In this [REDACTED], 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."

"affiliate"

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

[REDACTED]

"Articles" or "Articles of Association"

the articles of association of the Company adopted on **[REDACTED]** with effect from **[REDACTED]**, 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

"associate(s)"

has the meaning ascribed to it under the Listing Rules

"Beijing Digital Technology"

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

"Beijing Duokan"

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

"Beijing Electronic Software"

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

"Beijing Wali"

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

"Beijing Wali Culture"

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

"Beijing Wali Internet"

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

	DEFINITIONS
"Beijing Wenmi"	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
"Board"	the board of Directors
"Brazil"	the Federative Republic of Brazil
"business day"	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
"BVI"	the British Virgin Islands
"Cayman Companies Law"	the Companies Law, Cap. 22 (Law 3 of 1961) of the Cayman Islands, as amended or supplemented from time to time
"Cayman Registrar"	the Registrar of Companies of the Cayman Islands
	[REDACTED]
"Chongqing Microcredit"	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
"Class A Shares"	class A ordinary shares in the share capital of the Company with a par value of US\$[REDACTED] each following the Share Subdivision, conferring weighted voting rights in the Company such that a holder of a Class A Share is entitled

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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 Shares"

class B ordinary shares in the share capital of the Company with a par value of US\$[REDACTED] each following the Share Subdivision, conferring a holder of a Class B Share one vote per share on any resolution tabled at the Company's general meetings

"Co-founders"

Hong Feng, Li Wanqiang, Lin Bin, Liu De, Wang Chuan, Wong Kong Kat and Zhou Guangping

"Companies (Winding Up and Miscellaneous Provisions) Ordinance" 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

"Companies Ordinance"

the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

"Company," "our Company," or "the Company"

Xiaomi Corporation 小米集团, (formerly known as Top Elite Limited), a company with limited liability incorporated under the laws of the Cayman Islands on January 5, 2010

"connected person(s)"

has the meaning ascribed to it under the Listing Rules

"connected transaction(s)"

has the meaning ascribed to it under the Listing Rules

"Consolidated Affiliated Entities"

the entities we control through the Contractual Arrangements, namely the Onshore Holdcos and their respective subsidiaries (each a "Consolidated Affiliated Entity"), details of which are set out in the section headed "History, Reorganization and Corporate Structure"

"Controlling Shareholder(s)"

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 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)

	DEFINITIONS
"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
	[REDACTED]
"Group," "our Group," "the Group," "we," "us," or "our"	the Company and its subsidiaries and Consolidated Affiliated Entities from time to time
	[REDACTED]
"Hong Kong dollars" or "HK dollars" or "HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
	[REDACTED]
"Hong Kong Securities and Futures Ordinance" or "SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Hong Kong Share Registrar"	Computershare Hong Kong Investor Services Limited

[REDACTED]

"Hong Kong" or "HK" the Hong Kong Special Administrative Region of the

People's Republic of China

"IDC" IDC Consulting (Beijing) Ltd., an industry consultant

"IDR" Indonesian Rupiah, the lawful currency of Indonesia

"IFRS" International Financial Reporting Standards, as issued from

time to time by the International Accounting Standards

Board

"Independent Third Party(ies)" 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

"India" the Republic of India

"Indonesia" the Republic of Indonesia

"INR" Indian Rupee, the lawful currency of India

[REDACTED]

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[REDACTED]

"iResearch" Shanghai iResearch Co., Ltd, China, an industry consultant

[REDACTED]

"Joint Sponsors" CLSA Capital Markets Limited, Goldman Sachs (Asia)

L.L.C. and Morgan Stanley Asia Limited

"Latest Practicable Date" [April 23], 2018, being the latest practicable date for

ascertaining certain information in this [REDACTED]

before its publication

[REDACTED]

"Listing Committee" the Listing Committee of the Stock Exchange

[REDACTED]

"Listing Rules" 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

"Main Board" 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

"Memorandum" or

"Memorandum of Association"

the memorandum of association of the Company adopted on [•] 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

