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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms.”*

<b>“affiliate”</b>	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
<b>“Application Form(s)”</b>	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s) or, as the context so requires, any of them, which is used in relation to the Hong Kong Public Offering
<b>“Articles” or “Articles of Association”</b>	the articles of association of the Company adopted on June 17, 2018 with effect from Listing, as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Companies Law” in Appendix III
<b>“associate(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Beijing Digital Technology”</b>	Beijing Xiaomi Digital Technology Co., Ltd.* (北京小米數碼科技有限公司), a limited liability company established under the laws of mainland China on December 21, 2010 and our indirect wholly-owned subsidiary
<b>“Beijing Duokan”</b>	Beijing Duokan Technology Co., Ltd.* (北京多看科技有限公司), a limited liability company established under the laws of mainland China on February 10, 2010 and our Consolidated Affiliated Entity
<b>“Beijing Electronic Software”</b>	Beijing Xiaomi Electronic Software Co., Ltd.* (北京小米電子軟件技術有限公司), a limited liability company established under the laws of mainland China on July 1, 2014 and our Consolidated Affiliated Entity
<b>“Beijing Wali”</b>	Wali Information Technologies (Beijing) Ltd.* (瓦力信息技術(北京)有限公司), a limited liability company established under the laws of mainland China on February 22, 2010 and our indirect wholly-owned subsidiary
<b>“Beijing Wali Culture”</b>	Beijing Wali Culture Communication Co., Ltd.* (北京瓦力文化傳播有限公司), a limited liability company established under the laws of mainland China on May 8, 2014 and our Consolidated Affiliated Entity

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<b>“Beijing Wali Internet”</b>	Beijing Wali Internet Technologies Co., Ltd.* (北京瓦力網絡科技有限公司), a limited liability company established under the laws of mainland China on June 1, 2009 and our Consolidated Affiliated Entity
<b>“Beijing Wenmi”</b>	Beijing Wenmi Culture Co., Ltd.* (北京文米文化有限公司), a limited liability company established under the laws of mainland China on December 28, 2016 and our indirect wholly-owned subsidiary
<b>“Board”</b>	the board of Directors
<b>“Brazil”</b>	the Federative Republic of Brazil
<b>“business day”</b>	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business
<b>“BVI”</b>	the British Virgin Islands
<b>“Cayman Companies Law”</b>	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time
<b>“Cayman Registrar”</b>	the Registrar of Companies of the Cayman Islands
<b>“CCASS”</b>	the Central Clearing and Settlement System established and operated by HKSCC
<b>“CCASS Clearing Participant”</b>	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
<b>“CCASS Custodian Participant”</b>	a person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant”</b>	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
<b>“CCASS Participant”</b>	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
<b>“CDR(s)”</b>	Chinese Depositary Receipt(s) issued by the CDR Depositary
<b>“CDR Offering”</b>	a public offering of CDRs in mainland China

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<b>“Chongqing Microcredit”</b>	Chongqing Xiaomi Microcredit Co., Ltd.* (重慶市小米小額貸款有限公司), a limited liability company established under the laws of mainland China on June 12, 2015 and our indirect wholly-owned subsidiary
<b>“Class A Shares”</b>	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
<b>“Class B Shares”</b>	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
<b>“Co-founders”</b>	Hong Feng, Li Wanqiang, Lin Bin, Liu De, Wang Chuan, Wong Kong Kat and Zhou Guangping
<b>“Companies (Winding Up and Miscellaneous Provisions) Ordinance”</b>	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
<b>“Company,” “our Company,” or “the Company”</b>	Xiaomi Corporation 小米集團, (formerly known as Top Elite Limited), a company with limited liability incorporated under the laws of the Cayman Islands on January 5, 2010
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“connected transaction(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Consolidated Affiliated Entities”</b>	the entities we control through the Contractual Arrangements, namely the Onshore Holdcos and their respective subsidiaries (each a “ <b>Consolidated Affiliated Entity</b> ”), details of which are set out in the section headed “History, Reorganization and Corporate Structure”
<b>“Controlling Shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Lei Jun and the directly and indirectly held companies through which Lei Jun has an interest in the Company, namely, Smart

