the Incentive Scheme is conducive to the sustainable development of the Company, and whether it harms the interests of the Company, and the impact on the interests of shareholders. The law firm shall issue a legal opinion on the Incentive Scheme.
- (IV) The Company shall carry out self-examination on the trading of shares of the Company by insiders within 6 months prior to the announcement of the Incentive Scheme.
- (V) The Incentive Scheme shall be subject to the consideration and approval at the general meeting of the Company and Kingsoft. Before convening the general meeting of the Company and Kingsoft, the Company shall publish the names and positions of the Incentive Participants internally through the Company's website or other channels for a period of not less than 10 days. The Supervisory Committee shall review the list of the Incentive Participants and fully listen to the public opinions. The Company shall disclose the explanation of the Supervisory Committee on the review opinions and announcements on the list of the Incentive Participants 5 days before the Incentive Scheme is considered at the general meeting of the Company and Kingsoft (whichever is earlier).
- (VI) When the Company's general meeting is voting by ballot on the Restricted Share Incentive Scheme, the independent directors shall solicit proxy voting rights from all shareholders in respect of the Restricted Share Incentive Scheme.
- (VII) The general meeting of the Company and Kingsoft shall vote by ballot on the Incentive Scheme, and shall be approved by more than two-thirds of the voting rights held by the shareholders present at the general meeting of the Company and half of the voting rights held by the shareholders present at the general meeting of Kingsoft. The voting of other shareholders other than the directors, supervisors, senior management of the Company and shareholders individually or collectively holding more than 5% of the shares of the Company shall be separately counted and disclosed.

When the Incentive Scheme is considered at the general meeting of the Company and Kingsoft, shareholders who are Incentive Participants or shareholders who are related to the Incentive Participants or their associates shall abstain from voting thereon in accordance with relevant laws and regulations.

(VIII) The Company shall grant the Restricted Shares to the Incentive Participants within the prescribed period upon approval of the Incentive Scheme at the general meeting of the Company and Kingsoft and the fulfilment of grant conditions stipulated under the Incentive Scheme. The board of directors of the Company shall be responsible for the grant and Vesting of the Restricted Shares in accordance with the mandate granted at the general meeting of the Company and Kingsoft.

II. Procedures for granting the Restricted Shares

- (I) Upon consideration and approval of the Incentive Scheme at the general meeting of the Company and Kingsoft, the Company shall sign an “Agreement on the Grant of Restricted Shares” with the Incentive Participants in order to set out their respective rights and obligations.
- (II) The board of directors of the Company shall consider and announce whether the conditions of a grant to an Incentive Participant as set out in the Incentive Scheme have been satisfied before the Company makes a grant to such Incentive Participant. The Reserved Grant of Restricted Shares shall be determined, considered and approved by the board of directors of the Company. The independent directors and the Supervisory Committee shall simultaneously express clear opinions. The law firm shall issue legal opinions on whether the conditions for the granting of interests to the Incentive Participants are fulfilled or not.
- (III) The Supervisory Committee of the Company shall verify the Grant Date of the Restricted Shares and the list of Incentive Participants and issue opinions thereon.
- (IV) Where there is any discrepancy between the grant of interests by the Company to the Incentive Participants and the arrangement of the Incentive Scheme, the independent directors, the Supervisory Committee (when the Incentive Participants change) and the law firm shall simultaneously express clear opinions.
- (V) The Company shall grant Restricted Shares to Incentive Participants and make an announcement within 60 days after the Incentive Scheme is considered and approved at the general meeting and Kingsoft (whichever is later). In the event the Company fails to make grants within such 60 days, the Incentive Scheme shall be terminated, and the board of directors of the Company shall disclose the reason for such failure in a timely manner and announce the termination of the Incentive Scheme, and shall be prohibited from approving a share scheme again within three months commencing from the date of the announcement.
- (VI) Prior to the Vesting Date, the Incentive Participants must pay the relevant subscription price for the Restricted Shares to the Company as directed. If the Incentive Participants fail to pay the subscription price within the timeframe specified by the Company, the Restricted Shares shall immediately lapse and be canceled by the Company and shall have no further force or effect.

