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

If you have sold or transferred all your shares in Xiaomi Corporation, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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XIAOMI CORPORATION

小米集团

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 1810)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xiaomi Corporation 小米集团 to be held at Xiaomi Campus, Anningzhuang Road, Haidian District, Beijing, The People's Republic of China on Thursday, June 2, 2022 at 2:00 p.m. is set out on pages 48 to 51 of this circular. A form of proxy for use at the annual general meeting is also enclosed, and published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mi.com).

Whether or not you are able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible, but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on May 31, 2022) or any adjournment thereof (as the case may be). 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 should you so wish.

Reference to time and dates in this circular are to Hong Kong time and dates.

April 28, 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Xiaomi Campus, Anningzhuang Road, Haidian District, Beijing, The People’s Republic of China on Thursday, June 2, 2022 at 2:00 p.m., or any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Class A Share(s)”	class A ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled to ten votes per share on any resolution tabled at the Company’s general meetings, save for resolutions with respect to any Reserved Matters, in which case they shall be entitled to one vote per share
“Class B Share(s)”	class B ordinary shares in the share capital of the Company with a par value of US\$0.0000025 each, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company’s general meetings
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Xiaomi Corporation, a company with limited liability incorporated under the laws of the Cayman Islands on January 5, 2010, and whose Class B Shares are listed on the Stock Exchange
“Consolidated Affiliated Entities”	the entities we control through the contractual arrangements, namely (i) Beijing Wali Culture, (ii) Rigo Design, (iii) Xiaomi Inc., (iv) Beijing Doukan, (v) Beijing Wali Internet, (vi) Xiaomi Pictures, (vii) Beijing Electronic Software and (viii) Youpin Information Technology, and their respective subsidiaries
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries and the operating entities controlled under contractual arrangements from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 19, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	July 9, 2018, the date on which the Class B Shares were listed on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Memorandum and Articles of Association”	Memorandum of Association and Articles of Association, as amended from time to time
“Memorandum of Association”	memorandum of association of the Company, as amended from time to time
“Reserved Matters”	those matters or resolutions with respect to which each Share is entitled to one vote at general meetings of the Company pursuant to the Articles of Association, being (i) any amendment to the memorandum and articles of association of the Company, including the variation of the rights attached to any class of Shares, (ii) the appointment, election or removal of any independent non-executive Director, (iii) the appointment or removal of the Company’s auditors, and (iv) the voluntary liquidation or winding-up of the Company
“SFO”	the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires
“Share Issue Mandate”	the general mandate to Directors to exercise the power of the Company to allot, issue and deal with new Class B Shares not exceeding 20% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate
“Share Repurchase Mandate”	the general mandate to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of passing the ordinary resolution approving such mandate
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission
“US\$”	United States dollars, the lawful currency of the United States of America
“weighted voting rights”	has the meaning ascribed thereto under the Listing Rules
“WVR Beneficiary(ies)”	has the meaning ascribed thereto under the Listing Rules and unless the context otherwise requires, refers to Lei Jun and Lin Bin, being the holders of Class A Shares
“%”	per cent

LETTER FROM THE BOARD



XIAOMI CORPORATION

小米集团

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 1810)

Executive Directors:

Lei Jun (*Chairman of the Board and Chief Executive Officer*)
Lin Bin (*Vice-Chairman of the Board*)
Liu De

Non-executive Director:

Liu Qin

Independent Non-executive Directors:

Chen Dongsheng
Wong Shun Tak
Tong Wai Cheung Timothy

Registered Office:

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Head Office and Principal place of business in Mainland China:

Xiaomi Campus, Anningzhuang Road
Haidian District
Beijing
The People's Republic of China

Principal Place of Business in Hong Kong:

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

April 28, 2022

To the Shareholders

Dear Sir/Madam

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF
ASSOCIATION
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you a notice of the AGM, and to provide information in respect of the resolutions to be proposed at the AGM regarding the proposed granting of the Share Repurchase Mandate and the Share Issue Mandate, the proposed re-election of the retiring Directors, and the proposed adoption of the new Memorandum and Article of Association.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on June 10, 2021, the Directors were given a general unconditional mandate to repurchase Shares on the Stock Exchange. Up to the Latest Practicable Date, such mandate, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Directors the Share Repurchase Mandate, details of which are set out in the proposed ordinary resolution 7 in the notice of the AGM (i.e. a maximum of 2,498,141,847 Shares to be repurchased by the Company, on the basis that the total issued share capital of the Company of 24,981,418,475 Shares remains unchanged from the Latest Practicable Date to the date of the AGM).

The Share Repurchase Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by any applicable laws to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Share Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on June 10, 2021, the Directors were given a general mandate to allot, issue and deal with Shares. Such mandate, to the extent not utilised by the date of the AGM, will lapse at the conclusion of the AGM.

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant to the Directors the Share Issue Mandate, details of which are set out in the proposed ordinary resolution 8 in the notice of the AGM (i.e. a maximum of 4,996,283,695 Shares to be issued by the Company, on the basis that the total issued share capital of the Company of 24,981,418,475 Shares remains unchanged from the Latest Practicable Date to the date of the AGM).

In addition, an ordinary resolution will also be proposed at the AGM for the Shareholders to consider and, if thought fit, approve the extension of the Share Issue Mandate by adding to the total number of Class B Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Share Issue Mandate the number of Shares purchased under the Share Repurchase Mandate (referred to in section 2 above), if granted. Details of the Share Issue Mandate and the extension of the Share Issue Mandate are respectively set out in resolutions 8 and 9 in the notice of the AGM.

LETTER FROM THE BOARD

The Share Issue Mandate will expire upon whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or by applicable laws to be held; and (c) the date on which the authority given under the ordinary resolution approving the Share Issue Mandate is revoked or varied by an ordinary resolution of the Shareholders.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Articles of Association, Lei Jun, Lin Bin and Tong Wai Cheung Timothy shall retire at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy and the independence of the independent non-executive Directors. Tong Wai Cheung Timothy, the retiring independent non-executive Director of the Company, have confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board considered that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules; and satisfied with all the retiring Director's contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. Details of the retiring Directors are set out in Appendix II to this circular.

Subject to the requirements under the Listing Rules and the Articles of Association, a shareholder may nominate a person to stand for election as a Director.

5. PROPOSED ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 "Core Standards" for shareholder protections for issuers. As such, the Board proposes to amend the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the Articles of Association in line with amendments made to Appendix 3 to the Listing Rules and applicable laws of the Cayman Islands; (ii) providing flexibility to the Company in relation to the conduct of general meetings; and (iii) making other consequential and housekeeping changes.

Details of the proposed amendments to the existing Memorandum and Articles of Association to be brought about by the adoption of the new Memorandum and Articles of Association (marked-up against the existing Memorandum and Articles of Association) are set out in Appendix III to this circular. The new Memorandum and Articles of Association is written in English. There is no official Chinese translation in respect thereof. Therefore, the Chinese version of the new Memorandum and Articles of Association is purely a translation only. Should there be any discrepancy, the English version shall prevail.

LETTER FROM THE BOARD

The Company has been advised by its legal advisers that the proposed amendments to the Memorandum and Articles of Association conform to the requirements of Appendix 3 to the Listing Rules and do not contravene the laws of the Cayman Islands, respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

The proposed adoption of the new Memorandum and Articles of Association is subject to the passing of a special resolution at the AGM.

6. AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 48 to 51 of this circular. At the AGM, resolutions will be proposed to approve, among others, the granting of the Share Repurchase Mandate and the Share Issue Mandate, the extension of the Share Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Share Repurchase Mandate, the re-election of the retiring Directors and the adoption of the new Memorandum and Articles of Association.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the AGM. An announcement on the poll results will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The Company is controlled through weighted voting rights. Holders of Class B Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote per Share. Holders of Class A Shares present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have ten votes per Share (i.e. resolutions 1 to 3, 5, 7 to 9 in the notice of the AGM), save for resolutions with respect to any Reserved Matters, in which case they shall have one vote per Share (i.e. resolutions 4, 6 and 10, regarding the proposed re-election of independent non-executive Directors, re-appointment of auditor and adoption of the new Memorandum and Articles of Association, in the notice of the AGM). Holders of Class B Shares and Class A Shares shall at all times vote together as one class.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.mi.com). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of attorney or authority, to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 2:00 p.m. on May 31, 2022) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, your proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that all the resolutions to be proposed at the AGM are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Explanatory Statement on the Share Repurchase Mandate; Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the AGM; and Appendix III — Proposed Amendments to Memorandum and Articles of Association.

Yours faithfully,
By order of the Board
Xiaomi Corporation
Lei Jun
Chairman of the Board

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Share Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Share Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 24,981,418,475 Shares, out of which 4,626,676,245 were Class A Shares and 20,354,742,230 were Class B Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, i.e. being 24,981,418,475 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, up to a maximum of 2,498,141,847 Shares, representing 10% of the total number of issued Shares in issue as at the date of the AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules, the applicable laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material 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 annual report of the Company for the year ended December 31, 2021) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. TAKEOVERS CODE

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

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the WVR Beneficiaries were Lei Jun and Lin Bin. Lei Jun is deemed to be interested in 4,166,829,153 Class A Shares and 1,887,350,485 Class B Shares, representing approximately 65.4% of the voting rights in the Company; and Lin Bin is deemed to be interested in 459,847,092 Class A Shares and 1,880,073,118 Class B Shares, representing approximately 9.7% of the voting rights in the Company. Pursuant to Rule 8A.15 of the Listing Rules, in the event that the Directors exercise the Share Repurchase Mandate, the WVR Beneficiaries must reduce their weighted voting rights in the Company proportionately through conversion of a proportion of their shareholding into Class B Shares, if the reduction in the number of Shares in issue would otherwise result in an increase in the proportion of Class A Shares. As such, to the best knowledge and belief of the Directors, the exercise of the Share Repurchase Mandate is not expected to give rise to an obligation of Lei Jun and Lin Bin to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

In addition, the Directors do not propose to repurchase Shares which would result in less than the relevant prescribed minimum percentage of Shares in public hands as required by the Stock Exchange.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Class B Shares have been traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

Month	Price per Share	
	Highest HK\$	Lowest HK\$
2021		
April	27.45	24.50
May	29.60	24.05
June	30.45	26.60
July	28.65	23.70
August	27.90	23.20
September	25.90	20.80
October	23.20	19.86
November	22.00	19.02
December	19.82	17.50
2022		
January	19.08	15.88
February	17.08	14.38
March	15.48	11.38
April (up to the Latest Practicable Date)	14.06	11.98

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company has repurchased its Class B Shares on the Stock Exchange as follows:

Date of Repurchase	No. of Class B Shares Repurchased	Highest Price per Share HK\$	Lowest Price per Share HK\$
November 26, 2021	2,604,000	19.12	19.06
December 2, 2021	1,000,000	19.52	19.44
December 6, 2021	628,800	19.10	19.02
December 7, 2021	2,570,000	19.24	18.68
December 8, 2021	500,000	19.22	19.16
December 10, 2021	1,000,000	19.24	19.20
December 14, 2021	2,650,000	18.64	18.40
December 15, 2021	3,011,600	18.06	17.96
December 20, 2021	2,750,000	17.80	17.64
December 29, 2021	1,400,000	18.60	18.50
December 30, 2021	2,100,000	18.66	18.58
January 3, 2022	1,575,000	18.64	18.56
January 4, 2022	1,575,000	18.54	18.48
January 5, 2022	2,725,000	18.00	17.92
January 6, 2022	1,650,000	17.92	17.70
January 11, 2022	2,100,000	18.22	18.12
January 13, 2022	788,000	18.60	18.54
January 14, 2022	1,050,000	18.60	18.52
January 17, 2022	1,050,000	18.56	18.52
January 19, 2022	1,782,000	18.50	18.30
March 24, 2022	3,409,400	14.50	14.44
March 25, 2022	3,460,000	14.48	14.30
March 28, 2022	3,447,800	14.60	14.36
March 29, 2022	14,252,600	14.18	13.46
March 30, 2022	3,507,600	14.36	14.06
March 31, 2022	7,131,600	14.02	13.92
April 1, 2022	7,269,400	13.82	13.56
April 6, 2022	14,615,800	13.70	13.58
April 8, 2022	3,789,600	13.26	13.08
April 11, 2022	4,023,800	12.52	12.30
April 13, 2022	4,045,400	12.40	12.26
April 14, 2022	4,000,000	12.50	12.42
	<u>107,462,400</u>		

Pursuant to the Listing Rules, the details of the Directors, who will retire and being eligible, offer themselves for re-election at the AGM, are provided below.

(1) **Lei Jun**

Position and experience

Lei Jun (“**Mr Lei**”), aged 52, is an executive Director, the Founder, the Chairman, the CEO of the Company, and the chief executive officer of the smart electric vehicle business. He is also a member of the Remuneration Committee. Mr Lei is overall responsible for the Company’s strategy, company culture and key products. He oversees the senior management team. Mr Lei currently holds directorships in various subsidiaries, Consolidated Affiliated Entities and operating entities of the Group.

Mr Lei is a renowned angel investor in mainland China. Mr Lei joined Kingsoft Corporation Limited (SEHK Stock Code: 3888) in 1992 and has held various senior positions in Kingsoft, including as the chairman of the board since July 2011, non-executive director since August 2008 and the chief executive officer between 1998 and December 2007. From December 2011, Mr Lei has served as a director of Beijing Kingsoft Office Software, Inc. (Sci-Tech Innovation Board of the Shanghai Stock Exchange ticker: 688111). From April 2015, Mr Lei has been the chairman of the board of Kingsoft Cloud Holdings Limited (NASDAQ ticker: KC).