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	Mobile Holdings Limited and Smart Player Limited, details of which are set out in the section headed “Relationship with the Controlling Shareholders”
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Director(s)”	the director(s) of the Company
“Existing Articles”	the fifteenth amended and restated memorandum and articles of association of the Company adopted by special resolution of the Shareholders passed on August 24, 2017
“Founders”	our Founder, Lei Jun, and the seven Co-founders being Hong Feng, Li Wanqiang, Lin Bin, Liu De, Wang Chuan, Wong Kong Kat and Zhou Guangping, collectively
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Green Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group,” “our Group,” “the Group,” “we,” “us,” or “our”	the Company and its subsidiaries and Consolidated Affiliated Entities from time to time
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominee”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 108,980,000 Class B Shares initially being offered for subscription in the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and

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	subject to the conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering”
“ <b>Hong Kong Securities and Futures Ordinance</b> ” or “ <b>SFO</b> ”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“ <b>Hong Kong Share Registrar</b> ”	Computershare Hong Kong Investor Services Limited
“ <b>Hong Kong Underwriters</b> ”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting—Hong Kong Underwriters”
“ <b>Hong Kong Underwriting Agreement</b> ”	the underwriting agreement dated June 22, 2018 relating to the Hong Kong Public Offering entered into among, <i>inter alia</i> , the Joint Sponsors, the Joint Global Coordinators, the Hong Kong Underwriters and the Company, as further described in the section headed “Underwriting”
“ <b>IDC</b> ”	IDC Consulting (Beijing) Ltd., an industry consultant
“ <b>IDR</b> ”	Indonesian Rupiah, the lawful currency of Indonesia
“ <b>IFRS</b> ”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“ <b>Independent Third Party(ies)</b> ”	person(s) or company(ies) which, to the best of our Directors’ knowledge having made all due and careful enquiries, is/are not connected (within the meaning of the Listing Rules) with our Company
“ <b>India</b> ”	the Republic of India
“ <b>Indonesia</b> ”	the Republic of Indonesia
“ <b>INR</b> ”	Indian Rupee, the lawful currency of India
“ <b>International Offer Shares</b> ”	the 2,070,605,000 Class B Shares (comprising 1,325,460,000 New Class B Shares and 745,145,000 Sale Shares) being initially offered for subscription at the Offer Price under the International Offering together, where relevant, with any additional Class B Shares that may be sold pursuant to any exercise of the Over-allotment Option, subject to reallocation as described under the section headed “Structure of the Global Offering”
“ <b>International Offering</b> ”	the conditional placing of the International Offer Shares at the Offer Price outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and in the United States to QIBs only in

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reliance on Rule 144A or any other available exemption from the registration requirement under the U.S. Securities Act, in each case on and subject to the terms and conditions of the International Underwriting Agreement, as further described in the section headed “Structure of the Global Offering”

**“International Underwriters”**

the underwriters of the International Offering

**“International Underwriting Agreement”**

the international underwriting agreement relating to the International Offering and expected to be entered into by, among others, the Company and the Joint Representatives on or about the Price Determination Date, as further described in the section headed “Underwriting”

**“iResearch”**

Shanghai iResearch Co., Ltd, China an industry consultant

**“Joint Bookrunners”**

Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), CLSA Limited, J.P. Morgan Securities (Asia Pacific) Limited (in relation to the Hong Kong Public Offering only), J.P. Morgan Securities plc (in relation to the International Offering only), Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, ABCI Capital Limited, BOCI Asia Limited, CCB International Capital Limited, CMB International Capital Limited, ICBC International Capital Limited, AMTD Global Markets Limited, BNP Paribas Securities (Asia) Limited, China Galaxy International Securities (Hong Kong) Co., Ltd, China Merchants Securities (HK) Co., Ltd., Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering only), Citigroup Global Markets Limited (in relation to the International Offering only), Futu Securities International (Hong Kong) Limited, Guotai Junan Securities (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited, The Hongkong and Shanghai Banking Corporation Limited, UBS AG Hong Kong Branch and Zhongtai International Securities Limited

**“Joint Global Coordinators”**

Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited, CLSA Limited, J.P. Morgan Securities (Asia Pacific) Limited, Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, ABCI Capital Limited, BOCI Asia Limited, CCB