Incentive Participants eligible for Reserved Grant shall be determined within 12 months after the Incentive Scheme is considered and approved at the general meeting of the Company and Kingsoft. If Incentive Participants are not confirmed within such 12 months, the Reserved Grant will lapse.

III. Procedures for the Vesting of the Restricted Shares

- (I) Before the Vesting of the Restricted Shares, the board of directors of the Company shall consider whether the Vesting Conditions of the Incentive Participants as set out in the Incentive Scheme have been fulfilled, and the independent directors and the Supervisory Committee shall simultaneously issue clear opinions, and the law firm shall issue legal opinions on whether the Vesting Conditions for the exercise of the Incentive Participants have been fulfilled. For the Incentive Participants who have fulfilled the Vesting Conditions, the Company shall handle the Vesting in a unified manner, and for the Incentive Participants who have not fulfilled the Vesting Conditions, the Restricted Shares in the relevant tranche shall not be vested and shall lapse and be canceled by the Company. The Company shall disclose the announcement of the resolutions of the board of directors of the Company in a timely manner after the Vesting of the Incentive Participants, and announce the opinions of the independent directors, the Supervisory Committee and the law firm and the relevant implementation thereof.
- (II) Before handling the Vesting of the Restricted Shares in a unified manner, the Company shall apply to the SSE. The Company shall apply to the securities depository and clearing institution for the registration and settlement matters after confirmation by the SSE.
- (III) The Incentive Participants may transfer the vested Restricted Shares, but the transfer of shares held by directors and senior management of the Company shall comply with the relevant laws, regulations and regulatory documents.

IV. Procedures for amendments to the Incentive Scheme

- (I) In the event that the Company intends to amend the Incentive Scheme before it is considered and approved at the general meeting of the Company and Kingsoft, such amendment shall be considered and approved by the board of directors of the Company.
- (II) In the event that the Company intends to amend the Incentive Scheme after it is considered and approved at the general meeting of the Company and Kingsoft, such amendment shall be considered and determined at the general meeting of the Company and Kingsoft and such amendment shall not result in the following:
 - 1. accelerating the Vesting;
 - 2. reducing the Grant Price (except for circumstances where the Grant Price is lowered due to capitalisation issue, bonus issue, rights issue and other reasons).
- (III) The independent directors and the Supervisory Committee of the Company shall express their independent opinions on whether the amended scheme is beneficial to the sustainable development of the Company or is significantly detrimental to the interests of the Company and the shareholders as a whole. The law firm shall issue professional opinions on whether the amended scheme complies with the provisions of the Management Measures and relevant laws and regulations, and whether there is any obvious damage to the interests of the Company and its shareholders as a whole.
- (IV) The amended Incentive Scheme shall always comply with the relevant requirements under Chapter 17 of the Hong Kong Listing Rules.

- (V) Any change in the authority of the board of directors of the Company to amend the Incentive Scheme must be approved by the general meeting of the Company and Kingsoft.

V. Procedures for termination of the Incentive Scheme

- (I) If the Company intends to terminate the implementation of the Incentive Scheme before it is considered at the general meeting of the Company and Kingsoft, such termination shall be considered and approved by the board of directors of the Company.
- (II) If the Company intends to terminate the implementation of the Incentive Scheme after it is considered and approved at the general meeting of the Company and Kingsoft, such termination shall be considered and approved at general meeting of the Company and Kingsoft.
- (III) The law firm shall issue professional opinions on whether the Company's termination of the Incentive Scheme complies with the provisions of the measures and relevant laws and regulations, and whether there is any obvious damage to the interests of the Company and its shareholders as a whole.

CHAPTER X ADJUSTMENT METHOD AND PROCEDURES OF THE RESTRICTED SHARE INCENTIVE SCHEME

I. Adjustment method of the number of Restricted Shares granted and the number vested

In the event of any capitalisation issue, bonus issue, sub-division, rights issue or share consolidation of the Company in the period from the date of announcement on the Incentive Scheme to the completion of Vesting and registration of Restricted Shares by the Incentive Participants, the number of Restricted Shares granted/vested shall be adjusted accordingly. The adjustment method is as follows:

1. *Capitalisation issue, bonus issue and sub-division of share capital*

$$Q = Q_0 \times (1+n)$$

Where: Q_0 represents the number of Restricted Shares granted/vested before the adjustment; n represents the ratio of increase per share resulting from the capitalisation issue, bonus issue or sub-division of shares (i.e., the number of shares increased per share upon capitalisation issue, bonus issue or sub-division of shares); Q represents the adjusted number of Restricted Shares granted/vested.

