

Important: if you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



XIAOMI CORPORATION

小米集团

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

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 2,179,585,000 Offer Shares (comprising 1,434,440,000 New Class B Shares and 745,145,000 Sale Shares, and subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 108,980,000 Offer Shares (subject to reallocation)
Number of International Offer Shares	: 2,070,605,000 Offer Shares (comprising 1,325,460,000 New Class B Shares and 745,145,000 Sale Shares, and subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$22.00 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and the Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars subject to refund)
Nominal value	: US\$0.0000025 per Offer Share
Stock code	: 1810

Joint Sponsors, Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

Goldman Sachs

Morgan Stanley

CLSA A CITIC Securities Company

Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers

J.P.Morgan

CREDIT SUISSE

Deutsche Bank

CICC 中金公司

農銀國際 ABC INTERNATIONAL

BOC INTERNATIONAL

建銀國際 CCB International

招銀國際 CMB INTERNATIONAL

ICBC 工銀國際

Joint Bookrunners and Joint Lead Managers

AMTD 尚乘

Bank of America Merrill Lynch

BNP PARIBAS

中國銀河國際 CHINA GALAXY INTERNATIONAL

CMS 招商證券國際 **citi**

富途證券 WWW.FUTUS.COM

國泰君安國際 GUOTAI JUNAN INTERNATIONAL

HSBC 滙豐

UBS

中泰國際 ZHONGTAI INTERNATIONAL

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the section headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" in Appendix V, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any other document referred to above.

The Offer Price is expected to be determined by agreement between the Joint Representatives (for themselves and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or around Friday, June 29, 2018 and, in any event, not later than Tuesday, July 3, 2018. The Offer Price will be not more than HK\$22.00 and is currently expected to be not less than HK\$17.00, unless otherwise announced. If, for any reason, the Offer Price is not agreed by Tuesday, July 3, 2018 between the Joint Representatives (for themselves and on behalf of the Underwriters) and the Company, the Global Offering will not proceed and will lapse.

The Joint Representatives (for themselves and on behalf of the Underwriters) may, with the Company's consent, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese) and on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.mi.com not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure subscribers for, the Hong Kong Offer Shares, are subject to termination by the Joint Representatives (for themselves and on behalf of the Underwriters) if certain events shall occur prior to 8:00 a.m. on the Listing Date. Such grounds are set out in the section headed "Underwriting" in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States or to, or for the account or benefit of U.S. persons (as defined in Regulation S) except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares are being offered and sold (i) solely to QIBs as defined in Rule 144A pursuant to an exemption from registration under the U.S. Securities Act and (ii) outside the United States in offshore transactions in accordance with Regulation S.

The Company is controlled through weighted voting rights. Prospective investors should be aware of the potential risks of investing in a company with a WVR structure, in particular that the WVR Beneficiaries, whose interests may not necessarily be aligned with those of our Shareholders as a whole, will be in a position to exert significant influence over the outcome of Shareholders' resolutions, irrespective of how other Shareholders vote. For further information about the risks associated with our WVR structure, please refer to the section headed "Risk Factors—Risks Relating to the Global Offering." Prospective investors should make the decision to invest in the Company only after due and careful consideration.

June 25, 2018