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	International Capital Limited, CMB International Capital Limited and ICBC International Capital Limited
<b>“Joint Lead Managers”</b>	Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), CLSA Limited, J.P. Morgan Securities (Asia Pacific) Limited (in relation to the Hong Kong Public Offering only), J.P. Morgan Securities plc (in relation to the International Offering only), Credit Suisse (Hong Kong) Limited, Deutsche Bank AG, Hong Kong Branch, China International Capital Corporation Hong Kong Securities Limited, ABCI Securities Company Limited, BOCI Asia Limited, CCB International Capital Limited, CMB International Capital Limited, ICBC International Securities Limited, AMTD Global Markets Limited, BNP Paribas Securities (Asia) Limited, China Galaxy International Securities (Hong Kong) Co., Ltd, China Merchants Securities (HK) Co., Ltd., Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering only), Citigroup Global Markets Limited (in relation to the International Offering only), Futu Securities International (Hong Kong) Limited, Guotai Junan Securities (Hong Kong) Limited, Merrill Lynch (Asia Pacific) Limited, The Hongkong and Shanghai Banking Corporation Limited, UBS AG Hong Kong Branch and Zhongtai International Securities Limited
<b>“Joint Representatives”</b>	Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only) and CLSA Limited
<b>“Joint Sponsors”</b>	Goldman Sachs (Asia) L.L.C., Morgan Stanley Asia Limited and CLSA Capital Markets Limited
<b>“Latest Practicable Date”</b>	June 15, 2018, being the latest practicable date for ascertaining certain information in this prospectus before its publication
<b>“Listing”</b>	the listing of the Class B Shares on the Main Board of the Stock Exchange
<b>“Listing Committee”</b>	the Listing Committee of the Stock Exchange
<b>“Listing Date”</b>	the date, expected to be on or about Monday, July 9, 2018, on which the Class B Shares are listed and on which dealings in the Class B Shares are first permitted to take place on the Stock Exchange

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<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
<b>“Main Board”</b>	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
<b>“Memorandum” or “Memorandum of Association”</b>	the memorandum of association of the Company adopted on June 17, 2018 as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Companies Law” in Appendix III
<b>“Mi Store”</b>	as to our online marketplace available on Mi. com and mi mobile application
<b>“MOFCOM”</b>	Ministry of Commerce of the People’s Republic of China (中華人民共和國商務部)
<b>“New Class B Shares”</b>	the Class B Shares to be offered for subscription by our Company at the Offer Price pursuant to the Global Offering
<b>“Offer Price”</b>	the final price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$22.00 and expected to be not less than HK\$17.00, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering—Pricing and Allocation”
<b>“Offer Share(s)”</b>	the Hong Kong Offer Shares and the International Offer Shares, being Class B Shares of the Company, together, where relevant, with any additional Class B Shares to be sold or issued pursuant to the exercise of the Over-allotment Option
<b>“Onshore Holdcos,” each a “Onshore Holdco”</b>	(i) Beijing Wali Culture, (ii) Rigo Design, (iii) Xiaomi Inc., (iv) Beijing Duokan, (v) Beijing Wali Internet, (vi) Xiaomi Pictures, (vii) Beijing Electronic Software and (viii) Youpin Information Technology
<b>“Option Grantors”</b>	Morningside China TMT Fund I, L.P. and Morningside China TMT Fund II, L.P.



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<b>“Option Shares”</b>	the Class B Shares to be sold or issued pursuant to the exercise of the Over-allotment Option (comprising up to 201,486,000 New Class B Shares to be issued by our Company and up to 125,451,000 Class B Shares to be sold by the Option Grantors)
<b>“Over-allotment Option”</b>	pursuant to the International Underwriting Agreement, the option to be granted by the Company and the Options Grantors to the International Underwriters exercisable by the Joint Representatives (on behalf of the International Underwriters) pursuant to which the Option Grantors may be required to sell up to an aggregate of 125,451,000 additional Class B Shares and 201,486,000 New Class B Shares to be issued by our Company (representing approximately 15% of the Offer Shares initially available under the Global Offering) at the Offer Price to cover, among other things, over-allocation, if any, in the International Offering
<b>“Philippines”</b>	the Republic of the Philippines
<b>“Pinecone International”</b>	Pinecone International Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on November 7, 2014 and our indirect wholly-owned subsidiary
<b>“Pinecone Share Option Scheme I”</b>	the share option scheme adopted by Pinecone International on July 30, 2015 as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—Pinecone Share Option Scheme I” in Appendix IV
<b>“Pinecone Share Option Scheme II”</b>	the share option scheme adopted by Pinecone International on June 17, 2018 as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—Pinecone Share Option Scheme II” in Appendix IV
<b>“Post-IPO Share Option Scheme”</b>	the post-IPO share option scheme adopted by the Company on June 17, 2018, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—Post-IPO Share Option Scheme” in Appendix IV
<b>“Pre-IPO ESOP”</b>	the pre-IPO employee stock incentive scheme adopted by the Company dated May 5, 2011 and superseded on

