
DEFINITIONS

In this listing document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms” in this listing document.

“2013 Share Award Scheme”	the share award scheme of our Company adopted on February 27, 2013, as amended on January 9, 2015, March 3, 2016, June 8, 2016, December 7, 2018 and November 6, 2019, the principal terms of which are set out in “Statutory and General Information – D. Equity Incentive Plans – 2. 2013 Share Award Scheme” in Appendix IV
“2013 Share Option Scheme”	the share option scheme of our Company adopted on February 27, 2013, as amended on June 27, 2013, May 20, 2015 and December 26, 2016, the principal terms of which are set out in “Statutory and General Information – D. Equity Incentive Plans – 1. 2013 Share Option Scheme” in Appendix IV
“2021 Share Incentive Plan”	the share incentive plan of our Company adopted on November 15, 2021, as amended from time to time, the principal terms of which are set out in “Statutory and General Information – D. Equity Incentive Plans – 3. 2021 Share Incentive Plan” in Appendix IV
“%”	percent
“ADS(s)”	American Depositary Shares, each representing 15 Ordinary Shares
“affiliate(s)”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	the Accounting and Financial Reporting Council
“Alternate Designated Dealer”	China International Capital Corporation Hong Kong Securities Limited, being the alternate designated dealer during the Designated Period

DEFINITIONS

“Articles” or “Articles of Association”	the second amended and restated articles of association of our Company to be conditionally adopted by a special resolution of the Shareholders of the Company at the EGM, which will take effect upon Listing and a summary of which is set out in “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Digital Entertainment”	Beijing Kingsoft Digital Entertainment Technology Co., Ltd.* (北京金山數字娛樂科技有限公司), a limited liability company established under the laws of the PRC on July 30, 2003
“Beijing Jinxun Ruibo”	Beijing Jinxun Ruibo Network Technology Co., Ltd.* (北京金迅瑞博網絡技術有限公司), a limited liability company established under the laws of the PRC on December 17, 2015 and one of our Consolidated Affiliated Entities
“Beijing Kingsoft Cloud”	Beijing Kingsoft Cloud Technology Co., Ltd.* (北京金山雲科技有限公司), a limited liability company established under the laws of the PRC on April 9, 2012 and one of our WFOEs
“Board” or “Board of Directors”	the board of Directors
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China (中國國家互聯網信息辦公室)
“Camelot”	Camelot Employee Scheme INC. (subsequently merged with and into Iridescence Limited pursuant to the Camelot Merger Agreement)

DEFINITIONS

“Camelot Founders”	the founders of Camelot Group , namely Yiming Ma (馬一鳴) and Heidi Chou (周鶴)
“Camelot Group”	Camelot and its subsidiaries
“Camelot Merger Agreement”	an agreement and plan of merger dated July 31, 2021 entered into by and among our Company, Camelot, Yiming Ma, Heidi Chou, Benefit Overseas Limited and Dreams Power Ltd.
“Camelot Technology”	Camelot Technology Corporation Limited* (柯萊特科技有限責任公司), a limited liability company established under the laws of the PRC on March 12, 2001 and an indirect non-wholly-owned subsidiary of our Company
“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised), Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented or otherwise modified from time to time
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“Chief Executive Officer” or “CEO”	the chief executive officer of our Company

DEFINITIONS

“China” or “PRC”	The People’s Republic of China, except where the context requires otherwise and only for the purposes of this listing document, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	Kingsoft Cloud Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands on January 3, 2012
“Compensation Committee”	the compensation committee of the Board
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Affiliated Entity(ies)”	entities we control wholly or partly through the Contractual Arrangements, the financial results of which are consolidated into our consolidated financial statements as if they were our subsidiaries
“Contractual Arrangements”	the series of contractual arrangements entered into among our WFOEs, our VIEs and/or their respective registered shareholders, details of which are set out in “Contractual Arrangements”
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Code”	the Corporate Governance Code set out in Appendix 14 to the Listing Rules

