

# CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF KINGSOFT CLOUD HOLDINGS LIMITED

This charter (“**Charter**”) is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese versions of this Charter, the English version shall prevail over the traditional Chinese version.

## Purpose

The Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of the Kingsoft Cloud Holdings Limited (the “**Company**”) to, subject to the then-effective articles and memorandum of association of the Company:

- review the Company’s actions in furtherance of its corporate social responsibility; and
- develop and recommend to the Board the Code of Business Conduct and Ethics for the Company and oversee compliance with such code.

## Membership

The Committee shall consist of two or more directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Nasdaq Global Select Market (“**Nasdaq**”) (for so long as the Company’s shares or American depositary shares (“**ADSs**”) are there listed), The Stock Exchange of Hong Kong Limited (the “**HKSE**”) (for so long as the Company’s shares or ADSs are there listed) and any other securities exchange or other system on which the Company’s shares or ADSs are listed or authorized for trading from time to time (The Nasdaq, the HKSE and any such other securities exchange or other system collectively, the “**Stock Exchange**”) and any additional requirements that the Board deems appropriate.

Committee members shall be appointed by the Board and may be removed by the Board at any time. The chairperson of the Committee (the “**Chairperson**”) shall be designated by the Board.

## Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

## *Corporate Governance*

- The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the Securities and Exchange Commission of the United States, the Securities and Futures Commission of Hong Kong, the Stock Exchange or any other applicable regulatory authority:
  - develop and review periodically, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Stock Exchange, and recommend any desirable changes to the Board;
  - advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken;
  - review and monitor the training and continuous professional development of directors and senior management;
  - to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
  - review the Company's compliance with Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**HKSE Listing Rules**") (as amended from time to time) and disclosure in the corporate governance report under Appendix 14 of the HKSE Listing Rules; and
  - consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

## *Environmental, Social and Corporate Governance*

The Committee shall have the following duties and responsibilities with respect to overseeing the management of environmental, social and governance ("**ESG**") matters, such as business ethics, product and service quality, employee training and development, privacy and data security, climate change, etc.:

- to guide and review the formulation of the Company's ESG vision, strategies, etc., and report and make recommendations to the Board;
- to identify and evaluate the Company's ESG-related risks and opportunities, and report and make recommendations to the Board;
- to review the progress of the Company's ESG-related practice and internal control system, and report the appropriateness and effectiveness of such practice and system and make recommendations to the Board;

- to review and supervise the objectives and implementation of the Company's ESG-related work, and report and make recommendations to the Board;
- to review the ESG reports to be disclosed by the Company, and report and make recommendations to the Board;
- to study and make recommendations on other material and unexpected matters with impacts on ESG-related issues of the Company;
- to review the implementation of the above matters; and other matters authorized by the Board.

#### *Evaluating the Board and its Committees*

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.

#### **Authority and Delegations**

The Committee shall have available appropriate funding from the Company as determined by the Committee for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to the Chairperson of the Committee when it deems it to be appropriate and in the best interests of the Company.

#### **Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter.

The Committee shall report regularly to the Board on its activities, decisions and recommendations, as appropriate, unless there are legal or regulatory restrictions on its ability to do so.

## **Evaluation of the Committee**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.