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August 24, 2012 as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—Pre-IPO ESOP” in Appendix IV

**“Pre-IPO Investment(s)”**

the pre-IPO investment(s) in the Company undertaken by the Pre-IPO Investors pursuant to the Pre-IPO Shareholders’ Agreements, details of which are set out in the section headed “History, Reorganization and Corporate Structure”

**“Pre-IPO Investor(s)”**

All-Stars XMI Limited, Apoletto China I, L.P., Apoletto China II, L.P., Apoletto China III, L.P., Apoletto China IV, L.P., Apoletto Investment II, L.P., Apoletto Limited, Binghe Age Group Corporation, Bridge Street 2015, L.P., Bright Inspiration Holdings Limited, Broad Street Principal Investments, L.L.C., CCDD International Holdings Limited, Celia Safe Inc., China TMT Holding I Limited, China TMT Holding II Limited, Circle Creek Investments Limited, Colorful Mi Limited, Dragoner Global Fund II, L.P., Duke King Holdings Limited, Evertide Limited, Fast Sino Holdings Limited, Gannat Pte. Ltd., Gifted Jade Limited, Hans Tung, HOPU Gioura Company Limited, IDG-Accel China Growth Fund II L.P., IDG-Accel China Investors II L.P., JONGMI Limited, Kawa Investments LLC, Long Great Holdings Limited, Matrix Partners China I, L.P., Matrix Partners China I-A, L.P., MBD 2015, L.P., Mecca International (BVI) Limited, Mifans Investment LLC, Mirodesign Limited, Morningside China TMT Fund I, L.P., Morningside China TMT Fund II, L.P., Moussedragon, L.P., Nokia Growth Partners II, L.P., Patrick Raymon MC Goldrick, Powerful Era Limited, Qiming Managing Directors Fund II, L.P., Qiming Venture Partners II, L.P., Qiming Venture Partners II-C, L.P., Qualcomm Incorporated, RNT Associates International Pte. Ltd., Robin Hon Bun Chan, 2015 Employee Offshore Aggregator, L.P., 2020 Investment Partners Limited, Sennett Investments (Mauritius) Pte Ltd., Shiny Stone Limited, Shunwei Ventures Limited, Sinarmas Digital Ventures (HK) Limited, Smart Promise Limited, Smart System Investment Fund, L.P., Stone Street 2015, L.P., Techline Investment Pte Ltd, Wali International Holdings Ltd, and Wealth Plus Investments Limited

**“Pre-IPO Shareholders’ Agreement”**

the eleventh amended and restated shareholders’ agreement entered into between, among others, the Company, certain Group companies, the Founder, the Co-founders and the Pre-IPO Investors dated July 3, 2015

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<b>“Preferred Share(s)”</b>	the Series A Preferred Shares, the Series B Preferred Shares, the Series C Preferred Shares, the Series D Preferred Shares, the Series E Preferred Shares and the Series F Preferred Shares
<b>“Price Determination Agreement”</b>	the agreement to be entered into among the Company and the Joint Representatives (for themselves and on behalf of the Underwriters) at or about the Price Determination Date to record and fix the Offer Price
<b>“Price Determination Date”</b>	the date, expected to be on or about Friday, June 29, 2018 (Hong Kong time) and in any event no later than Tuesday, July 3, 2018, on which the Offer Price is to be fixed by an agreement between the Company and the Joint Representatives (for themselves and on behalf of the Underwriters)
<b>“Principal Share Registrar and Transfer Office”</b>	Maples Fund Services (Cayman) Limited
<b>“prospectus”</b>	this prospectus being issued in connection with the Hong Kong Public Offering
<b>“QFIIs”</b>	qualified foreign institutional investors licensed by the CSRC to invest in RMB-denominated shares listed on China’s domestic securities exchanges
<b>“QIB”</b>	a qualified institutional buyer within the meaning of Rule 144A
<b>“Registered Shareholders”</b>	the registered shareholders of the Onshore Holdcos, more particularly set out in the section headed “Contractual Arrangements”
<b>“Regulation S”</b>	Regulation S under the U.S. Securities Act
<b>“Reserved Matters”</b>	those matters 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 or Articles, 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
<b>“Rigo Design”</b>	Rigo Design (Beijing) Co., Ltd.* (美卓軟件設計(北京)有限公司), a limited liability company established under the laws of mainland China on April 24, 2012 and our Consolidated Affiliated Entity

