
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
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 Tuesday, June 2, 2026 at 2:00 p.m. is set out on pages 24 to 27 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, 2026) 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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meeting.

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

April 29, 2026

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	4
2. Proposed Granting of General Mandate to Repurchase Shares	5
3. Proposed Granting of General Mandate to Issue Shares	5
4. Proposed Re-election of the Retiring Directors	6
5. Proposed Adoption of New Memorandum and Articles of Association	6
6. AGM and Proxy Arrangement	7
7. Responsibility Statement	8
8. Recommendation	8
9. General Information	8
Appendix I — Explanatory Statement on the Share Repurchase Mandate	9
Appendix II — Details of the Retiring Directors Proposed to be Re-elected at the AGM	14
Appendix III — Proposed Amendments to Memorandum and Articles of Association	20
Notice of the Annual General Meeting	24

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 June 2, 2026 at 2 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meeting)
“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
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	April 15, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

DEFINITIONS

“Listing Date”	July 9, 2018, the date on which the Class B Shares were listed on the Stock Exchange
“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
“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 (including any sale or transfer of Class B Shares out of treasury that are held as treasury Shares) not exceeding 20% of the total number of the issued Shares (excluding any treasury 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 (excluding any treasury 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
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which, in the Company’s case, refers to the Class B Shares

DEFINITIONS

“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 codes: 1810 (HKD counter) and 81810 (RMB counter)

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
Cai Jinqing

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 the Chinese Mainland:

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

Principal Place of Business in Hong Kong:

Room 1928, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 29, 2026

To the Shareholders

Dear Sir/Madam

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE SHARES,
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
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 Articles 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 5, 2025 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 to repurchase the Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution, details of which are set out in the proposed ordinary resolution 7 in the notice of the AGM (i.e. a maximum of 2,589,843,050 Shares to be repurchased by the Company, on the basis that the total issued share capital of the Company of 25,898,430,500 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (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) revoked or varied by ordinary resolution of the Shareholders in general meeting.

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 5, 2025, 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 Class B Shares (including any sale or transfer of treasury 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 to allot, issue or deal with additional Class B Shares (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of the issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution, details of which are set out in the proposed ordinary resolution 8 in the notice of the AGM (i.e. a maximum of 5,179,686,100 Class B Shares to be issued (or transferred out of treasury) by the Company, on the basis that the total issued share capital of the Company of 25,898,430,500 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, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (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) revoked or varied by ordinary resolution of the Shareholders in general meeting.

4. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to the Articles of Association, Mr. Liu De, Mr. Wong Shun Tak and Ms. Cai Jinqing 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. Each of Mr. Wong Shun Tak and Ms. Cai Jinqing, the retiring independent non-executive Directors, has confirmed his/her 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 Directors are 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 Directors 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

The Board proposed (a) to make certain amendments to the Articles of Association, for the purpose of, inter alia, (i) bringing the Articles of Association in line with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules which require, among others, the holding of general meetings which shareholders can attend virtually with the use of technology and cast votes by electronic means; (ii) bringing the Articles of Association in line with the Corporate Governance Code set out in Appendix C1 of the Listing Rules which introduces, among others, the updated terms of reference of the Nomination Committee; and (iii) making other house-keeping amendments; and (b) to adopt the Nineteenth Amended and Restated Memorandum and Articles of Association incorporating and consolidating all the proposed amendments.

Details of the proposed amendments to the existing Memorandum and Articles of Association 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 with the requirements of 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 24 to 27 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, 2, 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 3, 4, 6 and 10, regarding the proposed re-election of independent non-executive Directors, the re-appointment of auditor and the 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.

Holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

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, 2026) 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. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the granting of the Share Repurchase Mandate, the granting of the Share Issue Mandate and the extension of the Share Issue Mandate, the re-election of the retiring Directors and the proposed adoption of the new Memorandum and Articles of Association 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.

