

Hisense 海信科龙

HISENSE KELON ELECTRICAL HOLDINGS COMPANY LIMITED 海信科龍電器股份有限公司

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

REVISED PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 26 JUNE 2015

The number of H shares to which this proxy form relates: (Note 1) _____

I/We (Note 2) _____
of _____

being the registered holder(s) of _____ H shares (Note 3) in Hisense Kelon Electrical Holdings Company Limited (the "Company"), hereby appoint the chairman of the annual general meeting of the Company (the "AGM") or _____ (Note 4) as my/our proxy or proxies to attend, and vote for me/us and on my/our behalf at the 2014 AGM (or any adjournment thereof) to be held at the conference room of the Company's head office, No. 8 Ronggang Road, Ronggui, Shunde District, Foshan City, Guangdong Province, the People's Republic of China at 3:00 p.m. on 26 June 2015 to vote on the following resolutions as indicated. Failure to complete the boxes will entitle my/our proxy or proxies to vote at his/her discretion:

RESOLUTIONS				
ORDINARY RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)
1.	To consider and approve the report of the board of directors of the Company for the year 2014;			
2.	To consider and approve the report of the supervisory committee of the Company for the year 2014;			
3.	To consider and approve the annual report of the Company for the year 2014 and its summary;			
4.	To consider and approve the audited financial statements of the Company for the year 2014;			
5.	To consider and approve the profit distribution proposal of the Company for the year 2014;			
6.	To consider and approve the resolution on the reappointment of Ruihua Certified Public Accountants as the auditor of the Company for the year 2015 and the authorization to the board of directors to fix its remuneration;			
7.	To consider and approve the special report of the Company on the carrying out of foreign exchange capital transaction business for the year 2015;			
8.	To consider and approve the resolution to purchase liability insurance for directors and senior management members of the Company and to authorize the board of directors to handle the relevant matters;			
9.	To consider and approve the resolutions on the election of the new session of the board of directors:			
Executive directors:		FOR (Note 6) (By way of cumulative voting) (Please insert the number of votes)	AGAINST (Note 6) (By way of cumulative voting) (Please insert the number of votes)	ABSTAIN (Note 6) (By way of cumulative voting) (Please insert the number of votes)
9.1	To consider and approve the election of Mr. Tang Ye Guo as an executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.2	To consider and approve the election of Ms. Yu Shu Min as an executive director of the ninth session of the board of directors of the Company and to fix the level of her remuneration;			
9.3	To consider and approve the election of Mr. Lin Lan as an executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.4	To consider and approve the election of Mr. Tian Ye as an executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.5	To consider and approve the election of Mr. Liu Hong Xin as an executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.6	To consider and approve the election of Mr. Jia Shao Qian as an executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
Independent non-executive directors:		FOR (Note 6) (By way of cumulative voting) (Please insert the number of votes)	AGAINST (Note 6) (By way of cumulative voting) (Please insert the number of votes)	ABSTAIN (Note 6) (By way of cumulative voting) (Please insert the number of votes)
9.7	To consider and approve the election of Mr. Xu Xiang Yi as an independent non-executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.8	To consider and approve the election of Mr. Wang Ai Guo as an independent non-executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			
9.9	To consider and approve the election of Mr. Wang Xin Yu as an independent non-executive director of the ninth session of the board of directors of the Company and to fix the level of his remuneration;			

10. To consider and approve the resolutions on the election of the new session of the supervisory committee:	FOR (Note 6) (By way of cumulative voting) (Please insert the number of votes)	AGAINST (Note 6) (By way of cumulative voting) (Please insert the number of votes)	ABSTAIN (Note 6) (By way of cumulative voting) (Please insert the number of votes)
10.1 To consider and approve the election of Mr. Liu Zhen Shun as a shareholder representative supervisor of the ninth session of the supervisory committee of the Company and to fix the level of his remuneration; and			
10.2 To consider and approve the election of Ms. Gao Yu Ling as a shareholder representative supervisor of the ninth session of the supervisory committee of the Company and to fix the level of her remuneration.			
ORDINARY RESOLUTIONS			
11. To consider and approve the resolution in relation to the amendments to the relevant provisions of the Rules of Procedures of Shareholders' General Meeting.	FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)
SPECIAL RESOLUTION			
1. To consider and approve the amendments to the relevant provisions of the Articles of Association of the Company and to authorize the board of directors to deal with the filing, change, registration and other related matters required for the amendments to the Articles of Association for and on behalf of the Company.	FOR (Note 5)	AGAINST (Note 5)	ABSTAIN (Note 5)