2. *Rights issue*

$$Q = Q_0 \times P_1 \times (1+n) \div (P_1 + P_2 \times n)$$

Where: Q_0 represents the number of Restricted Shares granted/vested before the adjustment; P_1 represents the closing price as at the record date; P_2 represents the price of the rights issue; n represents the ratio of the rights issue (i.e., the ratio of the number of shares to be issued under the rights issue to the total share capital of the Company before the rights issue); Q represents the adjusted number of Restricted Shares granted/vested.

3. *Share consolidation*

$$Q = Q_0 \times n$$

Where: Q_0 represents the number of Restricted Shares granted/vested before the adjustment; n represents the ratio of consolidation of shares (i.e., one share shall be consolidated into n shares); Q represents the adjusted number of Restricted Shares granted/vested.

4. *Addition issue*

Under the circumstance of additional issue of new shares, no adjustment will be made on the number of Restricted Shares granted/vested.

II. Adjustment method of the Grant Price of the Restricted Shares

In the event of any capitalisation issue, bonus issue, sub-division, rights issue, share consolidation or dividend distribution of the Company in the period from the date of announcement of the Incentive Scheme to the completion of Vesting and registration of Restricted Shares by the Incentive Participants, an adjustment to the Grant Price of Restricted Shares shall be made by the Company accordingly. The adjustment method is as follows:

1. *Capitalisation issue, bonus issue and sub-division of share capital*

$$P = P_0 \div (1+n)$$

Where: P_0 represents the Grant Price before the adjustment; n represents the ratio of increase per share resulting from the capitalisation issue, bonus issue and sub-division of share capital to each share; P represents the adjusted Grant Price.

2. *Rights issue*

$$P = P_0 \times (P_1 + P_2 \times n) \div [P_1 \times (1+n)]$$

Where: P_0 represents the Grant Price before the adjustment; P_1 represents the closing price as at the record date; P_2 represents the price of the rights issue; n represents the ratio of the rights issue (i.e., the ratio of the number of shares to be issued under the rights issue to the total share capital of the Company before the rights issue); P represents the adjusted Grant Price.

3. *Share consolidation*

$$P = P_0 \div n$$

Where: P_0 represents the Grant Price before the adjustment; n represents the ratio of share consolidation; P represents the adjusted Grant Price.

4. *Dividend distribution*

$$P = P_0 - V$$

Where: P_0 represents the Grant Price before the adjustment; V represents the dividend per share; P represents the adjusted Grant Price. P shall be greater than 1 after the dividend distribution.

5. *Addition issue*

Under the circumstance of additional issue of new shares, no adjustment will be made on the Grant Price of the Restricted Shares.

III. Adjustment procedures of the Restricted Share Incentive Scheme

In the event of the above circumstances, the board of directors of the Company shall consider and approve the resolution on the adjustment of the number of Restricted Shares to be granted/vested and the Grant Price (if the number and price of Restricted Shares to be granted/vested needs to be adjusted for matters other than the above circumstances, such resolution shall be submitted to the general meeting of the Company and Kingsoft for consideration, except for the board of directors of the Company consideration of the relevant resolution). The Company shall engage a law firm to issue professional opinions to the board of directors of the Company on whether the above adjustments are in compliance with the Management Measures, the Articles of Association and the Incentive Scheme. After the adjustment proposal is considered and approved by the board of directors of the Company, the Company shall timely disclose the announcement of the resolutions of the board of directors of the Company and the legal opinion.

CHAPTER XI ACCOUNTING TREATMENT ON THE RESTRICTED SHARES

In accordance with the requirements of the Accounting Standards for Business Enterprises No. 11 — Share-based Payments (《企業會計準則第11號 — 股份支付》) and the Accounting Standards for Business Enterprises No. 22 — Recognition and Measurement of Financial Instruments (《企業會計準則第22號 — 金融工具確認和計量》), the Company shall, on each balance sheet date during the period from the Grant Date to the Vesting Date, revise the number of Restricted Shares expected to be vested according to the latest information such as the change in the number of persons entitled to be vested and the completion of performance indicators, and recognise the services obtained in the current period in relevant costs or expenses and capital reserve according to the fair value of the Restricted Shares on the Grant Date.