9. 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 25,898,430,500 Shares, out of which 4,468,057,752 were Class A Shares and 21,430,372,748 were Class B Shares, with no treasury 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 25,898,430,500 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 2,589,843,050 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, 2025) 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 4,023,975,813 Class A Shares and 2,032,803,825 Class B Shares, representing approximately 63.9% of the voting rights in the Company; and Lin Bin is deemed to be interested in 444,081,939 Class A Shares and 1,885,838,271 Class B Shares, representing approximately 9.6% 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 (after deducting any treasury Shares) 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 will 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. In addition, the Company has confirmed that neither the explanatory statement nor the proposed share repurchase has any unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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\$
2025		
April	50.00	36.05
May	55.70	48.20
June	61.45	49.60
July	60.45	53.05
August	55.35	50.10
September	59.90	52.70
October	56.55	43.20
November	45.08	36.62
December	43.64	37.94
2026		
January	40.60	34.50
February	37.50	33.32
March	37.18	31.20
April (up to the Latest Practicable Date)	32.76	30.26

8. REPURCHASES OF SHARES MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company 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\$
October 16, 2025	4,000,000	48.40	47.60
October 17, 2025	10,700,000	46.76	45.90
November 20, 2025	13,500,000	38.10	37.38
November 21, 2025	8,000,000	38.04	37.64
November 25, 2025	2,500,000	40.34	40.16
November 26, 2025	7,500,000	40.22	40.02
November 28, 2025	7,000,000	41.18	40.74
December 1, 2025	10,000,000	40.48	40.04
December 2, 2025	2,500,000	40.72	40.50
December 3, 2025	7,500,000	40.36	40.14
December 4, 2025	2,400,000	41.92	41.82
December 8, 2025	4,800,000	42.72	42.14
December 9, 2025	7,200,000	41.36	41.08
December 10, 2025	2,400,000	41.92	41.82
December 11, 2025	2,300,000	42.28	42.22
December 15, 2025	7,200,000	42.00	41.78
December 16, 2025	7,200,000	41.00	40.36
December 18, 2025	3,750,000	40.24	40.12
December 19, 2025	3,750,000	40.56	40.42
December 22, 2025	3,750,000	39.90	39.80
December 23, 2025	3,750,000	39.28	39.10
December 24, 2025	3,800,000	39.26	39.08
December 29, 2025	3,900,000	38.64	38.56
December 31, 2025	3,800,000	39.30	39.14
January 5, 2026	3,800,000	39.32	39.22
January 6, 2026	3,850,000	38.90	38.86
January 7, 2026	3,900,000	38.20	38.12
January 8, 2026	5,000,000	38.16	38.04
January 9, 2026	4,000,000	37.92	37.74
January 13, 2026	4,000,000	38.04	37.94
January 14, 2026	4,000,000	37.80	37.72
January 15, 2026	3,900,000	37.92	37.86
January 16, 2026	5,900,000	37.20	37.08
January 19, 2026	4,000,000	36.52	36.36
January 20, 2026	5,500,000	35.86	35.46
January 21, 2026	7,000,000	35.48	35.22
January 22, 2026	5,713,800	35.24	34.92
January 26, 2026	3,987,200	35.22	35.04

Date of Repurchase	No. of Class B shares Repurchased	Highest Price per Share <i>HK\$</i>	Lowest Price per Share <i>HK\$</i>
January 30, 2026	4,200,000	35.76	35.60
February 2, 2026	6,000,000	35.00	34.54
February 3, 2026	3,000,000	34.92	34.62
February 4, 2026	4,300,000	34.02	33.94
February 6, 2026	750,000	35.00	34.76
February 9, 2026	1,500,000	35.24	35.04
February 12, 2026	4,050,000	36.78	36.50
February 13, 2026	2,700,000	36.48	36.30
February 16, 2026	1,500,000	36.50	36.38
February 20, 2026	4,282,400	35.74	35.32
February 24, 2026	2,794,200	35.92	35.64
February 25, 2026	2,809,400	35.74	35.52
February 26, 2026	2,832,200	35.42	35.22
February 27, 2026	2,858,200	35.04	34.92
March 2, 2026	3,022,800	33.14	33.02
March 3, 2026	3,156,400	31.76	31.60
March 10, 2026	2,977,200	33.68	33.40
March 11, 2026	3,005,600	33.32	33.22
March 12, 2026	2,307,600	33.34	33.30
March 13, 2026	2,029,000	33.30	33.16
March 18, 2026	2,850,400	35.18	34.98
March 20, 2026	2,975,000	33.76	33.46
March 23, 2026	3,129,800	32.08	31.80
March 27, 2026	2,200,000	32.50	32.36
March 30, 2026	5,000,000	32.38	32.22
March 31, 2026	7,850,000	31.78	31.54
April 2, 2026	12,823,600	31.04	30.58
April 9, 2026	7,819,000	32.00	31.28
April 10, 2026	6,000,000	31.10	30.88
April 13, 2026	8,100,000	30.76	30.54
April 14, 2026	2,790,000	31.00	30.60
April 15, 2026	5,720,000	31.00	30.76
	<u>325,083,800</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) **LIU DE**

