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Hisense 海信家電
HISENSE HOME APPLIANCES GROUP CO., LTD.
海信家電集團股份有限公司

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00921)*

ANNOUNCEMENT

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by the Company pursuant to Rule 13.51(1) of the Listing Rules.

Pursuant to the Written Request from Hisense Air-conditioning, a substantial shareholder of the Company which held 516,758,670 Shares, representing approximately 37.92% of the issued Shares as at the date of this announcement, to the Board on 26 November 2019 requesting that the resolutions in respect of the amendments to the Articles of Association and the Rules of Procedures of Shareholders' General Meeting be proposed at the 2019 Third Extraordinary General Meeting convened to be held on 13 December 2019 for the Shareholders' consideration and approval, the Company has issued a supplemental notice of the 2019 Third Extraordinary General Meeting to include the additional resolutions and despatched a circular containing details of the aforementioned resolutions to the Shareholders on 26 November 2019.

Taking into account the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批復》(國函〔2019〕97號)) and the actual situation of the Company, the Board proposes to amend the relevant provisions in the Articles of Association. The specific amendments are as follows:

Before amendments	After amendments
<p>Article 6.11</p> <p><i>For Company's shareholders of H shares, no change shall be made in the register of shareholders as a result of a transfer of shares within thirty (30) days prior to the date of a shareholders' general meeting or within five (5) days before the record date for the Company's distribution of dividends.</i></p>	<p>Article 6.11</p> <p><i>No change shall be made in the <u>register of the Company's holders of H shares</u> as a result of a transfer of shares within five (5) days before the record date for the Company's distribution of dividends. <u>The Company must notify the holders of H shares of any closure of its transfer books or register of members in</u></i></p>

<p>The interval between the share registration date for the shareholders of A shares and the date of the shareholders' meeting shall not exceed seven (7) business days.</p> <p>Once the share registration date for the shareholders' meeting is confirmed, it shall not be changed.</p>	<p><u>respect of the Company's H shares at least ten (10) business days before the closure by way of announcement.</u></p> <p>The interval between the share registration date for the shareholders of A shares and the date of the shareholders' meeting shall not exceed seven (7) business days.</p> <p>Once the share registration date for the shareholders' meeting is confirmed, it shall not be changed.</p>
<p>Article 8.9</p> <p><u>When the Company convenes a shareholders' general meeting, a notice in writing or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange) shall be given forty-five (45) days before the date of the meeting to notify all the shareholders registered in the register of shareholders of the matters to be considered at, and the date and place of, the meeting.</u> Any shareholder who wishes to attend the general meeting shall deliver a reply slip concerning attendance of the meeting to the Company <u>twenty (20) days before the date of such meeting.</u></p>	<p>Article 8.9</p> <p><u>The Company shall hold a shareholders' general meeting at the Company's office or at such place as specified in the notice of the general meeting. When the Company convenes an annual general meeting, it shall notify the shareholders by way of announcement twenty (20) days before the date of the meeting (exclusive of the date of meeting); for convening an extraordinary general meeting, the Company shall notify the shareholders by way of announcement fifteen (15) days before the date of the meeting (exclusive of the date of meeting).</u> Any shareholder who wishes to attend the general meeting shall deliver a reply slip concerning attendance of the meeting to the Company <u>within the prescribed time as specified in the notice of the general meeting.</u></p>
<p>Article 8.11</p> <p><u>The Company shall, based on the written replies which it receives from the shareholders twenty (20) days before the date of the shareholders' general meeting, calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting amount to one-half or more of the Company's total voting shares, the Company may hold the meeting; if not, the Company shall, within five (5) days, notify the shareholders by way of announcement the matters to be considered at, and the place and date for, the meeting.</u></p>	<p>Article 8.11</p> <p><u>Matters which are not included in a notice of general meeting shall not be resolved at the shareholders' general meeting.</u></p>