DEFINITIONS		
"Mi Store"	as to our online marketplace available on Mi. com and mi mobile application	
"MOFCOM"	Ministry of Commerce of the People's Republic of China (中華人民共和國商務部)	
	[REDACTED]	
"Onshore Holdcos," each a "Onshore Holdco"	Beijing Duokan, Beijing Electronic Software, Beijing Wali Culture, Beijing Wali Internet, Rigo Design, Xiaomi Inc. and Xiaomi Pictures	
	[REDACTED]	
"Philippines"	the Republic of the Philippines	
"Pinecone International"	Pinecone International Limited, an exempted company with limited liability incorporated under the laws of the Cayman Islands on November 7, 2014 and our indirect whollyowned subsidiary	
"Pinecone Share Option Scheme I"	the share option scheme adopted by Pinecone International Limited 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	

"Pinecone Share Option Scheme II" the share option scheme adopted by Pinecone International Limited on [•] 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

"Post-[REDACTED] ESOP"

the post-[REDACTED] share option scheme adopted by the Company on [•], 2018, the principal terms of which are set out in the section headed "Statutory and General Information—Share Option Schemes—Post-[REDACTED] ESOP" in Appendix IV

"Preferred Share(s)"

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

"Pre-[REDACTED] ESOP"

the pre-**[REDACTED]** employee stock incentive scheme adopted by the Company dated May 5, 2011 and superseded on 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-**[REDACTED]** ESOP" in Appendix IV

"Pre-[REDACTED]
Investment(s)"

the pre-[REDACTED] investment(s) in the Company undertaken by the Pre-[REDACTED] Investors pursuant to the Pre-[REDACTED] Shareholders' Agreements, details of which are set out in the section headed "History, Reorganization and Corporate Structure"

"Pre-[REDACTED] 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, Dragoneer Global Fund II, L.P., Duke King Holdings Limited, Evertide Limited, Fast Sino Holdings Limited, Gamnat 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) Ptd 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-[REDACTED] 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-[REDACTED] Investors dated July 3, 2015

[REDACTED]

"Principal Share Registrar and Transfer Office"

Maples Corporate Services Limited

[REDACTED]

"QIB"

a qualified institutional buyer within the meaning of Rule 144A

"Registered Shareholders"

the registered shareholders of the Onshore Holdcos, more particularly set out in the section headed "Contractual Arrangements"

"Regulation S"

Regulation S under the U.S. Securities Act

"Reserved Matters"

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

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or removal of the Company's auditors, and (iv) the voluntary liquidation or winding-up of the Company

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

Renminbi, the lawful currency of mainland China

Rule 144A under the U.S. Securities Act

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)

the Securities and Exchange Commission of the United States

[REDACTED]

the holder(s) of the Series A Preferred Shares

the series A preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 392,591,302 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-[REDACTED] Shareholders' Agreement

the holder(s) of the Series B Preferred Shares

the Series B-1 Preferred Shares and the Series B-2 Preferred Shares

the series B-1 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 221,156,910 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-[REDACTED] Shareholders' Agreement

the series B-2 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 33,049,592 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-[REDACTED] Shareholders' Agreement

"RMB" or "Renminbi"

"Rule 144A"

"Rigo Design"

"SAFE"

"SEC"

"Series A Preferred Share Shareholder(s)"

"Series A Preferred Share(s)"

"Series B Preferred Share Shareholder(s)"

"Series B Preferred Share(s)"

"Series B-1 Preferred Share(s)"

"Series B-2 Preferred Share(s)"

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"Series C Preferred Share Shareholder(s)"

the holder(s) of the Series C Preferred Shares

"Series C Preferred Share(s)"

the series C preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 172,094,348 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-[REDACTED] Shareholders' Agreement

"Series D Preferred Share Shareholder(s)"

the holder(s) of the Series D Preferred Shares

"Series D Preferred Share(s)"

the series D preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 102,127,680 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-[REDACTED] Shareholders' Agreement

"Series E Preferred Share Shareholder(s)"

the holder(s) of the Series E Preferred Shares

"Series E Preferred Share(s)"

the Series E-1 Preferred Shares and the Series E-2 Preferred Shares

"Series E-1 Preferred Share(s)"

the series E-1 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 21,277,676 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-[REDACTED] Shareholders' Agreement

"Series E-2 Preferred Share(s)"

the series E-2 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 51,031,512 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-[REDACTED] Shareholders' Agreement