I. Fair value of the Restricted Shares and the determination method

With reference to the “Application of Share-based Payment Standards — Grant of Restricted Shares (《股份支付準則應用案例 — 授予限制性股票》)” issued by the Accounting Department of the Ministry of Finance of the People’s Republic of China, the measurement of the share-based payment expenses for Type II Restricted Shares is based on share options. In accordance with the relevant requirements of the Accounting Standards for Business Enterprises No. 11 — Share-based Payments (《企業會計準則第11號 — 股份支付》) and the Accounting Standards for Business Enterprises No. 22 — Recognition and Measurement of Financial Instruments (《企業會計準則第22號 — 金融工具確認和計量》), the Company selected the Black-Scholes model to calculate the fair value of the Type II Restricted Shares. Specific measure parameters are as follows:

1. Underlying share price: RMB443.00/share (assuming the closing price on the date of the First Grant is RMB443.00/share);
2. Validity Period: 12 months, 24 months and 36 months (the period from the Grant Date of the Restricted Shares to the date of Vesting of each tranche);
3. Historical volatility: 59.2596%, 57.1309% and 57.5724% (adopting the historical volatility of the Company for the past 12 months, 24 months and 36 months);

4. Risk-free interest rate: 2.2016%, 2.4053% and 2.4997% (using the 1-year, 2-year and 3-year-yield rate of treasury bonds disclosed on ChinaBond.com.cn, respectively).

II. Estimated impact on operating performance in each period due to implementation of the Restricted Shares

The fair value of the Restricted Shares on the Grant Date will be determined by the Company in accordance with the requirements of accounting standards, and the share-based payments under the Incentive Scheme will be further determined accordingly, which will be amortised according to the Vesting ratio during the implementation of the Incentive Scheme. The costs of incentive arising from the Incentive Scheme will be charged to the recurring profit and loss.

According to the requirements of the PRC Accounting Standards, assuming the Company makes the grant of the Restricted Shares at the end of April 2022, the impact of the Restricted Shares under the First Grant of the Incentive Scheme on the accounting costs for each period is as follows:

Expected total costs to be amortised under the First Grant (RMB0'000)	2023 (RMB0'000)	2024 (RMB0'000)	2025 (RMB0'000)	2026 (RMB0'000)
24,628.37	9,872.94	9,561.28	4,233.57	960.58

Note 1: The above calculation results do not represent the final accounting costs. The actual accounting costs are related to the Grant Date, the Grant Price and the number of Restricted Shares vested. If an Incentive Participant resigns before Vesting, or fails to meet the corresponding standards of the performance assessment of the Company or personal performance assessment, the actual number of shares vested will be reduced accordingly and thus lower the share payment. Besides, the possible dilutive effects are brought to the attention of shareholders.

Note 2: The final result of the above impact on the Company's operating results will be subject to the annual audit report issued by the accounting firm.

The above calculation does not include the Reserved Grant of Restricted Shares, and additional share payment fees will be incurred when the reserved shares are granted.

According to the preliminary evaluation by the Company based on the information available, the amortisation of expenses of the Restricted Shares will have an impact on the net profit each year within the Validity Period. But at the same time, the implementation of the Restricted Share Incentive Scheme will further enhance the cohesion of employees and team stability, and effectively motivate core employees, thereby improving operating efficiency and bringing higher operating performance and intrinsic value to the Company.