<p><u>The Company may then hold the shareholders' general meeting after publication of such announcement.</u></p> <p><u>An extraordinary general meeting shall not determine matters which have not been stated in the notice.</u></p>	
<p>Article 8.36</p> <p>Shareholders who requisition the convening of shareholders' extraordinary general meeting or a class meeting shall comply with the following procedures:</p> <p><u>(1) two (2) or more shareholders holding in aggregate 10% or more of the shares carrying the right to vote at the meeting sought to be held shall sign the written requisitions in one (1) or more counterparts requiring the Board to convene a shareholders' extraordinary general meeting or a class meeting thereof and stating the object of the meeting. The Board shall proceed as soon as possible to convene the shareholders' extraordinary general meeting or class meeting thereof after the receipt of such written requisition. The number of shares held referred to above shall be calculated as of the date of the written requisitions.</u></p> <p><u>(2) if the Board fails to issue a notice of such a meeting within thirty (30) days after the receipt of the written requisitions, the requisitionists may themselves convene such a meeting in a manner as similar as possible to the manner in which the shareholders' meetings are convened by the Board within four (4) months after the receipt of such requisitions by the Board. Reasonable expenses incurred by the requisitionists by reason of the Board's failure to convene a meeting as requisitioned and the calling and convening of a meeting by themselves shall be borne by the Company, and such sum shall be set-off against sums owed by the Company to the defaulting directors.</u></p>	<p>Article 8.36</p> <p>Shareholders who requisition the convening of shareholders' extraordinary general meeting or a class meeting shall comply with the following procedures:</p> <p><u>Shareholders individually or jointly holding more than 10% of the shares of the Company are entitled to make a request to convene an extraordinary general meeting or a class meeting in writing to the Board. The Board shall provide written feedback on whether it agrees to convene the extraordinary general meeting or the class meeting within ten (10) days after receiving the request according to the provisions of the relevant laws, administrative regulations and these Articles of Association.</u></p> <p><u>If the Board agrees to convene the extraordinary general meeting or the class meeting, it shall issue a notice to convene shareholders' general meeting or class meeting within five (5) days of its decision, and any changes to the original request in the notice shall be made only with the consent of the relevant shareholder(s).</u></p> <p><u>If the Board decides against convening the extraordinary general meeting or the class meeting, or if it has failed to provide its feedback within ten (10) days after receiving the request, shareholders individually or jointly holding more than 10% of the shares of the Company are entitled to propose to convene an extraordinary general meeting or a class meeting to the supervisory committee in writing.</u></p> <p><u>If the supervisory committee agrees to convene the extraordinary general meeting or</u></p>

	<p><i>the class meeting, it shall issue a notice to convene shareholders' general meeting or class meeting within five (5) days of receipt of the request, and any changes to the original request in the notice shall be made only with the consent of the relevant shareholder(s).</i></p> <p><i>If the supervisory committee fails to issue a notice of shareholders' general meeting or class meeting within the prescribed period, the supervisory committee shall be deemed not convening or chairing a shareholders' general meeting or class meeting. Shareholders individually or jointly holding more than 10% of the shares of the Company for ninety (90) consecutive days may convene and chair the meeting on their own.</i></p>
<p>Article 9.6</p> <p>When the Company convenes a class meeting, a notice in writing or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange) shall be given <i>forty-five (45) days</i> before the date of the meeting to notify all holders of such class of shares registered in the register of shareholders of the matters to be considered at, and the date and place of, the meeting. Any shareholder who wishes to attend the meeting shall serve a reply slip concerning attendance of the meeting to the Company <i>twenty (20) days before the date of such meeting.</i></p> <p><i>If the shareholders who intend to attend such class meeting represent one-half or more of the total number of shares of that class with right to vote at such meeting, the Company may hold the class meeting; if not, the Company shall within five (5) days give the shareholders further notice of the matters to be considered at, and the date and the place of, the class meeting by way of announcement. The Company may then hold the class meeting after such announcement has been made.</i></p>	<p>Article 9.6</p> <p>When the Company convenes a class meeting, a notice in writing or in electronic form (including but not limited to publication of an announcement on the Company's website and the website of Hong Kong Stock Exchange) shall be given <i>fifteen (15) days</i> before the date of the meeting to notify all holders of such class of shares registered in the register of shareholders of the matters to be considered at, and the date and place of, the meeting. Any shareholder who wishes to attend the meeting shall serve a reply slip concerning attendance of the meeting to the Company <i>within the prescribed time as specified in the notice of the meeting.</i></p>

