
NOTICE OF EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement on continuing connected transactions, the announcement on external guarantees, the announcement on exempted financial assistance and the announcement on resignation of director and supervisor and proposed appointment of director and supervisor of Hisense Kelon Electrical Holdings Company Limited (the “Company”) dated 10 November 2015.

NOTICE IS HEREBY GIVEN that the second 2015 extraordinary general meeting (the “EGM”) of the Company will be held at the conference room of the Company’s head office, Shunde District, Foshan City, Guangdong Province, the People’s Republic of China (the “PRC”) on 28 December 2015 (Monday) at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To approve the Business Co-operation Framework Agreement dated 10 November 2015 entered into between the Company, Hisense Company Limited (海信集團有限公司) and Hisense Electric Co., Ltd. (青島海信電器股份有限公司), the continuing connected transactions contemplated thereunder and the relevant annual caps;
2. To approve the Business Framework Agreement 1 dated 10 November 2015 entered into between the Company and Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd. (青島海信日立空調系統有限公司), the continuing connected transactions contemplated thereunder and the relevant annual caps;

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. To approve the Business Framework Agreement 2 dated 10 November 2015 entered into between the Company and Hisense Whirlpool (Zhejiang) Electric Appliances Co., Ltd. (海信惠而浦(浙江)電器有限公司), the continuing connected transactions contemplated thereunder and the relevant annual caps;
4. To approve the Financial Services Agreement dated 10 November 2015 entered into between the Company and Hisense Finance Co., Ltd. (海信集團財務有限公司), the major transaction and the continuing connected transactions contemplated thereunder and the relevant annual caps;
5. To approve the Purchase Financing Agency Framework Agreement dated 10 November 2015 entered into between the Company and Hisense (Hong Kong) Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap⁽⁷⁾;
6. To approve the external guarantees proposed to be provided by the Company for its subsidiaries⁽⁷⁾;
7. To consider and approve the election of Mr. Wang Zhi Gang⁽⁸⁾ as an executive director of the ninth session of the board of directors of the Company (the “**Board**”) and to fix the level of his remuneration; and
8. To consider and approve the election of Mr. Yang Qing⁽⁹⁾ as a shareholder representative supervisor of the ninth session of the supervisory committee of the Company (the “**Supervisory Committee**”) and to fix the level of his remuneration.

A circular containing, inter alia, further information on continuing connected transactions and major transaction referred to in the ordinary resolutions numbered 1 to 4 and numbered 7 to 8 above will be dispatched to the shareholders of the Company on or before 11 December 2015.

By order of the Board of
Hisense Kelon Electrical Holdings Company Limited
Tang Ye Guo
Chairman

Foshan City, Guangdong, the PRC, 10 November 2015

As at the date of this notice, the Company's directors are Mr. Tang Ye Guo, Mr. Lin Lan, Mr. Tian Ye, Mr. Liu Hong Xin and Mr. Jia Shao Qian; and the Company's independent non-executive directors are Mr. Xu Xiang Yi, Mr. Wang Xin Yu and Mr. Wang Ai Guo.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Holders of H shares intending to attend the EGM shall return the accompanying reply slip in writing to the registered office of the Company on or before Monday, 7 December 2015. To qualify for attendance at the EGM, all H shares transfers together with the relevant share certificates, must be lodged 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 4:30 p.m. on Friday, 27 November 2015 for registration.
- (2) Shareholders who are entitled to attend and vote at the EGM are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy or proxies to attend and vote on their behalf.
- (3) Holders of domestic shares and H shares of the Company whose names appear on the register of members of the Company as at the close of business on 27 November 2015 (Friday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before Friday, 27 November 2015, 4:30 p.m.) will be entitled to attend the EGM. The register of members of the Company will be closed from 28 November 2015 (Saturday) to 28 December 2015 (Monday) (both days inclusive).
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, 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 the EGM.
- (5) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote of shareholders at a general meeting must be taken by poll (except those which relate purely to a procedural or administrative matter). As such, the resolutions set out in this notice will be voted on by way of poll. Voting results will be uploaded to the website of the Company at www.kelon.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk after conclusion of the EGM.
- (6) The registered address of the Company is: No. 8 Ronggang Road, Ronggui Street, Shunde District, Foshan City, Guangdong Province.

