

EXHIBIT B

FORM OF CERTIFICATE FOR TRANSFER OR EXCHANGE FROM
RULE 144A GLOBAL BOND TO REGULATION S GLOBAL BOND

_____, _____
Citicorp International Limited
20th Floor, Citi Tower,
One Bay East,
83 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: XIAOMI BEST TIME INTERNATIONAL LIMITED
US\$800,000,000 2.875% Senior Bonds due 2031

Reference is hereby made to the Indenture, dated as of July 14, 2021 (the “**Indenture**”), among Xiaomi Best Time International Limited (the “**Issuer**”), Xiaomi Corporation (小米集团) (the “**Guarantor**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$210,385,000 principal amount of the Bonds which are evidenced by one or more Rule 144A Global Bonds (CUSIP No. 98422H AC0/ ISIN No. US98422HAC07/ Common Code No. 236319164) and held with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in the Bonds to a person that will take delivery thereof in the form of an equal principal amount of Bonds evidenced by one or more Regulation S Global Bonds (CUSIP No. Y77108 AD3 / ISIN No. USY77108AD33 / Common Code No. 236319571).

In connection with such request and in respect of such Bonds, the Transferor does hereby certify that such transfer has been effected pursuant to and in accordance with either (i) Rule 903 or Rule 904 (as applicable) under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or (ii) Rule 144 under the Securities Act, and accordingly the Transferor does hereby further certify that:

- (1) if the transfer has been effected pursuant to Rule 903 or Rule 904:
 - (A) the offer of the Bonds was not made to a person in the United States;
 - (B) either:
 - (i) at the time the buy order was originated, the Transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the Transferee was outside the United States, or

(ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was pre-arranged with a buyer in the United States;

(C) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable; and

(D) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; or

(2) if the transfer has been effected pursuant to Rule 144, the Bonds have been transferred in a transaction permitted by Rule 144.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer and the Guarantor. Terms used in this certificate and not otherwise defined in the Indenture have the meanings set forth in Regulation S under the Securities Act.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____, _____

cc: XIAOMI BEST TIME INTERNATIONAL LIMITED
XIAOMI CORPORATION 小米集团

EXHIBIT C

FORM OF CERTIFICATE FOR TRANSFER OR EXCHANGE FROM
REGULATION S GLOBAL BOND TO RULE 144A GLOBAL BOND
(TRANSFEROR)¹

_____, _____
Citicorp International Limited
20th Floor, Citi Tower,
One Bay East,
83 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: XIAOMI BEST TIME INTERNATIONAL LIMITED
US\$800,000,000 2.875% Senior Bonds due 2031

Reference is hereby made to the Indenture, dated as of July 14, 2021 (the “**Indenture**”), among Xiaomi Best Time International Limited (the “**Issuer**”), Xiaomi Corporation 小米集团 (the “**Guarantor**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$589,615,000 principal amount of the Bonds which are evidenced by one or more Regulation S Global Bonds (CUSIP No. Y77108 AD3 / ISIN No. USY77108AD33 / Common Code No. 236319571) and held with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer or exchange (a “**Transfer**”) of such beneficial interest in the Bonds for an equal principal amount of Bonds evidenced by one or more Rule 144A Global Bonds (CUSIP No. 98422H AC0 / ISIN No. US98422HAC07 / Common Code No. 236319164).

In connection with such request, the Transferor does hereby certify that such Transfer has been effected in accordance with the transfer restrictions set forth in the Bonds and that the Transferor is relying on Rule 144A under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), for exemption from the registration requirements of the Securities Act; it is transferring such Securities to a person it reasonably believes is a qualified institutional buyer (a “**QIB**”) as defined in Rule 144A that purchases for its own account, or for the account of a QIB, as to which account the transferee exercises sole investment discretion, and to whom the Transferor has given notice that the Transfer is made in reliance on Rule 144A and the Transfer is being made in accordance with any applicable securities laws of any state of the United States; and it has notified the

¹ If the Bond to be received is a Certificated Bond, appropriate changes need to be made to the form of this transfer certificate.

transferee of the restrictions described in “Transfer Restrictions” in the Offering Memorandum dated July 7, 2021 (the “**Offering Memorandum**”).

You, the Issuer and the Guarantor are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____, _____

cc: XIAOMI BEST TIME INTERNATIONAL LIMITED
XIAOMI CORPORATION
小米集团

EXHIBIT D

FORM OF CERTIFICATE FOR TRANSFER OR EXEMPTION FROM
REGULATION S GLOBAL BOND TO RULE 144A GLOBAL BOND
(TRANSFeree)¹

_____, _____
Citicorp International Limited
20th Floor, Citi Tower,
One Bay East,
83 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:

Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: XIAOMI BEST TIME INTERNATIONAL LIMITED
US\$800,000,000 2.875% Senior Bonds due 2031

Reference is hereby made to the Indenture, dated as of July 14, 2021 (the “**Indenture**”), among Xiaomi Best Time International Limited (the “**Issuer**”), Xiaomi Corporation (小米集团) (the “**Guarantor**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$589,615,000 principal amount of the Bonds which are evidenced by one or more Regulation S Global Bonds (CUSIP No. Y77108 AD3 / ISIN No. USY77108AD33 / Common Code No. 236319571) and held with DTC in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in the Bonds to a person that will take delivery thereof in the form of an equal principal amount of Bonds evidenced by one or more Rule 144A Global Bonds (CUSIP No. 98422H AC0/ ISIN No. US98422HAC07/ Common Code No. 236319164).

