

Xiaomi Corporation 小米集团 (the “**Company**”)
(A company controlled through weighted voting rights and incorporated in the
Cayman Islands with limited liability)

NOMINATION POLICY (the “**Policy**”)

(Adopted by the Company pursuant to the Board resolution passed on 19 November 2018)

1. OBJECTIVE

- 1.1 The nomination committee of the Company (the “**Nomination Committee**”) is committed to ensuring that the board (the “**Board**”) of directors (the “**Directors**”) of the Company has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business.
- 1.2 The Nomination Committee shall identify, consider and recommend suitable individuals to the Board to consider and to make recommendations to the shareholders of the Company (the “**Shareholders**”) for election of Directors at a general meeting either to fill a casual vacancy or as an addition to the Board.
- 1.3 The Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning (the “**Succession Planning**”) for Directors, in particular, the chairman of the Board and the chief executive officer of the Company.
- 1.4 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.
- 1.5 The ultimate responsibility for selection and appointment of Directors rests with the entire Board.

2. SELECTION CRITERIA

- 2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability and the potential contribution to the Board of a proposed candidate:
 - Reputation for integrity;
 - Professional qualifications and skills;
 - Accomplishment and experience in the internet and technology markets;
 - Commitment in respect of available time and relevant contribution;
 - Independence of proposed independent non-executive Directors; and
 - Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.
- 2.2 The above factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person to the Board, as it considers appropriate.

3. NOMINATION PROCEDURES

- 3.1 The Company Secretary shall call a meeting of the Nomination Committee, and invite nominations of candidates from the Board, if any, for consideration by the Nomination Committee prior to its meeting.
- 3.2 The Nomination Committee shall nominate candidates for the consideration and recommendation of the Board. The Nomination Committee may propose candidates who

are not nominated by the Board. The Board shall have the final decision on all matters in relation to its nomination of any candidates to stand for election at a general meeting.

- 3.3 The candidate nominated by the Board to stand for election at a general meeting (the “**Board Candidate**”, together with the Shareholder Candidate defined in paragraph 3.6 below, the “**Candidate**”) will submit the necessary personal information, together with his/her written consent to be elected as a Director and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a Director. The Nomination Committee may request the Board Candidate to provide additional information and documents, if considered necessary.
- 3.4 A circular will be sent to the Shareholders (the “**Shareholder Circular**”) as to provide information of the Board Candidate, and to invite nominations from the Shareholders. The Shareholder Circular will include (i) the period for lodgment (the “**Lodgment Period**”) of nominations by the Shareholders; (ii) the personal information of the Board Candidate as required by the applicable laws, rules and regulations, *inter alia*, name, brief biographies (including qualifications and relevant experience), independence, proposed remuneration.
- 3.5 Until the issue of the Shareholder Circular, the Board Candidate shall not assume that he/she has been nominated by the Board to stand for election at the general meeting.
- 3.6 A Shareholder can serve a notice (the “**Notice**”) to the company secretary of the Company (the “**Company Secretary**”) within the Lodgment Period to propose another person (the “**Shareholder Candidate**”) other than the Board Candidate for election as a Director. The Notice (i) must include the personal information of the Shareholder Candidate as required by Rule 13.51(2) of the Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Shareholder Candidate indicating his/her consent to be elected and to the publication of his/her personal information for the purpose of or in relation to his/her standing for election as a Director. The particulars of the Shareholder Candidate will be sent to the Shareholders for information by a supplementary circular.
- 3.7 The Candidate is allowed to withdraw his/her candidature at any time before the general meeting by serving a notice in writing to the Company Secretary.
- 3.8 The resolution for election of Directors for the Shareholder Candidate shall take the same form as for the Board Candidate.

4. SUCCESSION PLANNING

- 4.1 The objectives of the Succession Planning are to ensure an effective and orderly succession of Directors and to maintain the balance of diversity, collective knowledge and skills of the Board necessary for the effective governance of the Company.
- 4.2 The following considerations will be used by the Nomination Committee in making recommendations for the Succession Planning:
 - 4.2.1 Required knowledge, skills and experience at a full Board composite level to effectively fulfill the Board's legal role and responsibilities;
 - 4.2.2 An appropriate balance of diversity across the Board, as set out in Section 2.1 and Section 4 of the Policy;
 - 4.2.3 Personal qualities of each candidate with reference but not limited to the factors listed in Section 2.1 of the Policy;
 - 4.2.4 Continuity through a smooth succession of Directors; and
 - 4.2.5 Compliance with the relevant legal and regulatory requirements.
- 4.3 The above considerations are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee will review the Succession Planning together with

the Board periodically, and recommend revisions, if any, to the Board for consideration and approval.

5. BOARD DIVERSITY

5.1 The Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile.

5.2 The Nomination Committee will discuss and agree periodically on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for adoption. The Nomination Committee will identify and make recommendations to the Board to implement programs that will assist in the development of a broader and more diverse pool of skilled and experienced employees that, in time, their skills will prepare them for board positions.

6. CONFIDENTIALITY

Unless required by law or any regulatory authority, under no circumstances shall a member of the Nomination Committee or an employee of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the Shareholder Circular, as the case may be, is issued. Following the issue of the Shareholder Circular, the Nomination Committee or the Company Secretary or other employee of the Company approved by the Nomination Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and the Candidate should not be disclosed.

7. MONITORING AND REPORTING

The Nomination Committee will report annually a summary of the Policy including the nomination procedures, criteria for selection, the diversity policy and the progress made towards achieving these objectives in the Company's Corporate Governance Report.

8. REVIEW OF THE POLICY

The Nomination Committee will review the Policy as appropriate and recommend revisions, if any, to the Board for consideration and approval.