Postal code: 528303
Tel: (86) 757 2836 2570
Fax: (85) 757 2836 1055
Contact person: Ms. Li Lin
- (7) Information relating to the Purchase Financing Agency Framework Agreement as referred to in the ordinary resolution numbered 5 in the notice of the EGM is contained in the announcement on exempted financial assistance published by the Company on 10 November 2015 and information relating to the guarantees as referred to in the ordinary resolution numbered 6 in the notice of the EGM is contained in the announcement on external guarantees published by the Company on 10 November 2015. The Board is of the opinion that the ordinary resolutions numbered 5 and 6 as set out in the notice of the EGM are in the best interests of the Company and its shareholders as a whole, and thus recommends the shareholders to vote in favor of such resolutions.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (8) **Mr. Wang Zhi Gang**, aged 45, holder of a doctorate degree, is currently the vice-president of the Company and has successively served as the department head of the product development department of Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd, the deputy department head of the commercial machines business department of Qingdao Hisense Air-Conditioning Company Limited, the chief designer of the technical centre of Hisense Company Limited (“**Hisense Group**”). Mr Wang was the deputy general manager of Guangdong Kelon Air-Conditioner Co., Ltd since December 2008.

As at the date of this notice, Mr. Wang was interested in 59,400 A shares of the Company (representing approximately 0.004% of the total issued share capital of the Company and approximately 0.006% of the total issued A shares of the Company as at the date of this notice) and under the first share option incentive scheme of the Company, Mr. Wang was interested in share options to subscribe for 61,200 A Shares of the Company (representing approximately 0.004% of the total issued share capital of the Company and approximately 0.006% of the total issued A shares of the Company as at the date of this notice).

Mr. Wang has not held any directorship in any other listed companies for the past three years. Save as disclosed above, Mr. Wang does not hold interests in any shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Wang does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company or its subsidiaries. During the term of his directorship, Mr. Wang will not receive any director’s remuneration from the Company, however, Mr. Wang will receive emoluments as the vice-president of the Company in the sum of RMB750,000 (before taxation) per year which was determined by the remuneration and appraisal committee of the Board after taking into consideration the scale of operation of the Company and the remuneration level of senior management members of other listed companies. Mr. Wang will stand for election as an executive director of the Company. If elected, Mr. Wang’s term of office will commence from the date of his appointment at the EGM until the expiry of the term of the ninth session of the Board (that is, 25 June 2018).

Save as disclosed above, Mr. Wang confirms that there is no other matter that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter that needs to be brought to the attention of the shareholders of the Company.

- (9) **Mr. Yang**, aged 41, holder of a bachelor degree in accounting, has successively served as the finance manager of Qingdao Hisense Air-Conditioning Co., Ltd, the finance manager of Qingdao Hisense Marketing Co., Ltd., the assistant of general manager of the marketing company of the Company, the head of the audit department of Hisense Group, the head of the audit department of Hisense Group from June 2013 to May 2014 and the chief accountant of 海信網絡科技有限公司 (Hisense Cyber Technology Company Limited*) since June 2014.

Mr. Yang has not held any directorship in any listed companies for the past three years nor holds interests in any shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed above, Mr. Yang does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company or its subsidiaries. During his term of office as the supervisor of the Company, Mr. Yang will not receive from the Company any remuneration as the supervisor of the Company. Mr. Yang is to stand for election as shareholder representative supervisor of the Company. If elected, Mr. Yang’s term of office will commence from the date of his appointment at the EGM until the expiry of the term of the ninth session of the Supervisory Committee (that is, 25 June 2018).

Save as disclosed above, Mr. Yang confirms that there is no other matter that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matter that needs to be brought to the attention of the shareholders of the Company.

- (10) The English version of the proposed resolutions as set out in this notice is for reference only and if there is any conflict between the English and the Chinese versions, the Chinese version shall prevail.

* for identification purpose only