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<b>“RMB” or “Renminbi”</b>	Renminbi, the lawful currency of mainland China
<b>“Rule 144A”</b>	Rule 144A under the U.S. Securities Act
<b>“SAFE”</b>	the State Administration of Foreign Exchange of the People’s Republic of China (中華人民共和國國家外匯管理局)
<b>“Sale Shares”</b>	the Class B Shares to be offered for sale by the Selling Shareholders at the Offer Price under the International Offering (excluding pursuant to the Over-allotment Option)
<b>“SEC”</b>	the Securities and Exchange Commission of the United States
<b>“Selling Shareholders”</b>	China TMT Holding I Limited, China TMT Holding II Limited, Lofty Power International Limited, Mini Stone Limited, Morningside China TMT Fund I, L.P., Morningside China TMT Fund II, L.P., Natural Hero Limited, Wong Kong Kat
<b>“Series A Preferred Share(s)”</b>	the series A preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 3,925,913,020 shares are in issue as of the Latest Practicable Date and held by the Series A Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
<b>“Series A Preferred Share Shareholder(s)”</b>	the holder(s) of the Series A Preferred Shares
<b>“Series B Preferred Share(s)”</b>	the Series B-1 Preferred Shares and the Series B-2 Preferred Shares
<b>“Series B Preferred Share Shareholder(s)”</b>	the holder(s) of the Series B Preferred Shares
<b>“Series B-1 Preferred Share(s)”</b>	the series B-1 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 2,211,569,100 shares were in issue as of the Latest Practicable Date and held by the Series B Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
<b>“Series B-2 Preferred Share(s)”</b>	the series B-2 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 330,495,920 shares were in issue as of the Latest

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	Practicable Date and held by the Series B Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders' Agreement
<b>“Series C Preferred Share(s)”</b>	the series C preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 1,720,943,480 shares were in issue as of the Latest Practicable Date and held by the Series C Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders' Agreement
<b>“Series C Preferred Share Shareholder(s)”</b>	the holder(s) of the Series C Preferred Shares
<b>“Series D Preferred Share(s)”</b>	the series D preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 1,021,276,800 shares were in issue as of the Latest Practicable Date and held by the Series D Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders' Agreement
<b>“Series D Preferred Share Shareholder(s)”</b>	the holder(s) of the Series D Preferred Shares
<b>“Series E Preferred Share(s)”</b>	the Series E-1 Preferred Shares and the Series E-2 Preferred Shares
<b>“Series E Preferred Share Shareholder(s)”</b>	the holder(s) of the Series E Preferred Shares
<b>“Series E-1 Preferred Share(s)”</b>	the series E-1 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 212,776,760 shares were in issue as of the Latest Practicable Date and held by the Series E Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders' Agreement
<b>“Series E-2 Preferred Share(s)”</b>	the series E-2 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 510,315,120 shares were in issue as of the Latest Practicable Date and held by the Series E Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders' Agreement