DEFINITIONS

“Corporate Governance Committee”	the corporate governance committee of the Board, to be split from the current nominating and corporate governance committee of the Board effective upon the Listing
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Depository”	The Bank of New York Mellon, the depository for our ADSs program
“Designated Dealer”	J.P. Morgan Broking (Hong Kong) Limited, being the designated dealer during the Designated Period
“Designated Period”	being the period of 90 calendar days from and including the Listing Date
“Director(s)”	the director(s) of our Company
“EGM”	the extraordinary general meeting of the Company to be convened on December 29, 2022, before the Listing
“Equity Incentive Plans”	2013 Share Option Scheme, 2013 Share Award Scheme and 2021 Share Incentive Plan
“ESG”	environment, social and corporate governance
“Financial Advisors”	Merrill Lynch (Asia Pacific) Limited, CMB International Capital Limited and ICBC International Capital Limited
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent professional market research and consulting company
“GAAP”	generally accepted accounting principles
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organization, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational

DEFINITIONS

“Group”, “our Group”, “we”, “us”, or “our”	our Company, its subsidiaries and the Consolidated Affiliated Entities from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries and Consolidated Affiliated Entities, such subsidiaries and Consolidated Affiliated Entities as if they were subsidiaries and Consolidated Affiliated Entities of our Company at the relevant time
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Share Registrar”	Tricor Investor Services Limited
“IAS”	International Accounting Standards
“IASB”	International Accounting Standards Board
“IFRS”	International Financial Reporting Standards, amendments, and interpretations, as issued from time to time by the IASB
“Independent Third Party” or “Independent Third Parties”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules
“Introduction” or “Listing”	the listing of the Shares on the Main Board of the Stock Exchange by way of introduction pursuant to the Hong Kong Listing Rules
“Joint Sponsors”	J.P. Morgan Securities (Far East) Limited, UBS Securities Hong Kong Limited and China International Capital Corporation Hong Kong Securities Limited

DEFINITIONS

“Kingsoft Corporation”	Kingsoft Corporation Limited, an exempted limited liability company incorporated in the British Virgin Islands on March 20, 1998 and discontinued in the British Virgin Islands and continued into the Cayman Islands on November 15, 2005, with its shares listed on the Stock Exchange (stock code: 03888), and the controlling shareholder of the Company within the meaning of the Listing Rules
“Kingsoft Group”	Kingsoft Corporation and its subsidiaries (excluding the Group)
“Kingsoft Cloud Information”	Kingsoft Cloud (Beijing) Information Technology Co. Ltd.* (金山雲(北京)信息技術有限公司), a limited liability company established under the laws of the PRC on April 13, 2018 and one of our VIEs
“Kingsoft Cloud Network”	Beijing Kingsoft Cloud Network Technology Co., Ltd.* (北京金山雲網絡技術有限公司), a limited liability company established under the laws of the PRC on March 25, 2011 and one of our Consolidated Affiliated Entities
“Kingsoft Cloud Tianjin”	Kingsoft Cloud (Tianjin) Technology Development Co., Ltd.* (金山雲(天津)科技發展有限公司), a limited liability company established under the laws of the PRC on May 30, 2019 and one of our Consolidated Affiliated Entities
“Kingsoft Office”	Beijing Kingsoft Office Software, Inc.(北京金山辦公軟件股份有限公司), a subsidiary of Kingsoft Corporation established in the PRC in December 2011, with its shares listed on the Shanghai Stock Exchange STAR Market in November 2019 (Stock Code:688111), and a connected person of the Company
“Latest Practicable Date”	December 15, 2022, being the latest practicable date for ascertaining certain information in this listing document before its publication

DEFINITIONS

“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgments, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange, which is expected to be on or around December 30, 2022
“Listing Rules” or “Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Liquidity Arrangements”	the liquidity arrangements as specifically described in the section headed “Listings, Registration, Dealings and Settlement – Liquidity arrangements” in this listing document
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the second amended and restated memorandum of association of our Company to be conditionally adopted by a special resolution of the Shareholders of the Company at the EGM, which will take effect upon Listing and a summary of which is set out in “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Nanjing Qianyi”	Nanjing Qianyi Shixun Information Technology Co., Ltd.* (南京仟壹視訊信息技術有限公司), a limited liability company established under the laws of the PRC on March 20, 2014 and one of our Consolidated Affiliated Entities

