

**KongZhong Corporation**  
**35th Floor, Tengda Plaza**  
**No. 168 Xizhimenwai Street**  
**Beijing 100044, China**

**PROXY STATEMENT**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**December 15, 2016**

**INTRODUCTION**

This Proxy Statement is furnished in connection with a solicitation of proxies by the Board of Directors of KongZhong Corporation, a company incorporated under the laws of the Cayman Islands (the “Company”), to be used at our 2016 Annual General Meeting of Shareholders (the “Annual General Meeting”) to be held at the 35th Floor, Tengda Plaza, No. 168 Xizhimenwai Street, Beijing, China, on December 15, 2016, at 2 p.m., Beijing time, and at any adjournments or postponements of the Annual General Meeting.

The Board of Directors has established October 28, 2016 (the “Shareholders Record Date”) as the date used to determine those record holders of the Company’s ordinary shares to whom the notice of 2016 Annual General Meeting will be sent. The Board of Directors has established October 28, 2016 (the “ADS Holders Record Date”) as the date used to determine those record holders of the Company’s ADSs to whom the notice of 2016 Annual General Meeting will be sent. If you properly cast your vote by executing and returning the enclosed proxy card (and, in the case of shareholders, if your proxy is not subsequently revoked), your vote will be voted in accordance with your instructions. If you execute and return the enclosed proxy card but do not give instructions as to how to vote, your proxy will be voted FOR each proposal described in this Proxy Statement and otherwise in accordance with the judgment of the person or persons voting the proxy on any other matter properly brought before the Annual General Meeting.

A shareholder executing a proxy may revoke it before it is exercised by giving written notice revoking the proxy to our Secretary, by subsequently filing another proxy bearing a later date or by attending the Annual General Meeting and voting in person. A vote cast in accordance with the instructions of a proxy shall be valid notwithstanding (i) the death or unsoundness of mind, subsequent to the execution of the proxy but prior to the Annual General Meeting, of the shareholder who executes the proxy, or (ii) revocation of the proxy, if no written instrument setting forth such death, insanity or revocation shall have been received by the Company at its office as specified in the Notice of 2016 Annual General Meeting of Shareholders no later than one hour prior to the commencement of the Annual General Meeting or of any adjournments or postponements of the Annual General Meeting. Attending the Annual General Meeting without further action will not automatically revoke your proxy.

**Quorum and Voting Requirements**

Two or more shareholders present in person or by proxy and holding shares representing in the aggregate no less than 33.33% of the outstanding voting shares will constitute a quorum for the transaction of business at the Annual General Meeting.

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The affirmative vote of two-thirds of the outstanding voting shares present in person or by proxy at the Annual General Meeting is required to approve Special Resolutions. The affirmative vote of a majority of the outstanding voting shares present in person or by proxy at the Annual General Meeting is required to approve all other proposals.

### **Expenses of Solicitation**

We will pay the expenses of the preparation of proxy materials and the solicitation of proxies for the Annual General Meeting. We will reimburse the depository bank for our ADSs, Citibank, N.A., for costs incurred by it in mailing proxy materials to ADS holders in accordance with our Deposit Agreement.

### **Annual Report**

Our 2015 Annual Report is available through our website at <http://ir.kongzhong.com>. Our Annual Report or any other material contained in our website does not constitute proxy soliciting material.

## **PROPOSALS**

### **Proposal No. 1: Ordinary Resolution to Re-elect Leilei Wang as a Director**

The Board has nominated the incumbent Director, Leilei Wang, to be re-elected as a Director for an additional term of three years, to expire at the 2019 Annual General Meeting of Shareholders.

Leilei Wang, 43, has served as the Chairman of the Board of Directors and the Chief Executive Officer of the Company since October 2008. His current term expires in 2016. Mr. Wang was the chief executive officer of TOM Online from September 2003 to September 2008. Between 1999, when Mr. Wang joined TOM Group Limited (the "TOM Group"), TOM Online's parent company, and 2003, Mr. Wang held various management positions within the TOM Group. Mr. Wang graduated in 1996 from the Electronic Engineering Department of Tsinghua University with a bachelor's degree in Electronic Technology and Information.

The Board recommends a vote FOR the proposal to re-elect Leilei Wang as a Director to serve for an additional term of three years, to expire at the 2019 Annual General Meeting of Shareholders.

### **Proposal No. 2: Ordinary Resolution to Re-elect Xiaoxin Chen as an Independent Director**

The Board has nominated the incumbent Independent Director, Xiaoxin Chen, to be re-elected as an Independent Director for an additional term of three years, to expire at the 2019 Annual General Meeting of Shareholders.

Xiaoxin Chen, 43, has been an Independent Director of the company since September 2008. His current term expires in 2016. Mr. Chen was the chief financial officer of Oak Pacific Interactive, later renamed Renren Inc., a leading social networking service provider in China. Before joining Renren Inc., Mr. Chen was an investment banker at Citigroup Hong Kong. Mr. Chen graduated at the top of his class and received his bachelor's degree in Operations Research and Industrial Engineering (summa cum laude) from Cornell University. He received his MBA degree from Stanford Graduate School of Business and was a recipient of the 2000 Arjay Miller Scholar Award upon graduation.

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The Board recommends a vote FOR the proposal to re-elect Xiaoxin Chen as an Independent Director to serve for an additional term of three years, to expire at the 2019 Annual General Meeting of Shareholders.

**Proposal No.3: Ordinary Resolution to Reappoint Deloitte Touche Tohmatsu as the Company's Independent Auditor**

The Board proposes that Deloitte Touche Tohmatsu be reappointed as the Company's independent auditor for the fiscal year 2016, to hold office until the next Annual General Meeting.

If the reappointment of Deloitte Touche Tohmatsu is not approved by the shareholders, Deloitte Touche Tohmatsu will nevertheless remain the Company's independent auditor until another independent auditor is appointed by the shareholders or until it resigns from such position.

**Audit Fees**

The table below summarizes the fees that the Company paid or accrued for services provided by Deloitte Touche Tohmatsu:

	<u>2014</u>	<u>2015</u>
	(In U.S. dollars)	
Audit Fees.....	\$1,248,000	\$1,237,000

The Board of Directors recommends a vote FOR the proposal to reappoint Deloitte Touche Tohmatsu as the Company's independent auditors for the fiscal year 2016, to hold office until the next Annual General Meeting.

**OTHER MATTERS**

At the date hereof, there are no other matters that the Board of Directors intends to present, or has reason to believe others will present, at the Annual General Meeting. If other matters properly come before the Annual General Meeting, the persons named in the accompanying form of proxy card will vote in accordance with their best judgment with respect to such matters.

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By Order of the Board of Directors,

A handwritten signature in black ink, consisting of a large, stylized loop followed by a horizontal line extending to the right.

Leilei Wang

Chief Executive Officer