In connection with such request and in respect of such Bonds, the Transferee hereby confirms that it and, if applicable, each account for which it is acting, are “qualified institutional buyers” (“**QIBs**”) within the meaning of Rule 144A (“**Rule 144A**”) under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”) and are purchasing the Bonds for its own account or for accounts as to which it exercises sole investment discretion, and each beneficial owner of such accounts is a QIB. The Transferee is aware that the transfer of Bonds to it is being made in reliance on the exemption from registration under the Securities Act provided by Rule 144A. The Transferee agrees to comply with the restrictions on transfer set forth under “Transfer Restrictions” in the Offering Memorandum dated July 7, 2021. Prior to the date of this letter the Transferee has been given the opportunity to obtain from the Issuer the information referred to in Rule

¹ If the Bond to be received is a Certificated Bond, appropriate changes need to be made to the form of this transfer certificate.

144A(d)(4) under the Securities Act, and has either declined such opportunity or have received such information. The Transferee is aware that the Transferor is relying upon the foregoing representations in order to claim the exemption from registration under the Securities Act provided by Rule 144A.

This certificate is being delivered to you in accordance with Section 2.08 of the Indenture. You are entitled to rely upon this letter and you are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

[Insert Name of Transferor]

By: _____
Name:
Title:

Dated: _____, _____

cc: XIAOMI BEST TIME INTERNATIONAL LIMITED
XIAOMI CORPORATION
小米集团

EXHIBIT E

FORM OF CERTIFICATE FOR TRANSFER FROM
CERTIFICATED BOND TO CERTIFICATED BOND

_____ , _____
Citicorp International Limited
20th Floor, Citi Tower,
One Bay East,
83 Hoi Bun Road,
Kwun Tong, Kowloon
Hong Kong
Attention: Agency and Trust

With a copy to:
Citibank, N.A., London Branch
c/o Citibank, N.A., Dublin Branch
One North Wall Quay
Dublin 1
Ireland
Facsimile No: +353 1 662 2210
Attention: Agency and Trust – PPA Payments

Re: XIAOMI BEST TIME INTERNATIONAL LIMITED
US\$800,000,000 2.875% Senior Bonds due 2031

Reference is hereby made to the Indenture, dated as of July 14, 2021 (the “**Indenture**”), among Xiaomi Best Time International Limited (the “**Issuer**”), Xiaomi Corporation 小米集团 (the “**Guarantor**”) and Citicorp International Limited, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$800,000,000 principal amount of the Bonds presented or surrendered on the date hereof (the “**Surrendered Bonds**”) which are registered in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such Surrendered Bonds registered in the name of a person (the “**Transferee**”) other than the Transferor.

In connection with such request and in respect of such Surrendered Bonds, the Transferor does hereby certify that:

[CHECK ONE]

☐ (1) the Surrendered Bonds are being transferred to the Issuer;

or

☐ (2) the Surrendered Bonds are being transferred pursuant to and in accordance with (i) Rule 144A under the United States Securities Act of 1933, as amended (the “**Securities Act**”) and (ii) the restrictions on transfer set forth under “Transfer Restrictions” in the Offering Memorandum dated July 7, 2021. Accordingly, the Transferor does hereby further certify that the Surrendered Bonds are being transferred to a person that the Transferor reasonably believes is purchasing the Surrendered Bonds for its own account, or for one or more accounts with respect to which such person exercises sole investment discretion,

and such person and each beneficial owner of such account is a “qualified institutional buyer” within the meaning of Rule 144A under the Securities Act and to whom the Transferor has given notice that the transfer is made in reliance on Rule 144A and in each case in a transaction meeting the requirements of Rule 144A under the Securities Act and in accordance with any applicable securities laws of any state of the United States;

or

- ☐ (3) the Surrendered Bonds are being transferred pursuant to and in accordance with Regulation S under the Securities Act (“**Regulation S**”) and:
- (A) the offer of the Surrendered Bonds was not made to a person in the United States;
 - (B) either:
 - (i) at the time the buy order was originated, the transferee was outside the United States or the Transferor and any person acting on its behalf reasonably believed that the transferee was outside the United States, or
 - (ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither the Transferor nor any person acting on its behalf knows that the transaction was prearranged with a buyer in the United States;
 - (C) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable; and
 - (D) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act;

or

- ☐ (4) the Surrendered Bonds are being transferred in a transaction permitted by Rule 144 under the Securities Act;

or

- ☐ (5) the Transferor is not the Initial Purchaser of the Surrendered Bonds and the transfer is being effected pursuant to and in accordance with an applicable exemption (other than (1) through (4) above) from the registration requirements under the Securities Act and the Transferor has delivered to the Trustee such additional evidence that the Issuer, the Guarantor or the Trustee may require as to compliance with such available exemption.

This certificate and the statements contained herein are made for your benefit and the benefit of the Issuer, the Guarantor and the Initial Purchasers of the Bonds being transferred.

[Insert Name of Transferor]

By: _____
Name:

Title:

Dated: _____, _____

cc: XIAOMI BEST TIME INTERNATIONAL LIMITED
XIAOMI CORPORATION
小米集团