DEFINITIONS

“Nasdaq”	the Nasdaq Global Select Market
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“nine other Consolidated Affiliated Entities”	Kingsoft Cloud Network, Nanjing Qianyi, Kingsoft Cloud Tianjin, Shanghai Jinxun Ruibo, Beijing Jinxun Ruibo, Wuhan Kingsoft Cloud, Shenzhen Yunfan, Beijing Kingsoft Cloud Edge Computing Technology Co., Ltd.* (北京金山雲邊緣計算科技有限公司) and Wuhan Kingsoft Cloud Edge Computing Technology Co., Ltd.* (武漢金山雲邊緣計算科技有限公司)
“Nomination Committee”	the nomination committee of the Board, to be split from the current nominating and corporate governance committee of the Board effective upon the Listing
“PBOC”	the People’s Bank of China
“PRC Legal Adviser”	Fangda Partners, our legal advisers as to PRC law
“Principal Share Registrar”	Conyers Trust Company (Cayman) Limited, the Cayman Islands share registrar of our Company
“Registered Shareholders”	Beijing Digital Entertainment and Ms. Qiu Weiqin, being the registered shareholders of Zhuhai Kingsoft Cloud; and Ms. Qiu Weiqin and Mr. Zou Tao, being the registered shareholders of Kingsoft Cloud Information
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SEC”	the U.S. Securities and Exchange Commission
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong

DEFINITIONS

“Shanghai Jinxun Ruibo”	Shanghai Jinxun Ruibo Network Technology Co., Ltd.* (上海金迅瑞博網絡技術有限公司), a limited liability company established under the laws of the PRC on March 6, 2020 and one of our Consolidated Affiliated Entities
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shenzhen Yunfan”	Kingsoft Cloud (Shenzhen) Edge Computing Technology Co., Ltd.* (金山雲(深圳)邊緣計算科技有限公司), formerly known as Shenzhen Yunfan Jiasu Technology Co., Ltd.* (深圳市雲帆加速科技有限公司), a limited liability company established under the laws of the PRC on December 8, 2014
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing and Lending Agreements”	the stock borrowing and lending agreements dated December 23, 2022 as specifically described in the section headed “Listings, Registration, Dealings and Settlement – Liquidity arrangements” in this listing document
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Track Record Period”	the financial years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022
“United States”, “U.S.” or “US”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States

DEFINITIONS

“U.S. Exchange Act”	United States Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder
“U.S. GAAP”	accounting principles generally accepted in the United States
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“VAT”	value-added tax
“VIE” or “VIEs”	variable interest entity or variable interest entities and unless the context otherwise requires, refers to Zhuhai Kingsoft Cloud and Kingsoft Cloud Information
“WFOE” or “WFOEs”	wholly-owned subsidiary(ies) of our Company and unless the context otherwise requires, refers to Beijing Kingsoft Cloud and Yunxiang Zhisheng
“WTO”	World Trade Organization
“Wuhan Kingsoft Cloud”	Wuhan Kingsoft Cloud Information Technology Co., Ltd.* (武漢金山雲信息技術有限公司), a limited liability company established under the laws of the PRC on December 26, 2017 and one of our Consolidated Affiliated Entities
“Xiaomi”	Xiaomi Corporation, an exempted limited liability company incorporated in the Cayman Islands on January 5, 2010, with its shares listed on the Stock Exchange (stock code: 1810), our substantial shareholder
“Xiaomi Group”	Xiaomi Corporation, its subsidiaries and consolidated affiliated entities
“Yunxiang Zhisheng”	Beijing Yunxiang Zhisheng Technology Co., Ltd.* (北京雲享智勝科技有限公司), a limited liability company established under the laws of the PRC on December 15, 2015 and one of our WFOEs

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“Zhuhai Kingsoft Cloud” Zhuhai Kingsoft Cloud Technology Co., Ltd.* (珠海金山雲科技有限公司), a limited liability company established under the laws of the PRC on August 21, 2009 and one of our VIEs

In this listing document:

- *Unless otherwise expressly stated or the context otherwise requires, all references to any shareholdings in our Company following the completion of the Introduction, assuming that no additional Shares are issued under the Equity Incentive Plans.*
- *Certain amounts and percentage figures included in this listing document have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*
- *The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this listing document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.*