"Series F Preferred Share Shareholder(s)"

the holder(s) of the Series F Preferred Shares

"Series F Preferred Share(s)"

the Series F-1 Preferred Shares and the Series F-2 Preferred Shares

"Series F-1 Preferred Share(s)"

the series F-1 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which 48,787,104 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-[REDACTED] Shareholders' Agreement

"Series F-2 Preferred Share(s)"

the series F-2 preferred shares of par value US\$0.000025 per share in the authorized share capital of the Company, of which [REDACTED] 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-[REDACTED] Shareholders' Agreement

"SFC"

the Securities and Futures Commission of Hong Kong

"Share(s)"

the Class A Shares and/or Class B Shares in the share capital of the Company, as the context so requires

"Share Subdivision"

the subdivision of each issued and unissued class A ordinary share of US\$0.000025 par value each of the Company and class B ordinary share of US\$0.000025 par value each of the Company into [REDACTED] Class A Shares and [REDACTED] Class B Shares, respectively, to be effected following the reclassification and redesignation of all the issued and unissued Preferred Shares into class B ordinary shares of US\$0.000025 par value each of the Company, on the [REDACTED] and prior to [REDACTED], the details of which are set out in the section headed "History, Reorganization and Corporate Structure—Share Subdivision"

"Shareholder(s)"

holder(s) of the Share(s)

"Singapore"

the Republic of Singapore

[REDACTED]

"Stock Exchange"

The Stock Exchange of Hong Kong Limited

"subsidiary(ies)"

has the meaning ascribed to it in section 15 of the Companies Ordinance

r ..

"substantial shareholder"

has the meaning ascribed to it in the Listing Rules

"Takeovers Code"

The Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time

	DEFINITIONS
"Tianjin Commercial Factoring"	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
"Timi Computing"	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
"Track Record Period"	the three financial years ended December 31, 2015, 2016 and 2017
"U.S. Securities Act"	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
	[REDACTED]
"United States," "U.S." or "US"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US dollars," "U.S. dollars" or "US\$"	United States dollars, the lawful currency of the United States
"VIE(s)"	variable interest entity(ies)
"Voting Proxy Agreements"	the voting proxy agreements executed in favor of Lei Jun by each of [●] in [●] 2018, pursuant to which Lei Jun has been granted a voting proxy over certain Class B Shares held by the relevant Shareholders
"weighted voting rights"	has the meaning ascribed to it in the Listing Rules
"WFOEs," each a "WFOE"	Beijing Baien, Beijing Mobile Software, Beijing Wenmi, Beijing Digital Technology, Tianjin Commercial Factoring, Beijing Wali, Xiaomi Communications
	[REDACTED]

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	DEFINITIONS
"WVR Beneficiaries"	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 Captial"
"WVR structure"	has the meaning ascribed to it in the Listing Rules
"Xiaomi Communications"	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
"Xiaomi Finance Group"	Xiaomi Finance and its subsidiaries and Consolidated Affiliated Entities from time to time
"Xiaomi Finance HK"	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 Apirl 17, 2015 and our indirect whollyowned subsidiary
"Xiaomi Finance"	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
"Xiaomi HK"	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
"Xiaomi Inc."	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
"Xiaomi India Technology"	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
"Xiaomi Mobile Software"	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
"Xiaomi Pictures"	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
"Xiaomi Singapore"	Xiaomi Singapore Pte. Ltd., a limited liability company incorporated under the laws of Singapore on December 23, 2013 and our direct wholly-owned subsidiary

	DEFINITIONS
"XM Group"	our Group (other than the Xiaomi Finance Group)
"XMF Restructuring"	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"
"XMF Restructuring Loans"	the one-off loans amounting to approximately US\$830 million and RMB299 million, respectively, as of the Latest Practicable Day advanced by the XM Group to the Xiaomi Finance Group in connection with the XMF Restructuring
"XMF Share Option Scheme I"	the first share option scheme adopted by Xiaomi Finance on [•], 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
"XMF Share Option Scheme II"	the second share option scheme adopted by Xiaomi Finance on [•], 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
"XMF Share Option Schemes"	the XMF Share Option Scheme I and the XMF Share Option Scheme II
"Zhuhai Communications"	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
"0 ₀ "	per cent

^{*} For identification purposes only.

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

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 [REDACTED] 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 [REDACTED] 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.