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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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**[®]
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
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Kingsoft Corporation Limited to be held at Building D, Xiaomi Campus, No. 33 Xierqi Middle Road, Haidian District, Beijing, the PRC on 27 May 2020 at 2:00 p.m. is set out on pages 12 to 15 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, 24 April 2020

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Building D, Xiaomi Campus, No. 33 Xierqi Middle Road, Haidian District, Beijing, the PRC on 27 May 2020 at 2:00 p.m.
“Articles of Association”	the articles of association of the Company (as amended, supplemented or modified from time to time)
“Board”	the board of the Directors
“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
“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”	20 April 2020, 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)
“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
“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
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 6 of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of the PRC
“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

DEFINITIONS

“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 no. 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
“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 Directors

Mr. Tao ZOU

Mr. Yuk Keung NG

Non-executive Directors

Mr. Jun LEI (*Chairman*)

Mr. Pak Kwan KAU

Mr. Chi Ping LAU

Independent Non-executive Directors

Mr. Shun Tak WONG

Mr. David Yuen Kwan TANG

Ms. Wenjie WU

Registered Office

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

Principal Place of Business

in Hong Kong

Unit 1309A, 13/F

Cable TV Tower

No. 9 Hoi Shing Road

Tsuen Wan, N.T.

Hong Kong

Hong Kong, 24 April 2020

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
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; and (iii) the proposed re-election of retiring Directors.

GENERAL MANDATE TO ISSUE SHARES

On 15 May 2019, 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.

LETTER FROM THE CHAIRMAN

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 1,372,728,717 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 274,545,743 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 15 May 2019, 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 1,372,728,717 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 137,272,871 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.

RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises eight Directors, of which two are executive Directors, namely Messrs. Tao ZOU and Yuk Keung NG; and three are non-executive Directors, namely Messrs. Jun LEI, Pak Kwan KAU and Chi Ping LAU; and three are independent non-executive Directors, namely Messrs. Shun Tak WONG and David Yuen Kwan TANG and Ms. Wenjie WU.

Pursuant to Article 108(a) of the Articles of Association, Mr. Jun LEI, Mr. Pak Kwan KAU 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.

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

LETTER FROM THE CHAIRMAN

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Building D, Xiaomi Campus, No. 33 Xierqi Middle Road, Haidian District, Beijing, the PRC on 27 May 2020 at 2:00 p.m. is set out on pages 12 to 15 of this circular.

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 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.

Furthermore, taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia, in order to facilitate the prevention and control of the epidemic and to safeguard the health and safety of the Shareholders and investors, the Company suggests that the Shareholders appoint the Chairman of the Annual General Meeting as a proxy to vote on relevant resolutions, instead of attending the Annual General Meeting in person.

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:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,372,728,717 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 137,272,871 Shares, representing no more than 10% of the issued share capital of the Company as at the date of the Latest Practicable Date.

2. 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.

3. 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 2019 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.

4. 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 2019 up to the Latest Practicable Date are as follows:

	Shares Traded Price	
	Highest HK\$	Lowest HK\$
2019		
April	21.85	18.98
May	21.60	17.42
June	20.90	16.72
July	17.88	15.48
August	17.08	13.40
September	18.88	14.60
October	19.04	16.96
November	20.10	17.32
December	20.65	17.44
2020		
January	26.15	19.42
February	29.00	24.15
March	28.30	19.50
April (up to the Latest Practicable Date)	27.95	23.40

5. 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.

6. 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 342,826,251 Shares of the Company, representing approximately 24.97% of the issued share capital of the Company. Among these 342,826,251 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) 132,710,003 Shares were deemed to be interested by Mr. Jun LEI under the SFO because under a voting consent agreement entered into by Mr. Jun LEI, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG 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 27.75% 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%.

7. 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 50, 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, including Beijing Kingsoft Office Software, Inc. (a company listed on the Sci-Tech Board in November 2019, Stock Code: 688111).

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 has taken the position of chairman and CEO. From April 2005 to August 2016, Mr. LEI was the chairman of YY Inc. (NSDAQ: YY). Mr. LEI also served as the chairman of Cheetah Mobile (NYSE: CMCM) until 13 March 2018.