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<b>“Series F Preferred Share(s)”</b>	the Series F-1 Preferred Shares and the Series F-2 Preferred Shares
<b>“Series F Preferred Share Shareholder(s)”</b>	the holder(s) of the Series F Preferred Shares
<b>“Series F-1 Preferred Share(s)”</b>	the series F-1 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 487,871,040 shares were in issue as of the Latest Practicable Date and held by the Series F Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
<b>“Series F-2 Preferred Share(s)”</b>	the series F-2 preferred shares of par value US\$0.0000025 per share in the authorized share capital of the Company, of which 83,760,370 shares were in issue as of the Latest Practicable Date and held by the Series F Preferred Share Shareholders, each having the rights, preferences, privileges and restrictions as set forth in the Pre-IPO Shareholders’ Agreement
<b>“SFC”</b>	the Securities and Futures Commission of Hong Kong
<b>“Share(s)”</b>	the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires
<b>“Share Award Scheme”</b>	the share award scheme adopted by the Company on June 17, 2018 the principal terms of which are set out in the section headed “Statutory and General Information—Share Award Scheme” in Appendix IV
<b>“Share Subdivision”</b>	the subdivision of each share in the Company’s issued and unissued share capital with par value of US\$0.000025 each into 10 shares of the corresponding class with par value of US\$0.000025 each on June 17, 2018, the details of which are set out in the section headed “History, Reorganization and Corporate Structure—Share Subdivision”
<b>“Shareholder(s)”</b>	holder(s) of the Share(s)
<b>“Singapore”</b>	the Republic of Singapore
<b>“Stabilization Manager”</b>	Morgan Stanley Asia Limited
<b>“Stock Borrowing Agreement”</b>	the stock borrowing agreement expected to be entered into between among others, Morningside China TMT Fund I, L.P. and the Stabilization Manager, pursuant to which the Stabilization Manager may borrow up to an aggregate of 326,937,000 Class B Shares to cover any over-allocation in the International Offering
<b>“Stock Exchange” or “Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“subsidiary(ies)”</b>	has the meaning ascribed to it in section 15 of the Companies Ordinance

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<b>“substantial shareholder”</b>	has the meaning ascribed to it in the Listing Rules
<b>“Takeovers Code”</b>	The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
<b>“Tianjin Commercial Factoring”</b>	Xiaomi Commercial Factoring (Tianjin) Co., Ltd.* (小米商業保理(天津)有限責任公司), a limited liability company established under the laws of mainland China on March 21, 2018 and our indirect wholly-owned subsidiary
<b>“Timi Computing”</b>	Timi Personal Computing (Hong Kong) Limited* (北京田米科技(香港)有限公司) a limited liability company incorporated under the laws of Hong Kong on April 4, 2016 and our indirect wholly-owned subsidiary
<b>“Track Record Period”</b>	the three financial years ended December 31, 2015, 2016 and 2017 and the three months ended March 31, 2018
<b>“Underwriters”</b>	the Hong Kong Underwriters and the International Underwriters
<b>“Underwriting Agreements”</b>	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
<b>“United States,” “USA,” “U.S.” or “US”</b>	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
<b>“U.S. Securities Act”</b>	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
<b>“US dollars,” “U.S. dollars” or “US\$”</b>	United States dollars, the lawful currency of the United States
<b>“VIE(s)”</b>	variable interest entity(ies)
<b>“Voting Proxy Agreements”</b>	the voting proxy agreements executed in favor of Lei Jun by each of 2020 Investment Partners Limited, Binghe Age Group Corporation, CCDD International Holdings Limited, Celia Safe Inc., Duke King Holdings Limited, Fast Sino Holdings Limited, JONGMI Limited, Long Great Holdings Limited, Matrix Partners China I, L.P., Matrix Partners China I-A, L.P., Mifans Investment LLC, Mirodesign Limited, Patrick Raymon MC Goldrick, RNT Associates International Pte. Ltd., Sinarmas Digital Ventures (HK) Limited, Wali International Holdings Ltd, Wealth Plus Investments Limited each dated June 18, 2018, pursuant to which Lei Jun has been granted a voting proxy over certain Class B Shares held by the relevant Shareholders