Article 10.15	Article 10.15
<p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p>	<p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p>
<p>(8) to determine the acquisition of shares of the Company under the circumstances as required in (3), (5) and (6) of Article 4.4 of these Articles of Association within the authorization of the shareholders' general meeting;</p>	<p>(8) to determine the acquisition of shares of the Company under the circumstances as required in (3), (5) and (6) of Article 4.4 of these Articles of Association within the authorization of the shareholders' general meeting;</p>
<p>(9) <u>to exercise the Company's power as to financing and borrowing and</u> to determine the charge, lease and transfer of important assets of the Company;</p>	<p>(9) to determine the charge, lease and transfer of important assets of the Company <u>which do not require to be approved by shareholders at general meeting</u>;</p>
<p>(10) to decide on the Company's internal management structure;</p> <p>.....</p>	<p>(10) to decide on the Company's internal management structure;</p> <p>.....</p>

Note:

Contents which are shown as “.....” above are provisions in the Articles of Association but are intentionally omitted for the purpose of this announcement as they are not subject to the Proposed Amendments to the Articles of Association.

Save and except for the above-mentioned amendments, the other provisions in the Articles of Association shall remain unchanged.

A special resolution will be proposed at the 2019 Third Extraordinary General Meeting to consider and, if thought fit, approve, among other things, the Proposed Amendments to the Articles of Association.

The amended Articles of Association shall become effective on the date of passing of the relevant resolution at the 2019 Third Extraordinary General Meeting. Prior to the passing of the relevant resolution at the 2019 Third Extraordinary General Meeting, the prevailing Articles of Association of the Company shall remain valid.

In this announcement, unless the context otherwise requires, the following terms have the meanings set out below:

<p>“2019 Third Extraordinary General Meeting”</p>	<p>the 2019 third extraordinary general meeting of the Company convened to be held at the conference room of the Company's head office, Shunde District, Foshan City, Guangdong Province, the PRC on Friday, 13 December 2019 at 3 p.m. or any adjournment of such meeting for considering and, if thought fit,</p>
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	approving, among other things, the Proposed Amendments to the Articles of Association
“A Shares”	domestic ordinary shares of the Company with a nominal value of RMB1.00 each and are listed on the Shenzhen Stock Exchange
“Articles of Association”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Hisense Home Appliances Group Co., Ltd. (海信家電集團股份有限公司), a company incorporated in the PRC with limited liability, whose shares are listed on the main board of the Stock Exchange and the Shenzhen Stock Exchange
“H Shares”	overseas listed foreign shares of the Company with a nominal value of RMB1.00 each and are listed on the Stock Exchange
“Hisense Air-conditioning”	Qingdao Hisense Air-conditioning Company Limited* (青島海信空調有限公司), a company incorporated in the PRC with limited liability and indirectly controlled by Hisense Company Limited (海信集團有限公司), which held approximately 37.92% of the issued shares of the Company as at the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Proposed Amendments to the Articles of Association”	the proposed amendments to the Articles of Association pursuant to the Written Request
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures of Shareholders’ General Meeting”	the rules of procedures of shareholders’ general meeting of the Company
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company, comprising the A Shares and the H Shares
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

“Written Request”

the written request from Hisense Air-conditioning to the Company requesting that the resolutions in respect of the amendments to the Articles of Association and the Rules of Procedures of Shareholders’ General Meeting be proposed at the 2019 Third Extraordinary General Meeting for the Shareholders’ consideration and approval

English translations of names in Chinese or another language in this announcement which are marked with “” are for identification purposes only.*

By order of the Board

Hisense Home Appliances Group Co., Ltd.

Tang Ye Guo

Chairman

Foshan City, Guangdong, the PRC, 26 November 2019

As at the date of this announcement, the Company’s executive directors are Mr. Tang Ye Guo, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Fei Li Cheng and Mr. Wang Yun Li; and the Company’s independent non-executive directors are Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit.