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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 Codes: 1810 (HKD counter) and 81810 (RMB counter)

**GRANT OF AWARDS PURSUANT TO
THE 2023 SHARE SCHEME
AND
GRANT OF XMHK OPTIONS PURSUANT TO
THE 2024 XIAOMI HK SHARE SCHEME**

This announcement is made by the Company pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules.

The Board announces that on November 20, 2024, the Company awarded a total of 49,593,741 Award Shares to 2,425 Selected Participants, which includes employees and service providers of the Group, under the 2023 Share Scheme. On the same day, Xiaomi HK granted a total of 510,335,236 XMHK Options to 2,951 XMHK Selected Participants, which are employees of the XMHK Group, under the 2024 Xiaomi HK Share Scheme.

1. GRANT OF AWARDS PURSUANT TO THE 2023 SHARE SCHEME

On November 20, 2024, the Company awarded a total of 49,593,741 Award Shares to 2,425 Selected Participants, which includes employees and service providers of the Group, under the 2023 Share Scheme.

Details of Grant of Awards

Date of grant:	November 20, 2024
Number of Award Shares:	49,474,755 for employee participants and 118,986 for service provider participants under the 2023 Share Scheme
Consideration for the Awards:	Nil

Closing price of the Award Shares on the date of grant: HK\$28.000 per Share

Vesting period: The Award Shares shall vest between November 21, 2024 and November 20, 2029.

In respect of certain Awards granted to employee participants of the 2023 Share Scheme, the period between the grant date and the first vesting date is less than 12 months due to administrative reasons or the total vesting period of such Awards is more than 12 months.

Performance targets: A time-based vesting schedule is generally applicable to the Award Shares, which the number of Award Shares to be vested shall be based on the Selected Participant's performance rank in the relevant period. The performance rank is linked to the performance of the Selected Participant (and in some cases of the Selected Participant's department) in the relevant period as assessed by the Group.

Clawback mechanism: Where certain events specified in the Scheme Rules arises, the Board may determine that, with respect to a Selected Participant, Awards granted but not yet exercised shall immediately lapse, and with respect to any Shares delivered or amount paid to the Selected Participant, the Selected Participant be required to transfer the same value, whether in Shares and/or cash, back to our Company (or nominee). These circumstances include: (a) the Selected Participant ceasing to be an Eligible Participant by reason of termination for cause or without notice, or as a result of being charged/penalized/convicted of an offence involving the Selected Participant's integrity or honesty; (b) the Selected Participant commits a serious misconduct or breach, including with respect to a policy or code of or other agreement with the Group, which is considered to be material; or (c) the Award to the Selected Participant will no longer be appropriate and aligned with the purpose of the 2023 Share Scheme.

Number of Shares Available for Future Grants

The total number of Shares which may be issued pursuant to all Awards to be granted under the 2023 Share Scheme and awards to be granted under any other share schemes of the Company will not exceed 2,503,959,565 (“**Scheme Mandate Limit**”) and the total number of Shares that may be issued pursuant to all Awards to be granted to service provider participants under the 2023 Share Scheme is 125,197,978 (“**Service Provider Sublimit**”).

As at the date of this announcement, 2,099,261,285 Shares are available for future grant under the Scheme Mandate Limit and 124,056,963 Shares are available for future grant under the Service Provider Sublimit.

2. GRANT OF XMHK OPTIONS PURSUANT TO THE 2024 XIAOMI HK SHARE SCHEME

On November 20, 2024, Xiaomi HK granted a total of 510,335,236 XMHK Options to 2,951 XMHK Selected Participants, which are employees of the XMHK Group, under the 2024 Xiaomi HK Share Scheme.

Details of Grant of XMHK Options

Date of grant:	November 20, 2024
Number of XMHK Options granted:	510,335,236 XMHK Options for employee participants under the 2024 Xiaomi HK Share Scheme to subscribe for 510,335,236 XMHK Shares
Exercise price for the XMHK Options:	Each XMHK Option shall entitle the holder to subscribe for one XMHK Share upon exercise of such XMHK Option at an exercise price of US\$0.1 per XMHK Share
Exercise period of XMHK Options:	Until the last day of the 10-year period after the date of grant of the XMHK Option
Vesting period:	The XMHK Options shall vest between November 21, 2024 and July 2, 2032.