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<b>“weighted voting rights”</b>	has the meaning ascribed to it in the Listing Rules
<b>“WFOEs,” each a “WFOE”</b>	Beijing Baien, Xiaomi Mobile Software, Beijing Wenmi, Beijing Digital Technology, Tianjin Commercial Factoring, Beijing Wali, Xiaomi Communications and Xiaomi Youpin Technology
<b>“White Form eIPO”</b>	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the designated website of White Form eIPO Service Provider, <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
<b>“White Form eIPO Service Provider”</b>	Computershare Hong Kong Investor Services Limited
<b>“WVR Beneficiaries”</b>	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Lei Jun and Lin Bin, being the holders of the Class A Shares, entitling each to weighted voting rights, details of which are set out in the section headed “Share Capital”
<b>“WVR structure”</b>	has the meaning ascribed to it in the Listing Rules
<b>“Xiaomi Communications”</b>	Xiaomi Communications Co., Ltd* (小米通訊技術有限公司), a limited liability company established under the laws of mainland China on August 25, 2010 and our indirect wholly-owned subsidiary
<b>“Xiaomi Finance”</b>	Xiaomi Finance Inc., an exempted company with limited liability incorporated under the laws of the Cayman Islands on February 15, 2018 and our direct wholly-owned subsidiary
<b>“Xiaomi Finance Group”</b>	Xiaomi Finance and its subsidiaries and consolidated affiliated entities from time to time
<b>“Xiaomi Finance HK”</b>	Xiaomi Finance H.K. Limited (小米金融 (香港) 有限公司), a limited liability company incorporated under the laws of Hong Kong on April 17, 2015 and our indirect wholly-owned subsidiary
<b>“Xiaomi HK”</b>	Xiaomi H.K. Limited, a limited liability company incorporated under the laws of Hong Kong on April 7, 2010 and our direct wholly-owned subsidiary
<b>“Xiaomi Inc.”</b>	Xiaomi Inc.* (小米科技有限責任公司), a limited liability company established under the laws of mainland China on March 3, 2010 and our Consolidated Affiliated Entity



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<b>“Xiaomi India Technology”</b>	Xiaomi Technology India Private Limited, a limited liability company incorporated under the laws of India on October 7, 2014 and our indirect wholly-owned subsidiary
<b>“Xiaomi Mobile Software”</b>	Beijing Xiaomi Mobile Software Co., Ltd.* (北京小米移動軟件有限公司), a limited liability company established under the laws of mainland China on May 8, 2012 and our indirect wholly-owned subsidiary
<b>“Xiaomi Pictures”</b>	Xiaomi Pictures Co., Ltd.* (小米影業有限責任公司), a limited liability company established under the laws of mainland China on June 7, 2016 and our Consolidated Affiliated Entity
<b>“Xiaomi Singapore”</b>	Xiaomi Singapore Pte. Ltd., a limited liability company incorporated under the laws of Singapore on December 23, 2013 and our direct wholly-owned subsidiary
<b>“Xiaomi Youpin Technology”</b>	Xiaomi Youpin Technology Co. Ltd.* (小米有品科技有限 公司), a limited liability company established under the laws of mainland China on May 8, 2018 and our indirect wholly-owned subsidiary
<b>“XM Group”</b>	our Group (other than the Xiaomi Finance Group)
<b>“XMF Restructuring”</b>	the intra-group restructuring of our finance related business, details of which are set out in “History, Reorganization and Corporate Structure—Restructuring of Our Finance Related Business”
<b>“XMF Restructuring Loans”</b>	the one-off loans amounting to approximately US\$830 million and RMB299 million, as of the Latest Practicable Date advanced by the XM Group to the Xiaomi Finance Group in connection with the XMF Restructuring
<b>“XMF Share Option Scheme I”</b>	the first share option scheme adopted by Xiaomi Finance on June 17, 2018, as amended from time to time, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—XMF Share Option Scheme I” in Appendix IV
<b>“XMF Share Option Scheme II”</b>	the second share option scheme adopted by Xiaomi Finance on June 17, 2018, the principal terms of which are set out in the section headed “Statutory and General Information—Share Option Schemes—XMF Share Option Scheme II” in Appendix IV
<b>“XMF Share Option Schemes”</b>	the XMF Share Option Scheme I and the XMF Share Option Scheme II

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<b>“Youpin Information Technology”</b>	Youpin Information Technology Co., Ltd.* (有品信息科技有限公司), a limited liability company established under the laws of mainland China on April 4, 2018 and our Consolidated Affiliated Entity
<b>“Zhuhai Communications”</b>	Zhuhai Xiaomi Communications Co., Ltd.* (珠海小米通訊技術有限公司), a limited liability company established under the laws of mainland China on January 25, 2013 and our indirect wholly-owned subsidiary
<b>“%”</b>	per cent

*\* For identification purposes only.*

*Unless otherwise expressly stated or the context otherwise requires, all data in this prospectus is as of the date of this prospectus.*

*The English names of the entities of mainland China, laws or regulations of mainland China, and the governmental authorities of mainland China referred to in this prospectus are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.*

*Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*