Mr Lei graduated from Wuhan University (武漢大學) in 1991 and received a Bachelor of Science in Computer Science. He has been a member of the board of Wuhan University since November 2003.

Mr Lei was elected as one of the “Top 10 Economic Personages of China in 2017”, and one of “100 Outstanding Private Entrepreneurs at 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”.

Save as disclosed above, Mr Lei has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr Lei entered into a service agreement with the Company on June 19, 2018 pursuant to which he agreed to act as an executive Director, the Chairman and the Chief Executive Officer of the Company for a period of three years, be automatically renewed for successive periods of three years. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Save as disclosed in the sections “Position and experience” and “Interests in Shares”, as at the Latest Practicable Date, Mr Lei does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr Lei was interested or deemed to be interested in the following Shares or underlying Shares of the Company and its associated corporations pursuant to Part XV of the SFO are set out below:

(i) Interest in the Company:

Nature of interest ⁽³⁾	Relevant company ⁽²⁾	Number and class of securities	Approximate percentage of shareholding in the relevant class of Shares ⁽¹⁾
Beneficiary, founder and settlor of a Trust (L)	ARK Trust (Hong Kong) Limited	4,166,829,153 Class A Shares	90.06%
		1,887,350,485 Class B Shares	9.27%
Interest in controlled corporations (L)	Smart Mobile Holdings Limited	4,166,829,153 Class A Shares	90.06%
		1,735,883,813 Class B Shares	8.53%
Interest in controlled corporations (L)	Smart Player Limited	59,221,630 Class B Shares	0.29%
Interest in controlled corporations (L)	Team Guide Limited	92,245,042 Class B Shares	0.45%

Notes:

- (1) The calculation is based on the total number of relevant class of Shares in issue as at the Latest Practicable Date.
- (2) Smart Mobile Holdings Limited and Smart Player Limited are both wholly-owned by Sunrise Vision Holdings Limited which is in turn wholly-owned by Parkway Global Holdings Limited. Team Guide Limited is wholly-owned by Techno Frontier Investments Limited. The entire interests in Parkway Global Holdings Limited and Techno Frontier Investments Limited are held by ARK Trust (Hong Kong) Limited as trustee for the trusts established by Mr Lei (as settlor) for the benefit of Mr Lei and his family. Accordingly, Mr Lei is deemed to be interested in 1) the 4,166,829,153 Class A Shares and the 1,735,883,813 Class B Shares held by Smart Mobile Holdings Limited; and 2) the 59,221,630 Class B Shares held by Smart Player Limited and 3) the 92,245,042 Class B Shares held by Team Guide Limited under the SFO.
- (3) The letter “L” denotes the person’s long position in the shares.

(ii) Interest in associated corporations

Nature of interest	Associated corporations	Approximate percentage of shareholding⁽¹⁾
Beneficial owner	Xiaomi Finance ⁽²⁾	42.07%
Interest in controlled corporations(L)	Parkway Global Holdings Limited ⁽³⁾	100%
Interest in controlled corporations(L)	Sunrise Vision Holdings Limited ⁽³⁾	100%
Interest in controlled corporations(L)	Smart Mobile Holdings Limited ⁽³⁾	100%

Notes:

- (1) The calculation is based on the total number of shares of the associated corporations in issue as at the Latest Practicable Date.
- (2) Xiaomi Finance is a subsidiary of the Company and therefore Xiaomi Finance is an associated corporation of the Company. Mr Lei is entitled to receive up to 42,070,000 shares in Xiaomi Finance pursuant to options granted to him under the XMF Share Option Scheme I (subject to the relevant vesting conditions).
- (3) Smart Mobile Holdings Limited, the holding company of the Company, is wholly-owned by Sunrise Vision Holdings Limited which is in turn wholly-owned by Parkway Global Holdings Limited. Mr Lei is the beneficial owner of the entire interest in Smart Mobile Holdings Limited, and is deemed to be interested in the 4,166,829,153 Class A Shares and 1,735,883,813 Class B Shares held by Smart Mobile Holdings Limited under the SFO. Therefore, Smart Mobile Holdings Limited, Sunrise Vision Holdings Limited and Parkway Global Holdings Limited are associated corporations of the Company.

Save as disclosed above, Mr Lei was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr Lei is not entitled to receive any annual director's fee from the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr Lei to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Lei that need to be brought to the attention of the Shareholders.

(2) Lin Bin***Position and experience***

Lin Bin (“**Mr Lin**”), aged 54, is an executive Director, a Co-founder and Vice Chairman. He is also a member of the Nomination Committee. Mr Lin currently holds directorships in various subsidiaries of the Group.

Mr Lin co-founded Xiaomi with Mr Lei in 2010. He served as President of Xiaomi until 2019 when he took on the role of Vice Chairman. During the early phase of Xiaomi’s development, Mr Lin was responsible for HR recruiting, legal and finance operation, strategic partnerships with key suppliers, and overseas market expansion in countries like India, Indonesia etc. As the company grew, Mr Lin also oversaw the company’s domestic sales and marketing, after-sales services operations, and Xiaomi’s smartphone business.

Mr Lin had served as an Engineering Director at Google Inc. between 2006 and 2010. Before this, he had worked at Microsoft Corporation from 1995 to 2006 and served various roles such as Software Design Engineer (SDE), SDE Lead, SDE Manager, and Engineering Director. Prior to this, Mr Lin worked as a Network Engineer at ADP Inc. since May 1993.

Mr Lin has held numerous visiting and adjunct professorships, including visiting professor at Zhejiang University (浙江大學) in 2002, visiting professor at Tongji University (同濟大學) in 2002, adjunct professor at Nankai University (南開大學) from 2002 to 2005 and adjunct professor at Sun Yat-sen University (中山大學) from 2005 to 2008. He currently sits on the Board of Advisors of the Tufts University School of Engineering.

Mr Lin received a Bachelor of Science in Radio Electronics from Sun Yat-sen University (中山大學) in July 1990, and a Master of Science from Drexel University in June 1992.