In respect of certain XMHK Options granted to employee participants, the period between the grant date and the first vesting date is less than 12 months due to administrative reasons or the total vesting period of such XMHK Options is more than 12 months.

Performance targets:

A time-based vesting schedule is generally applicable to the XMHK Awards, which the number of XMHK Awards to be vested shall be based on the XMHK Selected Participant's performance rank in the relevant period. The performance rank is linked to the performance of the XMHK Selected Participant (and in some cases of the XMHK Selected Participant's department) in the relevant period as assessed by the Group.

Clawback mechanism:

Where certain events specified in the XMHK Scheme Rules arises, the XMHK Board may determine that, with respect to a XMHK Selected Participant, XMHK Awards granted but not yet exercised shall immediately lapse, and with respect to any XMHK Shares delivered or amount paid to the XMHK Selected Participant, the XMHK Selected Participant be required to transfer the same value, whether in XMHK Shares and/or cash, back to Xiaomi HK (or nominee). These circumstances include: (a) the XMHK Selected Participant ceasing to be an XMHK Eligible Participant by reason of termination for cause or without notice, or as a result of being charged/penalized/convicted of an offence involving the XMHK Selected Participant's integrity or honesty; (b) the XMHK Selected Participant commits a serious misconduct or breach, including with respect to a policy or code of or other agreement with the XMHK Group, which is considered to be material; or (c) the XMHK Award to the XMHK Selected Participant will no longer be appropriate and aligned with the purpose of the 2024 Xiaomi HK Share Scheme.

Number of Shares Available for Future Grants

The total number of XMHK Shares which may be issued pursuant to all XMHK Awards to be granted under the 2024 Xiaomi HK Share Scheme and awards to be granted under any other share schemes of Xiaomi HK will not exceed 1,000,000,000 ("**XMHK Scheme Mandate Limit**") and the total number of XMHK Shares that may be issued pursuant to all XMHK Awards to be granted to service provider participants under the 2024 Xiaomi HK Share Scheme is 50,000,000 ("**XMHK Service Provider Sublimit**").

As at the date of this announcement, 489,664,764 XMHK Shares are available for future grant under the XMHK Scheme Mandate Limit and 50,000,000 XMHK Shares are available for future grant under the XMHK Service Provider Sublimit.

3. FURTHER INFORMATION ON GRANT OF AWARDS UNDER THE SCHEMES

Reasons for Grant of Awards under the 2023 Share Scheme

The grantees under the 2023 Share Scheme involve employee participants and service provider participants which provide certain consultancy services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group. The grant of awards to the grantees under the 2023 Share Scheme, including the service provider participants, is to align the interests of these grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to recognize the contributions made by the grantees and to attract and retain talent for the continuous operations and development of the Group.

The Directors (including the independent non-executive Directors) consider the grants to service provider participants under the 2023 Share Scheme to be in line with industry norms and appropriate to enhance the long term relationship with these participants by aligning their interests with that of the Company and Shareholders and in line with the purpose of the 2023 Share Scheme.

No grantees involved in the grant fall within any category described in Rule 17.06A(2) of the Listing Rules, namely (a) the director, chief executive or substantial shareholder of the Company/Xiaomi HK, or an associate of any of them; (b) a participant of whom the total number of options and awards granted and to be granted thereto exceeds the 1% individual limit as prescribed under Rule 17.03D of the Listing Rules; or (c) a related entity participant or service provider participant of whom the total number of options and awards granted and to be granted thereto in any 12-month period exceeds 0.1% of the relevant class of shares in issue (excluding treasury shares).

Voting and Dividend Rights

The awards granted under the Schemes do not carry any right to vote at general meetings of the Company or Xiaomi HK (as applicable), nor any right to dividends, transfer or other rights. No grantees under the Schemes shall enjoy any of the rights of a shareholder by virtue of the grant of an award unless and until the shares underlying an award are delivered to the grantees under the Schemes pursuant to the vesting and exercise of such award.

Approval by the Stock Exchange of Hong Kong

Each of the 2023 Share Scheme and 2024 Xiaomi HK Share Scheme constitutes share schemes pursuant to the Chapter 17 of the Listing Rules. The Listing Committee of the Stock Exchange of Hong Kong Limited has granted approval for the listing of, and permission to deal in, the new Shares underlying any Awards which may be issued pursuant to the 2023 Share Scheme.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“2023 Share Scheme”	the share scheme adopted by the Company on June 8, 2023, being the date on which the scheme is approved by the Shareholders in a general meeting
“2024 Xiaomi HK Share Scheme”	the share scheme adopted by Xiaomi HK on June 6, 2024, being the date on which the scheme is approved by the Shareholders in a general meeting
“Award(s)”	award(s) of Shares by the Board pursuant to the 2023 Share Scheme to Selected Participant(s)
“Award Share(s)”	the Share(s) granted to a Selected Participant in an Award
“Board”	the board of Directors
“Company”	Xiaomi Corporation 小米集团, a company controlled through weighted voting rights and incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (Stock Codes: 1810 (HKD counter) and 81810 (RMB counter))
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any person(s) as determined by the Scheme Administrator from time to time to be eligible to participate in the 2023 Share Scheme
“Group”	the Company and its subsidiaries
“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
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Scheme Administrator”	the Board and/or any committee of the Board or other person(s) to whom the Board has delegated its authority in accordance with the Scheme Rules
“Scheme Rules”	the rules governing the 2023 Share Scheme as amended from time to time

“Schemes”	the 2023 Share Scheme and the 2024 Xiaomi HK Share Scheme
“Selected Participant(s)”	any Eligible Participant(s) approved for participation in the 2023 Share Scheme and who has been granted any Award pursuant to the 2023 Share Scheme
“Share(s)”	class B ordinary share(s) of the share capital of the Company with a par value of US\$0.0000025 each, conferring a holder of a class B ordinary share one vote per share on any resolution tabled at the Company’s general meetings
“Shareholder(s)”	holder(s) of the Share(s) in issue
“United States” or “US”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“Xiaomi HK”	Xiaomi H.K. Limited, a limited liability company incorporated under the laws of Hong Kong on April 7, 2010 and a subsidiary of the Company
“XMHK Award(s)”	award(s) of XMHK Shares by the board of Xiaomi HK pursuant to the 2024 Xiaomi HK Share Scheme to XMHK Selected Participant(s)
“XMHK Board”	the board of directors of Xiaomi HK
“XMHK Eligible Participant(s)”	any person(s) as determined by the XMHK Scheme Administrator from time to time to be eligible to participate in the 2024 Xiaomi HK Share Scheme
“XMHK Group”	Xiaomi HK and its subsidiaries from time to time
“XMHK Option(s)”	the option(s) granted to an XMHK Selected Participant in a XMHK Award
“XMHK Scheme Administrator”	the XMHK Board and/or any of its committee or other person(s) to whom the XMHK Board has delegated its authority to administer the 2024 Xiaomi HK Share Scheme in accordance with the XMHK Scheme Rules
“XMHK Scheme Rules”	the rules governing the 2024 Xiaomi HK Share Scheme as amended from time to time

“XMHK Selected Participant(s)”	any XMHK Eligible Participant(s) approved for participation in the 2024 Xiaomi HK Share Scheme and who has been granted any XMHK Award pursuant to the 2024 Xiaomi HK Share Scheme
“XMHK Share(s)”	ordinary share(s) in the share capital of Xiaomi HK
“%”	per cent

By order of the Board of
Xiaomi Corporation
Lei Jun
Chairman

Hong Kong, November 20, 2024

As at the date of this announcement, the Board comprises Mr. Lei Jun as Chairman and Executive Director, Mr. Lin Bin as Vice-Chairman and Executive Director, Mr. Liu De as Executive Director, Mr. Liu Qin as Non-executive Director, and Dr. Chen Dongsheng, Mr. Wong Shun Tak and Ms. Cai Jinqing as Independent Non-executive Directors.