CHAPTER XII RIGHTS AND OBLIGATIONS OF THE COMPANY/THE INCENTIVE PARTICIPANTS

I. Rights and obligations of the Company

- (I) The Company shall have the right to construe and execute the Incentive Scheme and shall appraise the performance of Incentive Participants based on the requirements under the Incentive Scheme. If an Incentive Participant fails to fulfil the Vesting Conditions required under the Incentive Scheme, the Restricted Shares that have been granted to Incentive Participants but not yet registered shall not be vested and shall lapse and be canceled by the Company.
- (II) The Company undertakes not to provide loans and any other forms of financial assistance, including providing guarantee for their loans, to the Incentive Participants to obtain relevant Restricted Shares according to the Incentive Scheme.
- (III) The Company shall make timely, true, accurate and complete disclosure of information disclosure documents related to the Incentive Scheme in accordance with relevant laws, regulations and regulatory documents, and ensure that there are no false records, misleading statements or material omissions, and timely fulfil the relevant reporting obligations of the Incentive Scheme.
- (IV) The Company shall proactively procure the Vesting of Restricted Shares for Incentive Participants who have satisfied with the Vesting Conditions pursuant to the Incentive Scheme and the relevant requirements of the CSRC, the SSE and China Securities Depository and Clearing Corporation Limited Shanghai Branch. The Company shall not be held liable for losses incurred by the Incentive Participants who fail to complete the Vesting of their Restricted Shares due to reasons caused by the CSRC, the SSE and China Securities Depository and Clearing Corporation Limited.
- (V) If the Incentive Participants violate the laws and professional ethics, leak confidential information of the Company, and are negligent or gross misconduct in performance of duties which may cause serious damage to the interests or reputation of the Company, upon being reviewed by the Remuneration Committee of the board of directors and reported to the board of directors of the Company for approval, the Restricted Shares that have been granted to Incentive Participants but not yet vested shall not be vested and shall lapse and be canceled by the Company. At the same time, in the event of serious circumstances, the Company may also recover the losses suffered by the Company in accordance with relevant laws and regulations.
- (VI) In accordance with the relevant provisions of the national tax laws and regulations, the Company shall withhold and pay the individual income tax and other taxes payable by the Incentive Participants for participation in the Incentive Scheme.
- (VII) The Company's determination of the Incentive Participants under the Incentive Scheme does not mean to ensure that the Incentive Participants enjoy the right to continue to serve the Company, and does not constitute the Company's commitment to the term of employment of employees. The Company's employment and employment management of employees are still implemented in accordance with the employment contract or labour contract signed between the Company and the Incentive Participants.

(VIII) Other relevant rights and obligations as stipulated by laws, administrative regulations and regulatory documents.

II. Rights and obligations of the Incentive Participants

- (I) Incentive Participants shall, based on the requirement of the position, perform their responsibilities diligently in compliance with professional ethic and strive to contribute to the development of the Company.
- (II) The source of funding of Incentive Participants shall derive from their own funds.
- (III) The Restricted Shares granted to the Incentive Participants shall not be transferred or used to guarantee or repay debts.
- (IV) Restricted Shares granted to the Incentive Participants according to the requirements of the Incentive Scheme are not entitled to voting power before Vesting and registration, and they are not entitled to participate in the distribution of share bonuses and dividends. The Restricted Shares upon Vesting shall comply with the Articles of Association of the Company, and shall be entitled to equal voting right, dividend right, transfer right, liquidation related rights, and other rights in all respects pro rata.
- (V) The gains acquired by the Incentive Participants as a result of the Incentive Scheme shall be subject to individual income tax and other taxes and fees according to tax laws and regulations of the PRC.
- (VI) Incentive Participants undertake that where false statements or misleading representations in or material omissions from the information disclosure documents of the Company result in non-compliance with condition of grant or Vesting arrangements, Incentive Participants concerned shall return to the Company all interests gained through the Incentive Scheme calculated from the date when it's confirmed that the relevant information disclosure documents of the Company contain false statements or misleading representations or material omissions.
- (VII) Upon consideration and approval of the Incentive Scheme at the general meeting of the Company and Kingsoft, and passing the resolution of granting interest to the Incentive Participants at the board meeting, the Company shall sign an "Agreement on Grant of Restricted Shares" with the Incentive Participants in order to set out their respective rights and obligations as well as other matters.
- (VIII) Other relevant rights and obligations under the laws, regulations and the Incentive Scheme.