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. He has been serving as vice chairman of All-China Federation of Industry and Commerce, vice chairman of Beijing Federation of Industry and Commerce and vice president of China Association For Quality since 2017. Mr. LEI was elected as one of the top 10 economic personages of China in 2017. Mr. LEI was elected as one of 100 outstanding private entrepreneurs on the 40th anniversary of the China's reform and opening-up in 2018. In 2019, Mr. LEI was honored with title of Excellent Builder For the Socialist Cause with Chinese Characteristics by the United Front Work Department of CPC Central Committee, Ministry of Industry and Information Technology of People's Republic of China, Ministry of Human Resources and Social Security of the People's Republic of China, State Administration for Market Regulation and All-China Federation of Industry and Commerce and was rewarded with Fudan Business Management Outstanding Contribution Award.

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 342,826,251 Shares of the Company, representing approximately 24.97% of the issued share capital of the Company. Among these 342,826,251 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) 132,710,003 Shares were deemed to be interested by Mr. Jun LEI under the SFO because under a voting consent agreement entered into by Mr. Jun LEI, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG, Mr. Pak Kwan KAU and Mr. Shuen Lung CHEUNG 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 of the Company or other members of the Group; (iii) was not interested in the Shares of the Company 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 and the Company 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.

Pak Kwan KAU, aged 55, was re-designated from an executive Director to a non-executive Director of our Company with effect from 24 October 2011. Mr. KAU has been employed by us since 1988. He graduated from National Defense University of Science and Technology in China in 1984 with a bachelor's degree in Information Management Systems. Between 1984 and 1987, Mr. KAU worked at various Chinese companies as a software developer.

Mr. KAU started Kingsoft Software in 1988, and he was primarily responsible for the development of WPS 1.0 in 1988. Mr. KAU was named as one of the Top Ten Business Persons of the Year in 2000, one of the China Top Financial Figures of the Year in 2001 by CCTV, one of the Ten Most Influential Leaders in China's Games Industry at the inaugural China Game Industry Annual Conference in January 2005, and one of the Most Outstanding Entrepreneurs at 2009 China Game Industry Annual Conference held in December 2009. Mr. KAU has never held directorship in any other listed public companies. Mr. KAU was appointed as an acting CEO of the Company in December 2007. He was the CEO of the Company from May 2008 to 24 October 2011 when he resigned from the post. Mr. KAU was the Chairman of the board of our Company until 5 July 2011.

Mr KAU is also a director of certain subsidiaries of the Company.

Mr. KAU 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. KAU was interested in 103,028,566 Shares of the Company within the meaning of Part XV of the SFO through Topclick Holdings Limited, a British Virgin Island company wholly-owned by him.

Save as disclosed above, as at the Latest Practicable Date, Mr. KAU (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 of the Company or other members of the Group; (iii) was not interested in the Shares of the Company 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. KAU has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company 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.

Wenjie WU, aged 45, is an independent non-executive Director, the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Ms. WU is currently a director of Xunlei Limited (NASDAQ: XNET). 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 substantial shareholder of the Company or other members of the Group; (iii) was not interested in the Shares of the Company 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 and the Company 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.

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 Building D, Xiaomi Campus, No. 33 Xierqi Middle Road, Haidian District, Beijing, the PRC on 27 May 2020 at 2:00 p.m. for the following purposes:

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 2019;
2. To declare a final dividend of HK\$0.10 per share for the year ended 31 December 2019;
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. Pak Kwan KAU as the non-executive director of the Company;
 - 3.3 To re-elect Ms. Wenjie WU as the independent non-executive director of the Company;
 - 3.4 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.”

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

Hong Kong, 24 April 2020

NOTICE OF ANNUAL GENERAL MEETING

Principal place of business in Hong Kong:

Unit 1309A
13/F Cable TV Tower
No. 9 Hoi Shing Road
Tsuen Wan, N.T.
Hong Kong

Notes:

- (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. Furthermore, taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia, in order to facilitate the prevention and control of the epidemic and to safeguard the health and safety of the Shareholders and investors, the Company suggests that the Shareholders appoint the Chairman of the Annual General Meeting as a proxy to vote on relevant resolutions, instead of attending the Annual General Meeting in person.
- (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, 22 May 2020 to Wednesday, 27 May 2020, 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, 21 May 2020.
- (d) The register of members of the Company will be closed from Thursday, 4 June 2020 to Monday, 8 June 2020, 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 Wednesday, 3 June 2020.
- (e) An explanatory statement containing further details regarding resolution no. 6 above will be sent to shareholders.
- (f) With regard to resolution no. 3 in this notice, details of the retiring Directors, namely Mr. Jun LEI, Mr. Pak Kwan KAU and Ms. Wenjie WU proposed be re-elected as Directors of the Company are set out in Appendix II to the circular to the shareholders of the Company dated 24 April 2020.
- (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.

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