Position and experience

Liu De (“**Mr. Liu**”), aged 52, is a Co-Founder, an executive Director, Senior Vice President and Minister of the Group Leadership Management Department, is currently responsible for the recruitment, promotion, training and evaluation of the middle and senior management of the Group, as well as the organizational structure design and approval procedures of each department. Mr. Liu is a director of various members of the Group. Mr. Liu has also served as a director of Viomi Technology Co., Ltd. (NASDAQ ticker: VIOT) from June 2018 to February 2026, Ninebot Limited (Shanghai Stock Exchange Stock Code: 689009) from December 2020 to April 2024, Zepp Health Corporation (NYSE ticker: ZEPP) from April 2015 to September 2024 and Shanghai Longcheer Technology Co., Ltd (Shanghai Stock Exchange Stock Code: 603341) from November 2019 to February 2025. In 2003, Liu De co-founded Beijing Xinfengrui Industrial Design Co., Ltd. (北京新鋒銳工業設計公司) and served as its executive director until 2007.

Liu De received a Bachelor’s degree in Industrial Design in July 1996 and a Master’s degree in Mechanical Design and Theory in March 2001, both from the Beijing Institute of Technology (北京理工大學). Liu De received a Master’s degree in Industrial Design from Art Center College of Design, Pasadena, California, US, in April 2010.

Save as disclosed above, Mr. Liu 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. Liu entered into a service agreement with the Company on March 24, 2021 for a period of three years, which will 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

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

Nature of interest ⁽¹⁾	Relevant company	Number and class of securities	Approximate percentage of shareholding in the relevant class of Shares ⁽²⁾
Beneficial owner (L)		10,000,000 Class B Shares	0.05%
Founder of a trust (L)	Lofty Power International Limited ⁽³⁾	135,871,935 Class B Shares	0.63%

Notes:

- (1) The letter “L” denotes a long position in the shares.
- (2) The calculation is based on the total number of relevant class of Shares in issue as at the Latest Practicable Date.
- (3) Mr. Liu directly holds 10,000,000 Class B Shares. Lofty Power International Limited is controlled by YLL Trust (formerly known as YYL Trust). Accordingly, Mr. Liu is deemed to be interested in 135,871,935 Class B Shares held by Lofty Power International Limited under the SFO.

Save as disclosed above, Mr. Liu 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. Liu 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. Liu 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. Liu that need to be brought to the attention of the Shareholders.

(2) WONG SHUN TAK

Position and experience

Wong Shun Tak (“**Mr. Wong**”), aged 65, has served as an independent non-executive Director, since June 2018. He also currently serves the chairman of both the Audit Committee and Nomination Committee, and a member of the Remuneration Committee and Corporate Governance Committee. In 2014, Wong Shun Tak co-founded and had concurrently served as the CFO of Rokid Corporation Ltd. Wong Shun Tak has served as the independent non-executive director of Kingsoft Corporation Limited (SEHK Stock Code: 3888) from July 2014 to March 2026. Wong Shun Tak served as an executive director and CFO of Kingsoft Corporation Limited (SEHK Stock Code: 3888) from October 2011 to July 2012, and also acted as an independent non-executive director of Kingsoft Corporation Limited (SEHK Stock Code: 3888) from April 2007 to September 2011. Wong Shun Tak became an independent non-executive director and chairman of the audit committee of Goodbaby International Holdings Limited (SEHK Stock Code: 1086) since March 26, 2025. In addition, Wong Shun Tak also became an independent non-executive director of JNBY Design Limited (SEHK Stock Code: 3306) since September 8, 2025.

Wong Shun Tak served as vice president of finance and corporate controller of Alibaba Group Holding Ltd (NYSE ticker: BABA; SEHK Stock Code: 9988) from August 2007 to September 2011. During his service with Alibaba Group, he also acted as the chairman of Group Financial Control Committee of Alibaba Group.