This Incentive Scheme (and other documents relating to this Incentive Scheme) does not constitute an offer or invitation to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Securities and Futures Ordinance. Shares offered in relation to this Incentive Scheme (and any such documents) may not be offered or sold in Hong Kong by means of any document, except in circumstances which do not result in the document being a "prospectus" as defined in the Companies Ordinance (Cap. 622) or which do not constitute an offer to the public within the meaning of that Ordinance.

No person may issue or possess for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to shares offered in relation to this Incentive Scheme, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong.

CHAPTER XIII HANDLING UNUSUAL CHANGES TO THE COMPANY/THE INCENTIVE PARTICIPANTS

I. Handling unusual changes to the Company

- (I) In the event that any of the circumstances below occurs in respect of the Company, the Incentive Scheme shall be terminated and the Restricted Shares that have been granted to the Incentive Participants but not yet vested shall not be vested:
1. an audit report on the financial and accounting report for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
 2. an audit report on internal control over financial reporting for the most recent financial year in which a certified public accountant issued an adverse opinion or was unable to express an opinion;
 3. in the most recent 36 months upon listing, there have been cases of failure to distribute profits according to laws and regulations, the Articles of Association and public undertakings;
 4. laws and regulations stipulate that share incentives shall not be implemented;
 5. other circumstances where the Incentive Scheme should be terminated as determined by the CSRC.
- (II) The Incentive Scheme shall remain unchanged if any of the following events occurs to the Company:
1. a change of control of the Company without reorganisation of major assets;
 2. a merger or division of the Company, where the Company continues to exist.
- (III) If any of the following events occurs to the Company, the general meeting of the Company and Kingsoft shall decide whether to amend or adjust the Scheme:
1. a change of control of the Company involving reorganisation of major assets;
 2. a merger or division of the Company, where Company no longer exists.

- (IV) Where false statements or misleading statements in or material omissions from the information disclosure documents of the Company result in non-compliance with conditions for the grant or Vesting of Restricted Shares, the Restricted Shares granted to Incentive Participants but not yet vested shall not be vested and shall lapse and be canceled by the Company. In respect of the Restricted Shares already vested, the Incentive Participants concerned shall return to the Company all interests gained. The board of directors of the Company shall recover the income of Incentive Participants in accordance with the provisions of the preceding paragraph. The Incentive Participants who bear no responsibility for the aforesaid matters and who incur losses as a result of the return of interests may seek compensation from the Company or responsible parties.

II. Change in personal particulars of the Incentive Participants

- (I) If an Incentive Participant's position(s) has been changed but he/she still works in the Company or subsidiaries of the Company, the Vesting of Restricted Shares granted to him/her shall be carried out in full accordance with the procedures stipulated in the Incentive Scheme prior to the change of his/her position(s); however, if the Incentive Participant's position(s) has changed due to his/her incompetence to his/her position, violation of laws, violation of professional ethics, leakage of confidential information of the Company, dereliction of duty or malfeasance, serious violation of the Company's system and other acts that damage the interests or reputation of the Company, or the Company or subsidiaries of the Company terminate his/her labour relationship with the Incentive Participant due to the above reasons, the Restricted Shares that have been granted to the Incentive Participant but not yet vested shall not be vested and shall lapse and canceled by the Company. In respect of the Restricted Shares already vested, the Incentive Participants concerned shall return to the Company all interests granted.
- (II) Where an Incentive Participant resigns, including circumstances of voluntary resignation, resignation due to layoffs of the Company, contract expired and no longer renewed, dismissal by the Company due to personal fault, negotiated termination of labour contract or employment agreement, Restricted Shares that have been granted to the Incentive Participant but not yet vested since the date of resignation shall not be vested and shall lapse and canceled by the Company. The Incentive Participant shall pay the Company the individual income tax involved in the vested Restricted Shares before resignation.

The Company has the right to recover the losses incurred from an Incentive Participant in accordance with the provisions of relevant laws, depending on the seriousness of the circumstances when he/she conducts personal faults including but not limited to:

Violation of the employment contract, confidentiality agreement, non-competition agreement or any other similar agreements signed with the Company or its affiliates; violation of the laws of the country of residence, resulting in criminal offenses or other bad conditions that affect the performance of the job.