Signed this _____ day of _____

Signature (Note 7): _____

Notes:

1. Please insert the number of H shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
3. Please insert the number of all the H shares in the Company registered in your name(s) and delete as appropriate.
4. If any proxy other than the chairman is preferred, please strike out "the chairman of the annual general meeting of the Company" and insert the name(s) and address(es) of the proxy or proxies desired in the space provided. A shareholder is entitled to appoint one or more person(s) to be his/her proxy or proxies. **A proxy may or may not be a shareholder of the Company. Any alteration made to this form of proxy must be initialled by the person who signs it.**
5. **Important: If you wish to vote for any resolution, please place a "✓" in the box marked "FOR". If you wish to vote against any resolution, please place a "X" in the box marked "AGAINST". If you wish to abstain from voting, please place a "X" in the box marked "ABSTAIN".** Any abstain vote will be counted in the calculation of the required majority. Failure to complete either of the above mentioned boxes will entitle your proxy to cast your vote(s) at his or her discretion. Unless you have instructed otherwise, your proxy will also be entitled to vote or abstain at his or her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
6. Please note that, according to Article 10.3 and Article 13.3 of the Articles of Association of the Company, cumulative voting system shall be adopted for the election of directors and supervisors of the Company at shareholders' general meetings, and the election of executive directors and independent directors of the Company shall be voted separately. When you fill in the boxes marked "By way of cumulative voting", please complete them in accordance with the following instructions:
 - (1) In relation to resolutions numbered 9.1 to 9.6, resolutions numbered 9.7 to 9.9 and resolutions numbered 10.1 to 10.2, each voting share held by the shareholders carries votes equivalent to the total number of executive directors, independent non-executive directors or supervisors to be elected at the shareholders' general meeting, and the number of votes which a shareholder is entitled to cast is equal to the number of shares held multiplied by the total number of executive directors, independent non-executive directors or supervisors to be elected. For example, if you are holding 10,000 shares and 6 executive directors, 3 independent non-executive directors and 2 shareholder representative supervisors will be elected, the aggregate number of votes which you will have for resolutions numbered 9.1 to 9.6 will be 60,000 (10,000 shares x 6 = 60,000 votes), the aggregate number of votes which you will have for resolutions numbered 9.7 to 9.9 will be 30,000 (10,000 shares x 3 = 30,000 votes) and the aggregate number of votes which you will have for resolutions numbered 10.1 to 10.2 will be 20,000 (10,000 shares x 2 = 20,000 votes).
 - (2) Please fill in the boxes marked "For" and/or "Against" and/or "Abstain" with the number of votes you intend to cast on each executive director, independent non-executive director or supervisor candidate. Please note that the votes of a shareholder may be casted on one executive director, independent non-executive director or supervisor candidate or may be casted on different executive director, independent non-executive director or supervisor candidates, provided that the number of votes casted by each shareholder for the election shall not exceed the highest number of cumulative votes. For example, if you are holding 10,000 shares, the aggregate number of votes which you will have for resolutions numbered 9.1 to 9.6 will be 60,000. You may choose to cast the 60,000 votes equally amongst 6 executive director candidates, or to cast all your votes on a single executive director candidate, or to cast 20,000 votes on each of executive director candidates A, B and C and not cast any vote on the other executive director candidates.
 - (3) Please note that when the total votes casted by you on some executive director, independent non-executive director or supervisor candidates exceed the total votes to which you are entitled (whether or not the votes are casted for or against the resolution or are casted as abstain votes), all the votes casted will become invalid and be regarded as abstain votes. When the total votes casted by you on some executive director, independent non-executive director or supervisor candidates are less than the total votes to which you are entitled, the votes casted are valid and the remaining votes will be regarded as abstain votes.
 - (4) Whether an executive director, independent non-executive director or supervisor candidate is elected depends on the number of votes received, but the number of votes received by each elected director, independent non-executive director or supervisor must exceed half of the valid voting shares (based on the number of shares on a non-cumulative basis) held by shareholders present at the general meeting.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be executed under its common seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
8. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
9. **Shareholders who have already lodged the original proxy form enclosed with the circular dated 7 May 2015 (the "Original Proxy Form") should note that the Original Proxy Form will be invalid for use at the AGM.** To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be).
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.
11. **This form of proxy shall supersede the Original Proxy Form. This form of proxy will also be published on the websites of the The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.kelon.com).**