Wong Shun Tak served as the CFO of Goodbaby Children Products Group (“**Goodbaby**”) from August 2003 to August 2007, a leading juvenile product manufacturer in China. Before joining Goodbaby, Wong Shun Tak worked as the vice president of finance in IDT International Limited (SEHK Stock Code: 167) from September 2001 to July 2003.

In the past, Wong Shun Tak held key financial management positions in various multi-nationals companies, including as the financial controller of AMF Bowling, Inc. from November 1996 to March 1998 and International Distillers China Ltd. from December 1993 to October 1996. Wong Shun Tak has extensive experience in financial control, operations, strategic planning and implementation, private fund investments and exit strategies.

Wong Shun Tak received a Master’s degree in Finance from the University of Lancaster in the United Kingdom and a Master’s degree in Accounting from Charles Stuart University in Australia. He is also a fellow CPA member of the Hong Kong Institute of Certified Public Accountants and a fellow CPA member of Australian Society of CPAs.

Save as disclosed above, Mr. Wong 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. Wong entered into an appointment letter with the Company on June 10, 2021 for a period of three years, which will be automatically renewed for successive periods of three years. He is also subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association.

Relationships

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

Nature of interest ⁽¹⁾	Relevant company	Number and class of securities	Approximate percentage of shareholding in the relevant class of Shares ⁽²⁾
Interest of spouse (L) ⁽³⁾		8,000 Class B Shares	0.00%

Notes:

- (1) The letter "L" denotes a long position in the shares.
- (2) The calculation is based on the total number of relevant class of Shares in issue as at the Latest Practicable Date.
- (3) Wong Shun Tak is deemed to be interested in 8,000 Class B Shares held by his spouse under the SFO.

Save as disclosed above, Mr. Wong 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, Mr. Wong 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 Mr. Wong 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. Wong that need to be brought to the attention of the Shareholders.

(3) CAI JINQING*Position and experience*

Cai Jinqing (“**Ms. Cai**”), aged 58, has been appointed as an independent non-executive Director, and a member of the Nomination Committee and the Corporate Governance Committee with effect from January 8, 2024.

Cai Jinqing has served as the president of Kering Greater China since 2018. She is committed to enhancing the reputation of Kering in Greater China, strengthening the relationship between Kering and its partners, propelling the long-term development of Kering in China, and promoting the increasingly significant role of Greater China in the global market.

From 2012 to 2018, she worked for Christie’s, a world-leading art auction house. She was appointed as the first managing director, president and chairwoman of Christie’s China during her tenure at Christie’s. At present, she is a member of Christie’s Asia Advisory Council. Cai Jinqing had also been the founding partner of Brunswick Beijing from 2005 to 2012, a world-renowned public relations consulting firm. Prior to that, she founded New Alliance Consulting International Limited and managed the annual conference of Boao Forum for Asia as an exclusive public relations consultant.

Since December 1, 2021, Cai Jinqing has served on the board of Mandarin Oriental International Limited (which was delisted from the London Stock Exchange (Stock Code: MDO), the Singapore Exchange Limited (Stock Code: M04) and Bermuda Stock Exchange (Stock Code: MOIBD.BH) in January 2026) as a non-executive director. She also serves as the vice chairwoman of the board of Teach for China, a leading non-profit organisation in China focusing on educational inequality issues in China.

Cai Jinqing obtained her Bachelor’s degree from Wellesley College located in Massachusetts and holds a Master’s degree in Public Affairs from Princeton University, School of International and Public Affairs.

Save as disclosed above, Ms. Cai 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

Ms. Cai entered into an appointment letter with the Company on 8 January 2024 for a period of three years, which will be automatically renewed for successive periods of three years. She is also subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Cai did not have any relationships with any 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, Ms. Cai 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, Ms. Cai 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 Ms. Cai 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 Ms. Cai 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 AND ARTICLES OF ASSOCIATION)**

Cover page and
heading

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~EIGHTEENTH~~NINETEENTH AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团**

(adopted by special resolution passed on [•] ~~2024~~2026)

Cover page and
heading

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~EIGHTEENTH~~NINETEENTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团**

(adopted by special resolution passed on [•] ~~2024~~2026)

Cover page and
heading

**THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~EIGHTEENTH~~NINETEENTH AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团**

(adopted by special resolution passed on [•] ~~2024~~2026)

CLAUSE NO. PROPOSED AMENDMENTS (SHOWING CHANGES TO THE EXISTING
MEMORANDUM AND ARTICLES OF ASSOCIATION)

Cover page and
heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~EIGHTEENTH~~NINETEENTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团

(adopted by special resolution passed on [•] ~~2024~~2026)

Cover page and
heading

THE COMPANIES ACT (AS REVISED)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

~~EIGHTEENTH~~NINETEENTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
XIAOMI CORPORATION
小米集团

(adopted by special resolution passed on [•] ~~2024~~2026)

2.2 **“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 and all Members’ rights to speak and vote at the meeting are maintained.