Save as disclosed above, Mr Lin has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Mr Lin entered into a service agreement with the Company on June 19, 2018 pursuant to which he agreed to act as an executive Director and the Vice Chairman of the Board for a period of three years, be automatically renewed for successive periods of three years. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

Save as disclosed in the sections “Position and experience” and “Interests in Shares”, as at the Latest Practicable Date, Mr Lin does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr Lin was interested or deemed to be interested in the following Shares or underlying Shares of the Company pursuant to Part XV of the SFO are set out below:

Nature of interest⁽³⁾	Relevant company⁽²⁾	Number and class of securities	Approximate percentage of shareholding in the relevant class of Shares⁽¹⁾
Trustee of a trust (L)	Apex Star FT LLC	93,438,272 Class B Shares	0.46%
Beneficial owner (L)		30,347,523 Class B Shares	0.15%
Trustee of a trust (L)	Apex Star LLC	459,847,092 Class A Shares	9.94%
		1,695,600,723 Class B Shares	8.33%
Interest in controlled corporations (L)	Bin Lin and Daisy Liu Family foundation	60,686,600 Class B Shares	0.3%

Notes:

- (1) The calculation is based on the total number of relevant class of Shares in issue as at the Latest Practicable Date.
- (2) Mr Lin directly holds 30,347,523 Class B Shares. Apex Star FT LLC is controlled by Bin Lin Family Trust. Accordingly, Mr Lin, as the trustee of Bin Lin Family Trust, is deemed to be interested in 93,438,272 Class B Shares held by Apex Star FT LLC under the SFO. Apex Star LLC is controlled by Bin Lin 2021 Trust. Accordingly, Mr Lin as the trustee of Bin Lin 2021 Trust, is deemed to be interested in 1,695,600,723 Class B Shares held by Apex Star LLC under the SFO. Bin Lin and Daisy Liu Family Foundation is controlled by Mr Lin. Accordingly, Lin Bin is deemed to be interested in 60,686,600 Class B Shares held by Bin Lin and Daisy Liu Family Foundation under the SFO. Apex Star LLC is controlled by Bin Lin 2021 A Trust. Accordingly, Mr Lin, as the trustee of Bin Lin 2021 A Trust, is deemed to be interested in 459,847,092 Class A Shares under the SFO.
- (3) The letter "L" denotes the person's long position in the shares.

Save as disclosed above, Mr Lin was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr Lin is not entitled to receive any annual director's fee from the Company.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr Lin to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr Lin that need to be brought to the attention of the Shareholders.

(3) Tong Wai Cheung Timothy*Position and experience*

Prof Tong Wai Cheung Timothy (“**Prof Tong**”), aged 68, is an independent non-executive Director, the chairman of the Nomination Committee and a member of the Corporate Governance Committee. He joined the Group in August 2019.

Prof Tong received a Bachelor’s degree in Mechanical Engineering from Oregon State University, and a Master of Science and PhD degree in the same discipline from the University of California at Berkeley. Prof Tong serves as the chairman of the Council, Hong Kong Laureate Forum, and a member of the InnoHK Steering Committee. Additionally, he has been appointed a Non-official Justice of the Peace and a member of the Chinese People’s Political Consultative Conference since 2010 and 2013 respectively. Prof Tong has over 30 years of teaching, research and administrative experience in universities in the United States and Hong Kong. Prior to taking the office as president of The Hong Kong Polytechnic University from 2009 to 2018, he was a professor and dean of the School of Engineering and Applied Science at The George Washington University. Prof Tong has served as CEO of AMTD Foundation since July 2019 and as a director of China Association (H.K.) for Science and Society, Ltd. since 2020, and a senior advisor for the Evantage Group since 2021. He is a fellow of the American Society of Mechanical Engineers, the Hong Kong Academy of Engineering Sciences (“**HKAES**”) and the International Thermal Conductivity Conference. He served as the president of HKAES in 2018.

Prof Tong currently serves as an independent non-executive director of several subsidiaries of the Company. He is also an independent non-executive director of Gold Peak Industries (Holdings) Limited (SEHK Stock Code: 40), a non-executive director of Freetech Road Recycling Technology (Holdings) Limited (SEHK Stock Code: 6888), an independent non-executive director of GP Industries Limited (SGX Stock Code: G20) and an independent non-executive director of AMTD IDEA Group (NYSE Stock Code: AMTD, SGX Stock Code: HKB).

Save as disclosed above, Prof Tong has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the appointment letter issued by the Company to Prof Tong, his term of office is three years commencing from August 23, 2019. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Prof Tong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Prof Tong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the aforesaid appointment letter, Prof Tong is entitled to receive an annual director's fee of HK\$600,000.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Prof Tong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Prof Tong that need to be brought to the attention of the Shareholders.

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

Clause No. Proposed amendments (showing changes to the existing Memorandum of Association)

Cover page **THE COMPANIES LAW (~~2018 REVISION~~ ACT (AS REVISED))
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~SIXTEENTH~~SEVENTEENTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团**

(~~conditionally adopted by special resolution passed on 17 June 2018 and effective on~~
~~9 July 2018~~[•] 2022)

Heading **THE COMPANIES LAW (~~2018 REVISION~~ ACT (AS REVISED))
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Cover page **THE COMPANIES LAW (2018 REVISION ACT (AS REVISED))
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- 1 The regulations in Table A in the First Schedule to the Companies ~~Law~~Act shall not apply to the Company.
- 2.2 In these Articles, unless there be something in the subject or context inconsistent therewith:
- “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).
- “business day” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. ~~For the avoidance of doubt~~ Notwithstanding the foregoing, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a ~~Number 8 or higher typhoon signal~~gale warning, black rainstorm warning or other similar event, such day shall for the purpose of any notice sent under these Articles be counted as a business day.
- “ChairmanChairperson” shall mean the ~~Chairman~~Chairperson presiding at any meeting of members or of the Board.
- “Communication Facilities” shall mean video, video-conferencing, internet or online conferencing applications, telephone or tele-conferencing and/or any other video-communications, internet or online conferencing application or telecommunications facilities by means of which all Persons participating in a meeting are capable of hearing and being heard by each other.
- “Companies ~~Law~~Act” shall mean the Companies ~~Law~~ (2018 ~~Revision~~Act (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted herefor.
- “Director Holding Vehicle” shall mean a limited partnership, trust, private company or other vehicle wholly owned ~~or~~and wholly controlled by a Director.
- “dividend” shall include bonus dividends and distributions permitted by the Companies ~~Law~~Act to be categorised as dividends.

“electronic” shall have the meaning given to it in the Electronic Transactions LawAct.

“Electronic Transactions LawAct” shall mean the Electronic Transactions Law(2003 RevisionAct (As Revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“gale warning” shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).

“ordinary resolution” shall mean a resolution passed by a simple majority of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting held in accordance with these Articles and ~~include~~shall include an ordinary resolution passed pursuant to Article ~~14.10~~14.11.

“Person” shall mean any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires.

“Present” shall means, in respect of any Person, such Person’s presence at a general meeting of members, which may be satisfied by means of such Person or, if a corporation or other non-natural Person, its duly authorised representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being:

- (a) physically present at the meeting; or
(b) in the case of any meeting at which Communication Facilities are permitted in accordance with these Articles, including any Virtual Meeting, connected by means of the use of such Communication Facilities.