- (III) If an Incentive Participant retires normally (including re-employment to the Company after retirement or continue to provide labour services for the Company in other forms) in accordance with national laws and regulations and the Company's requirements, abiding by the confidentiality obligation and have no behaviour that harms the Company's interests, the Restricted Shares granted to him/her shall remain valid and shall be vested in accordance with the procedures stipulated in the Incentive Scheme. In case of the occurrence of the circumstances mentioned in this paragraph, if the Incentive Participant does not have an individual performance assessment, his/her individual performance assessment conditions will no longer be included in the Vesting Conditions; if there is an individual performance assessment, his/her individual performance assessment will still be one of the Vesting Conditions for Restricted Shares.
- (IV) The resignation of an Incentive Participant due to his/her incapacity shall be dealt with in the following two circumstances:
1. When an Incentive Participant resigns due to incapacity in performing his/her duties, the Vesting of Restricted Shares granted to him/her shall be carried out in accordance with the procedures stipulated in the Incentive Scheme prior to the incapacity. The board of directors of the Company may determine that his/her personal performance assessment conditions shall not be included in the Vesting Conditions, while other Vesting Conditions remains effective. The Incentive Participants shall pay to the Company the individual income tax in relation to the Restricted Shares that have been vested before they leave the Company.
 2. When an Incentive Participant leaves the Company due to incapacity not resulting from performance of duties, the Restricted Shares that have been granted to the Incentive Participant but not yet vested shall not be vested and shall lapse and canceled by the Company. Prior to the resignation of the Incentive Participants, the Incentive Participants shall pay to the Company the individual income tax involved in the Restricted Shares that have been vested.
- (V) The death of an Incentive Participant shall be dealt with in the following two circumstances:
1. If an Incentive Participant dies in the course of performing his/her duties, the Restricted Shares granted to him/her shall be inherited by his/her designated successor or legal successor and shall be vested in accordance with the procedures stipulated in the Scheme prior to the death of the Incentive Participant. The board of directors of the Company may determine that his/her personal performance assessment conditions shall no longer be included in the Vesting Conditions. The successor shall pay to the Company the individual income tax in respect of the Restricted Shares vested before the inheritance, and shall pay the individual income tax in respect of the Restricted Shares vested for the current period in advance of each Vesting thereafter.
 2. If an Incentive Participant dies other than due to his/her duty, the Restricted Shares that have been granted to the Incentive Participant but have not yet been vested shall not be vested and shall lapse and be canceled by the Company on the date of occurrence of such event. The Company is entitled to request the successors to pay the individual income tax in respect of the Restricted Shares that have been vested before the inheritance.

(VI) If the Company cancels the Restricted Shares granted to the Incentive Participants, and grant new Restricted Shares to the same Incentive Participants, the Company shall only use the remaining Restricted Shares as specified under clause 2 of Chapter V of this Incentive Scheme.

(VII) Other unspecified circumstances not stipulated in this Incentive Scheme shall be determined by the board of directors of the Company and its treatment method shall be determined.

III. Settlement mechanism for relevant disputes between the Company and Incentive Participants

The disputes between the Company and the Incentive Participants arising from the execution of the Incentive Scheme and/or the “Agreement on the Grant of Restricted Shares” signed by the parties or in relation to the Incentive Scheme and/or the “Agreement on the Grant of Restricted Shares” shall be solved through negotiation and communication by both parties, or mediation by the Remuneration Committee of the board of directors of the Company. If relevant disputes are not solved through the above-mentioned methods within 60 days from the date of occurrence of the disputes, either party is entitled to file a lawsuit with the people’s court with jurisdiction in the place where the Company is located.

CHAPTER XIV SUPPLEMENTARY PROVISIONS

- I. The Incentive Scheme shall become effective upon consideration and approval at the general meeting of the Company and Kingsoft.
- II. The Incentive Scheme shall be interpreted by the board of directors of the Company.
- III. If the provisions of the Incentive Scheme conflict with relevant national laws, regulations, administrative rules and regulatory documents, it shall be implemented or adjusted in accordance with the relevant national laws, regulations, administrative rules and regulatory documents. If there is no provision stipulated in the Incentive Scheme, it shall be implemented or adjusted in accordance with the relevant national laws, regulations, administrative rules and regulatory documents.