14.7 A poll shall (subject as provided in Article 14.8) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting) 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 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.

CLAUSE NO.	PROPOSED AMENDMENTS (SHOWING CHANGES TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION)
23.1	<p>The Board shall establish a Nomination Committee <u>that complies with rules 8A.27 and 8A.28 of the Listing Rules (or to the extent otherwise permitted by the Listing Rules or the Exchange)</u>, which shall perform, <u>among others</u>, the following duties:</p> <ul style="list-style-type: none"><li data-bbox="454 521 1414 649">(a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, <u>assist the Board in maintaining a Board skills matrix</u> and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;<li data-bbox="454 691 1414 798">(b) identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;<li data-bbox="454 840 1414 861">(c) assess the independence of Independent Non-executive Directors; and<li data-bbox="454 904 1414 1010">(d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairperson and the chief executive officer of the Company-; <u>and</u><li data-bbox="454 1053 1414 1074">(e) <u>support the Company's regular evaluation of the Board's performance.</u>
23.5	<p>Where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at a general meeting, the circular to the members and/or explanatory statement accompanying the notice of the relevant general meeting shall set out the <u>items as required under the Listing Rules, including the reasons why the Directors believe such individual should be elected and the reasons why the Directors consider such individual to be independent.</u></p>
29.23	<p>Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid <u>by wire transfer to the holder or</u> by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.</p>

CLAUSE NO.	PROPOSED AMENDMENTS (SHOWING CHANGES TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION)
29.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or</u> cheques for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u> , cheque or warrant is returned undelivered.

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

NOTICE OF THE ANNUAL GENERAL MEETING

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 Tuesday, June 2, 2026 at 2:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

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, 2025;
2. To re-elect Liu De as an executive Director;
3. To re-elect Wong Shun Tak as an independent non-executive Director;
4. To re-elect Cai Jinqing 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 (excluding any class B ordinary shares in the share capital of the Company (“**Class B Shares**”) that are held as treasury shares which shall have the meaning ascribed to it under Listing Rules) 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
 - (ii) 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
 - (iii) revoked or varied by ordinary resolution of the shareholders in general meeting.”;
- 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 Shares (including any sale or transfer of Class B Shares out of treasury that are held as treasury 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, sold or transferred or agreed conditionally or unconditionally to be allotted, sold or transferred 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 total number of the issued Shares (excluding any Class B Shares that are held as treasury Shares) 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 granted under the Post-IPO Share Option Scheme (as defined below), (iii) awards granted under the Share Award Scheme (as defined below), (iv) the exercise of share options which have been granted or may be granted and awards have been granted or may be granted under the 2023 Share 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 first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) 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
- (iii) revoked or varied by ordinary resolution of the shareholders in general meeting;

“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);

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

“2023 Share Scheme” means the share scheme adopted by the Company on June 8, 2023.”;

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 (including any sale or transfer of Class B Shares out of treasury that are held as treasury Shares) 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 (excluding any Class B Shares that are held as treasury Shares) as at the date of passing this resolution.”; and

NOTICE OF THE ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

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

“**THAT** the nineteenth 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 29, 2026

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. For the avoidance of doubt and for the purpose of the Listing Rules, holders of treasury shares of the Company (if any) are not entitled to vote at this meeting. 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, 2026) 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 28, 2026, to June 2, 2026 (both days inclusive) during which period no share transfer will be effected. The record date will be June 2, 2026. 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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong), for registration no later than 4:30 p.m., on May 27, 2026.
- d. Since the meeting will be held at Xiaomi Campus, Shareholders who intend to attend are encouraged to contact ir@xiaomi.com in advance to facilitate the pre-registration process for campus entry.
- e. References to time and dates in this Notice are to Hong Kong time and dates.