“special resolution” shall have the same meaning as ascribed thereto in the Companies Law and shall include a unanimous written resolution of all members. ~~Act and~~ for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and ~~includes~~ shall include a special resolution passed pursuant to Article ~~14.10~~ 14.11.

“Virtual Meeting” shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including, without limitation, the Chairperson of the meeting and any Directors) are permitted to attend and participate solely by means of Communication Facilities.

2.3 Subject as aforesaid, any words defined in the Companies Law ~~Act~~ shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.

2.6 Sections 8 and 19(3) of the Electronic Transactions Law ~~Act~~ shall not apply.

3.2 Subject to Article 4.3, the holders of Class A Ordinary Shares and Class B Ordinary Shares shall at all times vote together as one class on all resolutions submitted to a vote by the members. Subject to Article ~~3.10~~ 3.11, on each resolution subject to a vote at general meetings on a poll, each Class A Ordinary Share shall entitle its holder to ten votes and each Class B Ordinary Share shall entitle its holder to one vote.

3.4 No further Class A Ordinary Shares shall be issued by the Company, except with the prior approval of the Exchange and pursuant to (i) an offer to subscribe for shares made to all the members pro rata (apart from fractional entitlements) to their existing holdings; (ii) a pro rata issue of shares to all the members by way of scrip dividends; or (iii) pursuant to a share subdivision or other similar capital reorganisation; provided that, each member shall be entitled to subscribe for (in a pro rata offer) or be issued (in an issue of shares by way of scrip dividends) shares in the same class as the shares then held by him, notwithstanding the provisions of Article ~~3.11~~ 3.12; and further provided that the proposed allotment or issuance will not result in an increase in the proportion of Class A Ordinary Shares in issue, so that:

- (a) if, under a pro rata offer, any holder of Class A Ordinary Shares does not take up any part of the Class A Ordinary Shares or the rights thereto offered to him, such untaken shares (or rights) shall only be transferred to another person on the basis that such transferred rights will only entitle the transferee to an equivalent number of Class B Ordinary Shares; and
- (b) to the extent that rights to Class B Ordinary Shares in a pro rata offer are not taken up in their entirety, the number of Class A Ordinary Shares that shall be allotted, issued or granted in such pro rata offer shall be reduced proportionately.

3.7 Each Class A Ordinary Share is convertible into one Class B Ordinary Share at any time by the holder thereof, such right to be exercisable by the holder of the Class A Ordinary Share delivering a written notice to the Company that such holder elects to convert a specified number of Class A Ordinary Shares into Class B Ordinary Shares.

3.8 ~~3.7~~ Class A Ordinary Shares shall only be held by a Director or a Director Holding Vehicle. Subject to the Listing Rules or other applicable laws or regulations, each Class A Ordinary Share shall be automatically converted into one Class B Ordinary Share upon the occurrence of any of the following events:

- (a) the death of the holder of such Class A Ordinary Share (or, where the holder is a Director Holding Vehicle, the death of the Director holding ~~or~~and controlling such Director Holding Vehicle);
- (b) the holder of such Class A Ordinary Share ceasing to be a Director or a Director Holding Vehicle for any reason;
- (c) the holder of such Class A Ordinary Share (or, where the holder is a Director Holding Vehicle, the Director holding ~~or~~and controlling such Director Holding Vehicle) being deemed by the Exchange to be incapacitated for the purpose of performing his duties as a Director;
- (d) the holder of such Class A Ordinary Share (or, where the holder is a Director Holding Vehicle, the Director holding ~~or~~and controlling such Director Holding Vehicle) being deemed by the Exchange to no longer meet the requirements of a director set out in the Listing Rules; or
- (e) the transfer to another person of the beneficial ownership of, or economic interest in, such Class A Ordinary Share or the control over the voting rights attached to such Class A Ordinary Share (through voting proxies or otherwise), other than (i) the grant of any encumbrance, lien or mortgage over such share which does not result in the transfer of the legal title or beneficial ownership of, or the voting rights attached to, such share, until the same is transferred upon the enforcement of such encumbrance, lien or mortgage; (ii) a transfer of the legal title to such share by a Director to a Director Holding Vehicle held ~~or~~and controlled by him, or by a Director Holding Vehicle to the Director holding or controlling it or another Director Holding Vehicle held ~~or~~and controlled by such Director; and (iii) any transfer of legal title to such share by a holder of Class A Ordinary Shares to a limited partnership, trust, private company or other vehicle which holds Class A Ordinary Shares on behalf of such holder.

3.9 ~~3.8~~ Any conversion of Class A Ordinary Shares into Class B Ordinary Shares pursuant to these Articles shall be effected by the re-designation of each Class A Ordinary Share into one Class B Ordinary Share. Such conversion shall become effective forthwith upon entries being made in the register to record the re-designation of the relevant Class A Ordinary Shares as Class B Ordinary Shares.

3.10 ~~3.9~~—All of the Class A Ordinary Shares in the authorised share capital shall be automatically re-designated into Class B Ordinary Shares in the event all of the Class A Ordinary Shares in issue are converted into Class B Ordinary Shares in accordance with Article ~~3.7~~3.8, and no further Class A Ordinary Shares shall be issued by the Company.

3.11 ~~3.10~~—Notwithstanding any provisions in these Articles to the contrary, each Class A Ordinary Share and each Class B Ordinary Share shall entitle its holder to one vote on a poll at a general meeting in respect of a resolution on any of the following matters:

- (a) any amendment to the Memorandum or these Articles, including the variation of the rights attached to any class of shares;
- (b) the appointment, election or removal of any Independent Non-executive Director;
- (c) the appointment or removal of the Auditors; or
- (d) the voluntary liquidation or winding-up of the Company.

Notwithstanding the foregoing, where a holder of Class A Ordinary Shares is permitted by the Exchange from time to time to exercise more than one vote per share when voting on a resolution to amend the Memorandum or these Articles, any holder of Class A Ordinary Share may elect to exercise such number of votes per share as is permitted by the Exchange, up to the maximum number of votes attached to each Class A Ordinary Share as set out in Article 3.2.

3.12 ~~3.11~~—Save and except for the rights, preferences, privileges and restrictions set out in this Article 3, the Class A Ordinary Shares and the Class B Ordinary Shares shall rank pari passu in all other respects and shall have the same rights, preferences, privileges and restrictions.

4.1 Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the Companies ~~Law~~Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.