The Board of Beijing Kingsoft Office Software, Inc.
20 April 2023

NOTICE OF ANNUAL GENERAL MEETING



Kingsoft Corporation Limited

金山軟件有限公司

(Continued into the Cayman Islands with limited liability)

(Stock Code: 03888)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Kingsoft Corporation Limited (the “**Company**”) will be held at Kingsoft Software Park, No. 329 Qiandaohuan Road, Tangjiawan Town, Zhuhai, Guangdong, the PRC on 24 May 2023 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

- 1 To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditors’ report for the year ended 31 December 2022;
- 2 To declare a final dividend of HK\$0.13 per share for the year ended 31 December 2022;
- 3 To re-elect directors and authorize the board of directors of the Company to fix the directors’ remuneration:
 - 3.1 To re-elect Mr. Jun LEI as the non-executive director of the Company;
 - 3.2 To re-elect Mr. Leiwen YAO as the non-executive director of the Company;
 - 3.3 To re-elect Mr. Shun Tak WONG as the independent non-executive director of the Company;
 - 3.4 To re-elect Mr. Zuotao CHEN as the independent non-executive director of the Company;
 - 3.5 To re-elect Ms. Wenjie WU as the independent non-executive director of the Company;
 - 3.6 To authorise the board of directors of the Company to fix the directors’ remuneration;
- 4 To re-appoint Ernst & Young as the auditors of the Company and to authorize the board of directors of the Company to fix the auditors’ remuneration;
- 5 To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.0005 each in the capital of the Company (“**Shares**”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of Shares or rights to acquire Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

- 6 To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the Shares to be repurchased pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company following the passing of this resolution;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”

7 To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** subject to the passing of ordinary resolutions numbered 5 and 6 above, the general mandate granted to the Directors pursuant to ordinary resolution numbered 5 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 6, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the said resolution.”

8 To consider and, if thought fit, pass with or without amendments the share incentive scheme to be adopted by Beijing Kingsoft Office Software, Inc. (the “**2023 BKOS Share Incentive Scheme**”) as set out in the circular of the Company date 28 April 2023 and the proposed authorization to the board of directors of Beijing Kingsoft Office Software, Inc. to handle matters pertaining to the 2023 BKOS Share Incentive Scheme;

SPECIAL RESOLUTION

9 To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT:**

(a) the Proposed Amendments to the existing Memorandum of Association and Articles of Association, the details of which are set out in Appendix III to the circular of the Company dated 28 April 2023, be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the Amended and Restated M&A with the Proposed Amendments incorporated (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification), be and are hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company;
- (c) the Company’s registered office provider be and is hereby authorised and instructed to make each filing with the Registrar of Companies in the Cayman Islands that is necessary in connection with this resolution; and
- (d) any Director or the secretary of the Company be and is hereby authorised to make (or cause to be made) any filing or submission which may be necessary or desirable in accordance with the relevant laws and regulations in Hong Kong in connection with this resolution and to do (or cause to be done) any other act or thing, and execute and deliver on behalf of the Company any document which that Director or the secretary of the Company considers to be necessary or desirable in connection with this resolution.”

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

Hong Kong, 28 April 2023

Principal place of business in Hong Kong:
Suite 3208, 32/F, Tower 5
The Gateway, Harbour City
Tsim Sha Tsui, Kowloon
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the Annual General Meeting 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.
- (b) 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).
- (c) The register of members will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of members who are entitled to attend and vote at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 18 May 2023.
- (d) The register of members of the Company will be closed from Tuesday, 6 June 2023 to Friday, 9 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 5 June 2023.
- (e) An explanatory statement containing further details regarding resolution 6 above will be sent to shareholders.
- (f) With regard to resolution 3 in this notice, details of the retiring Directors, namely Mr. Jun LEI, Mr. Leiwen YAO, Mr. Shun Tak WONG, Mr. Zuotao CHEN and Ms. Wenjie WU proposed be re-elected as Directors are set out in Appendix II to the circular to the shareholders of the Company dated 28 April 2023.
- (g) 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.
- (h) Unless otherwise specified, capitalised terms used herein shall have the same meaning ascribed to them in the circular of the Company dated 28 April 2023.

As at the date of this notice, 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, Zuotao CHEN and Ms. Wenjie WU.