- 4.3 If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law Act, be varied or abrogated only with (in addition to a special resolution to amend the Memorandum or these Articles) the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a resolution passed at a separate meeting of the holders of shares of that class by members holding shares representing three-fourths in nominal value of the shares present in person or by proxy and voting at such meeting. For so long as any Class A Ordinary Share is in issue and unless such change is otherwise required by law or the Listing Rules, (a) any change to the composition of the Board of Directors set out in Article 17.1; (b) any change in the proportion of votes required to pass a resolution of the members, whether as an ordinary resolution or a special resolution or in respect of particular matters or generally; (c) any variation to the number of votes attached to a share of any class, except any such variation arising from an automatic conversion of a Class A Ordinary Share into a Class B Ordinary Share pursuant to Article 3.73.8; and (d) any change to the matters in respect of which each Class A Ordinary Share and each Class B Ordinary Share shall entitle its holder to one vote on a poll at a general meeting in Article 3.103.11, this Article 4.3 and any change to the quorum requirements for meetings of Directors in Article 22.1 shall require the consent in writing of the holders of not less than three-fourths in nominal or par value of the issued Class A Ordinary Shares. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorized representative) at the date of the relevant meeting not less than one-third in nominal value of the issued shares of that class.
- 4.6 Subject to the Companies Law Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

- 4.9 Subject to the provisions of the Companies ~~Law~~Act and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.
- 4.13 Subject to the provisions of the Companies ~~Law~~Act, the Memorandum and these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.
- 4.14 The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies ~~Law~~Act shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
- 5.1 The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies ~~Law~~Act.
- 5.4 Notwithstanding anything contained in this Article 5, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies ~~Law~~Act.
- 5.5 For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies ~~Law~~Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

- 5.11 Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Companies ~~Law~~Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 8.8, after allotment or lodgement of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.
- 8.6 The Board may also decline to register any transfer of any shares unless:
- (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
 - (b) the instrument of transfer is in respect of only one class of shares;
 - (c) the instrument of transfer is properly stamped (in circumstances where stamping is required);
 - (d) in the case of a transfer to joint holders, the number of joint holders to ~~which~~whom the share is to be transferred does not exceed four;
 - (e) the shares concerned are free of any lien in favour of the Company; and
 - (f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time require) is paid to the Company in respect thereof.

- 8.9 The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (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). In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. during a ~~Number 8 or higher typhoon signal~~ gale warning and black rainstorm warning) that render the giving of such publication of advertisement impossible, the Company shall comply with these requirements as soon as practicable.
- 11.1(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the Companies ~~Law~~Act; and
- 11.1(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the Companies ~~Law~~Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.
- 11.2 The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the Companies ~~Law~~Act.
- 12.5 The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies ~~Law~~Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies ~~Law~~Act in regard to the registration of mortgages and charges therein specified and otherwise.
- 13.1 The Company shall hold a general meeting as its annual general meeting in each financial year ~~other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise)~~. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

- 13.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any one or more members, which shall include a recognised clearing house or the Depositary (or their respective nominee(s)), holding, as at the date of deposit of the requisition, in aggregate shares representing not less than one-tenth of the ~~paid-up capital voting rights, on a one vote per share basis,~~ of the Company which carry the right of voting at general meetings of the Company, provided that, in the case of a recognised clearing house or the Depositary (or their respective nominee(s)), it has received instructions to deposit such requisition from account holders holding in aggregate the beneficial interests in shares representing not less than one-tenth of the ~~paid-up capital voting rights, on a one vote per share basis,~~ of the Company which carry the right of voting at general meetings of the Company. A written requisition shall be deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitioner(s). If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.
- 13.4 The Directors may make Communication Facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such Communication Facilities. Without limiting the generality of the foregoing, the Directors may determine that any general meeting may be held as a Virtual Meeting.
- 13.5 ~~13.4~~ An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. The notice of any general meeting (including a postponed or reconvened meeting held pursuant to Article 13.12) at which Communication Facilities will be utilised (including any Virtual Meeting) shall disclose the Communication Facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such Communication Facilities for the purpose of attending, participating and voting at such meeting. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

- 13.6 ~~13.5~~ Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article ~~13.4~~13.5, it shall be deemed to have been duly called if it is so agreed:
- (a) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat or their proxies; and
 - (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.
- 13.7 ~~13.6~~ There shall appear with reasonable prominence in every notice of general meetings of the Company a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member.
- 13.8 ~~13.7~~ The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
- 13.9 ~~13.8~~ In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
- 13.10 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 13.12.
- 13.11 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 13.12.

- 13.12 Where a general meeting is postponed in accordance with Article 13.10 or Article 13.11:
- (a) 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 13.11;
 - (b) 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 35.1; 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
 - (c) 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 13.5.
- 14.1 For all purposes the quorum for a general meeting shall be two members holding not less than one-third of the total voting power of the Company ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present provided always that if the Company has only one member of record the quorum shall be that one member ~~present in person or by proxy~~Present. No business (except the appointment of a ~~Chairman~~Chairperson) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.
- 14.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.

- 14.3 The ~~chairman~~chairperson of the board of Directors shall take the chair at every general meeting, or, if there be no such ~~chairman~~chairperson or, if at any general meeting such ~~chairman~~chairperson shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as ~~Chairman~~Chairperson, and if no Director be ~~present~~Present, or if all the Directors ~~present~~Present decline to take the chair, or if the ~~Chairman~~Chairperson chosen shall retire from the chair, then the members ~~present~~Present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be ~~Chairman~~Chairperson.
- 14.4 The Chairperson of any general meeting shall be entitled to attend and participate at any such general meeting by means of Communication Facilities, and to act as the chairperson of such general meeting, in which event the following provisions shall apply:
- (a) The Chairperson of the meeting shall be deemed to be Present at the meeting; and
- (b) If the Communication Facilities are interrupted or fail for any reason to enable the Chairperson of the meeting to hear and be heard by all other Persons participating in the meeting, then the other Directors Present at the meeting shall choose another Director Present to act as chairperson of the meeting for the remainder of the meeting; provided that (i) if no other Director is Present at the meeting, or (ii) all the Directors Present decline to take the chair, then the meeting shall be automatically adjourned to the same day in the next week and at such time and place as shall be decided by the Board.
- 14.5 ~~14.4~~The ~~Chairman~~Chairperson may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.
- 14.6 ~~14.5~~At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the ~~Chairman~~Chairperson may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.
- 14.7 ~~14.6~~A poll shall (subject as provided in Article ~~14.7~~14.8) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the ~~Chairman~~Chairperson directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

- 14.8 ~~14.7~~ Any poll on the election of a ~~Chairman~~Chairperson of a meeting or any question of adjournment shall be taken at the meeting and without adjournment.
- 14.9 ~~14.8~~ Where a resolution is voted on by a show of hands as permitted under the Listing Rules, a declaration by the ~~Chairman~~Chairperson that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 14.10 ~~14.9~~ In the case of an equality of votes, whether on a poll or on a show of hands, the ~~Chairman~~Chairperson of the meeting at which the poll or show of hands is taken shall be entitled to a second or casting vote.
- 14.11 ~~14.10~~ A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign.
- 15.1 Subject to Articles 3.2 and ~~3.10~~3.11 and to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting ~~where~~(a) every member Present shall have the right to speak, (b) on a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) Present shall have one vote, and (c) on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy Present shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house or the Depositary (or their respective nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
- 15.4 Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be ~~present~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

- 15.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be ~~present~~Present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.
- 15.7 No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the ~~Chairman~~Chairperson of the meeting shall determine the same and such determination shall be final and conclusive.
- 15.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the ~~Chairman~~Chairperson of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 15.14 Any corporation which is a member 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 members of any class of shares and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member and where a corporation is so represented, it shall be treated as being ~~present~~Present at any meeting in person.

- 15.15 If a recognised clearing house or the Depositary (or their respective nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company, creditors meeting of the Company or at any general meeting of any class of members 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 person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house or the Depositary (or their respective nominee(s)) which he represents as that recognised clearing house or the Depositary (or their respective nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
- 17.2 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 addition to the Board. Any Director so appointed shall hold office only until the ~~next following first annual~~ general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.
- 17.3 The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies ~~Law Act~~, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. ~~Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for reelection.~~
- 17.5 The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies ~~Law Act~~ and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies ~~Law Act~~.
- 17.6 The Company may by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provision of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

17.9 An alternate Director shall (~~except when absent from Hong Kong~~), be entitled to receive and waive (in lieu of his appointor) notices of meetings of the Directors and shall be entitled to attend and vote as a Director and be counted in the quorum at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these Articles shall apply as if he (instead of his appointor) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. If his appointor is for the time being ~~absent from Hong Kong or otherwise~~ not available or unable to act (as to which a certificate by the alternate shall in the absence of actual notice to the contrary to other Directors be conclusive), his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this Article shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

17.18 The office of a Director shall be vacated:

- (a) if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;
- (b) if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;
- (c) if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;
- (d) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;
- (e) if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles; or
- (f) if he shall be removed from office by an ordinary resolution under Article 17.6.

At every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Any Director ~~appointed~~ required to stand for re-election pursuant to Article 17.2 ~~or Article 17.3~~ shall not be taken into account in determining the number of Directors and which Directors are to retire by rotation. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

- 17.24 If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a 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~~Chairperson of the meeting (or, where such question relates to the interest of the ~~Chairman~~Chairperson, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the ~~Chairman~~Chairperson) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the ~~Chairman~~Chairperson) as known to such Director (or, as appropriate, the ~~Chairman~~Chairperson) has not been fairly disclosed to the Board.
- 20.1 Subject to any exercise by the Board of the powers conferred by Articles 21.1 to 21.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Companies ~~Law~~Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies ~~Law~~Act and these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- 20.3 Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;
 - (b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or
 - (c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

- 22.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors, one of whom shall be the ~~Chairman~~Chairperson of the board of Directors (or his alternate Director), shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorizing a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or any other telecommunications facility provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.
- 22.3 Subject to Articles 17.19 to 17.24, questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the ~~Chairman~~Chairperson shall have a second or casting vote.
- 22.4 The Board may elect a ~~chairman~~chairperson of the Board and determine the period for which he is to hold office. The ~~chairman~~chairperson of the Board (or his alternate Director) shall take the chair at every meeting of the Board, but if no such ~~chairman~~chairperson is elected, the Directors present may choose one of their number to be ~~Chairman~~Chairperson of the meeting.
- 22.10 Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the ~~chairman~~chairperson of the meeting or by the ~~chairman~~chairperson of the succeeding meeting.
- 23.1 The Board shall establish a Nomination Committee, which shall perform the following duties:
- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of Independent Non-executive Directors; and
 - (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the ~~chairman~~chairperson and the chief executive officer of the Company.
- 23.2 The Nomination Committee shall comprise a majority of Independent Non-executive Directors, and the ~~chairman~~chairperson of the Nomination Committee shall be an Independent Non-executive Director.

- 24.1 The Board shall establish a Corporate Governance Committee, which shall perform the following duties:
- (a) develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - (b) review and monitor the training and continuous professional development of Directors and senior management;
 - (c) review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
 - (d) develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
 - (e) review the Company's compliance with the code and disclosure in the Corporate Governance Report;
 - (f) review and monitor whether the Company is operated and managed for the benefit of all of its members;
 - (g) confirm, on an annual basis, that each holder of Class A Ordinary Shares (or where a holder is a Director Holding Vehicle, the person holding ~~or~~ and controlling such vehicle) has been a Director throughout the year and that none of the events set out in Article ~~3.7(a)~~ 3.8(a) to (d) have occurred during the relevant financial year;
 - (h) confirm, on an annual basis, that each holder of Class A Ordinary Shares (or where a holder is a Director Holding Vehicle, the Director holding ~~or~~ and controlling such vehicle) has complied with Articles 3.4, 3.5, ~~3.7~~ 3.8 and ~~3.10~~ 3.11 throughout the year;
 - (i) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or holders of Class B Ordinary Shares (considered as a group) on the one hand, and any holder of Class A Ordinary Shares on the other;
 - (j) review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on the one hand, and any holder of Class A Ordinary Shares on the other, and make a recommendation to the Board on any such transaction;
 - (k) make a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
 - (l) seek to ensure effective and on-going communication between the Company and its members, particularly with regards to the requirements of Article 37.1;
 - (m) report on the work of the Corporate Governance Committee on at least a half-yearly and annual basis covering all areas of this Article 24.1; and
 - (n) disclose, on a comply or explain basis, its recommendations to the Board in respect of matters in Articles 24.1(i) to (k) in the report referred to in Article 24.1(m).

- 24.2 The Corporate Governance Committee shall comprise entirely of Independent Non-executive Directors, one of whom shall act as its ~~chairman~~chairperson.
- 26.1 The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies ~~Law~~Act or these Articles required or authorized to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorized generally or specifically in that behalf by the Board.
- 26.2 A provision of the Companies ~~Law~~Act or of these Articles requiring or authorizing a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.
- 28.1 The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the Companies ~~Law~~Act.

28.2 Wherever such a resolution as referred to in Article 28.1 shall have been passed the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid up shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Board:

- (a) to make such provision by the issue of fractional certificates or by payment in cash or otherwise (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned) as ~~they think~~ it thinks fit in cases where shares, debentures or other securities become distributable in fractions;
- (b) to exclude the right of participation or entitlement of any member with a registered address outside in any territory where ~~in the absence of a registration statement or other special or onerous formalities;~~
 - (i) the circulation of an offer of such right or entitlement would or might be unlawful or where the Board consider in the absence of a registration statement or other special formalities; or
 - (ii) the costs, expense expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion, out of proportion to the benefits of the Company; and
- (c) to authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation, or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

29.1 Subject to the Companies ~~Law~~ Act and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.

- 29.11 The Board may on any occasion determine that rights of election and the allotment of shares under Article 29.7 shall not be made available or made to any members with registered addresses in any territory where ~~in the absence of:~~
- (a) ~~a registration statement or other special formalities~~ the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, ~~or where the Board considers in the absence of a registration statement or other special formalities; or~~
- (b) ~~the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer are, in the Board's opinion,~~ out of proportion to the ~~benefit~~benefits of the Company, and in any such case the provisions aforesaid shall be read and construed subject to such determination.
- 29.12 The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies LawAct. The Company shall at all times comply with the provisions of the Companies LawAct in relation to the share premium account.
- 29.19 The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the Companies LawAct and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
- 32 The Board shall make the requisite annual returns and any other requisite filings in accordance with the Companies LawAct.
- 33.1 The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the Companies LawAct.
- 33.2 The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the Companies LawAct, at such other place or places as the Board thinks fit and shall always be open to inspection by the Directors.

- 33.3 The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Law Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.
- 33.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Law Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 33.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Law Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Law Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.
- 34.2 The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

- 37.3 The Company shall, in its listing documents and its interim and annual reports:
- (a) identify the holders of Class A Ordinary Shares (and, where a holder is a Director Holding Vehicle, the Director holding ~~or~~and controlling such vehicle);
 - (b) disclose the impact of a potential conversion of Class A Ordinary Shares into Class B Ordinary Shares on its share capital; and
 - (c) disclose all circumstances in which the weighted voting rights attached to the Class A Ordinary Shares shall cease.
- 38.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.
- 38.2 ~~38.1~~ If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the Companies ~~Law~~Act divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the Companies ~~Law~~Act, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.
- 38.3 ~~38.2~~ If the Company shall be wound up, and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution amongst the members shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively. This Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

- 38.4 ~~38.3~~In the event of a winding-up of the Company in Hong Kong, every member who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.
- 39.2 Subject to the Companies ~~Law~~Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
- 40 ~~The financial year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.~~
Unless the Directors otherwise prescribe, the financial year of the Company shall end on 31 December in each year and, following the year of incorporation, shall begin on 1 January in each year.
- 41 Subject to the Companies ~~Law~~Act, the Company may at any time and from time to time by special resolution alter or amend the Memorandum and these Articles in whole or in part.
- 42 The Company shall, subject to the provisions of the Companies ~~Law~~Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
- 43 The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies ~~Law~~Act), upon such terms as the Directors may determine.

NOTICE OF THE ANNUAL GENERAL MEETING



XIAOMI CORPORATION

小米集团

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability)

(Stock Code: 1810)

NOTICE IS HEREBY GIVEN that the annual general meeting of Xiaomi Corporation (the “**Company**”) will be held at Xiaomi Campus, Anningzhuang Road, Haidian District, Beijing, The People’s Republic of China on Thursday, June 2, 2022 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and the auditor of the Company for the year ended December 31, 2021;
2. To re-elect Lei Jun as an executive Director;
3. To re-elect Lin Bin as an executive Director;
4. To re-elect Tong Wai Cheung Timothy as an independent non-executive Director;
5. To authorize the board of Directors to fix the respective Directors’ remuneration;
6. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of Directors to fix its remuneration;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution) and the said approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
- 8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued class B ordinary shares in the share capital of the Company (the “**Class B Shares**”) or securities convertible into Class B Shares, or options, warrants or similar rights to subscribe for Class B Shares or such convertible securities of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Class B Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than by way of Rights Issue (as defined below) or pursuant to the exercise of any subscription rights attaching to any securities which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted or the allotment and issue of Class B Shares in lieu of the whole or part of a dividend on Class B Shares in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal value of the shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any consolidation or subdivision of the shares of the Company after the passing of this resolution and the said approval shall be limited accordingly) excluding any (A) Class B Shares to be issued pursuant to (i) the exercise of share options which have been granted under the Pre-IPO ESOP (as defined below), (ii) exercise of share options which have been or may be granted under the Post-IPO Share Option Scheme (as defined below), (iii) awards granted under the Share Award Scheme (as defined below) and (B) Class B Shares to be issued upon conversion of Class A ordinary shares in the share capital of the Company into Class B Shares on a one to one basis;

NOTICE OF THE ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Pre-IPO ESOP” means the pre-IPO employee stock incentive scheme adopted by the Company dated May 5, 2011 and superseded on August 24, 2012 as amended from time to time;

“Post-IPO Share Option Scheme” means the post-IPO share option scheme adopted by the Company on June 17, 2018;

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

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

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

“Share Award Scheme” means the share award scheme adopted by the Company on June 17, 2018;

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

“**THAT** conditional upon the passing of the resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company in issue as at the date of passing this resolution.”; and

NOTICE OF THE ANNUAL GENERAL MEETING

10. To consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

“**THAT** the seventeenth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”) (a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company with immediate effect after the close of this meeting and that any one Director of the Company be and is hereby authorised to do all things necessary to implement the adoption of the New Memorandum and Articles of Association of the Company.”.

By order of the Board
Xiaomi Corporation
Lei Jun
Chairman of the Board

Hong Kong, April 28, 2022

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint another person as proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint any number of proxies to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- b. In order to be valid, a form of proxy together with 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 share registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 2:00 p.m. on May 31, 2022) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. To ascertain shareholders’ eligibility to attend and vote at this meeting, the register of members of the Company will be closed from May 30, 2022, to June 2, 2022 (both days inclusive) during which period no share transfer will be effected. In order to qualify for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong (i.e. Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong), for registration no later than 4:30 p.m., on May 27, 2022.
- d. During the period for the prevention and control of the novel coronavirus pneumonia (COVID-19) in China and overseas, shareholders attending the AGM shall pay early attention to and comply with the relevant regulations and requirements regarding health report, quarantine and observation during the epidemic prevention and control period in Beijing. The Company will strictly comply with the requirements regarding the epidemic prevention and control stipulated by government departments, and take relevant prevention and control measures including monitoring the temperatures of shareholders attending the AGM. Shareholders having a fever or other symptoms, not wearing a surgical mask as required, or failing to comply with the relevant regulations and requirements regarding the epidemic prevention and control will not be able to enter the venue of the AGM. If the number of shareholders attending the AGM reaches the maximum (if any) stipulated by the relevant government departments at the date of the AGM in accordance with the regulations and requirements regarding the epidemic prevention and control, shareholders shall be admitted on a “first-come-first-served” basis, and shareholders subsequently arriving may not be able to enter the venue of the AGM. **The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Shareholders are reminded that physical attendance at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and returning the form of proxy.**

The Company will keep the evolving COVID-19 situation under review and may implement additional measures which it will announce closer to the date of the AGM.
- e. References to time and dates in this Notice are to Hong Kong time and dates.