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## **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 of Hisense Kelon Electrical Holdings Company Limited (the “**Company**”) regarding continuing connected transactions and major transaction dated 28 November 2017, the announcement of the Company dated 28 November 2017 regarding exempted financial assistance and the announcement of the Company dated 28 November 2017 regarding entrusted wealth management of idle self-owned funds.

**NOTICE IS HEREBY GIVEN** that the 2018 first 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 18 January 2018 (Thursday) at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the Business Co-operation Framework Agreement dated 28 November 2017 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 consider and approve the Business Framework Agreement dated 28 November 2017 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;

3. To consider and approve the Purchase Financing Agency Framework Agreement dated 28 November 2017 entered into between the Company and Hisense (Hong Kong) Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap<sup>(7)</sup>;
4. To consider and approve the Financial Services Agreement dated 28 November 2017 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 consider and approve the Financial Business Framework Agreement dated 28 November 2017 entered into between the Company and Hisense Financial Holdings Co., Ltd. (青島海信金融控股有限公司), the continuing connected transactions contemplated thereunder and the relevant annual caps; and
6. To consider and approve the resolution on entrusted wealth management of idle self-owned funds of the Company<sup>(8)</sup>.

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

Foshan City, Guangdong, the PRC, 28 November 2017

*As at the date of this announcement, the Company's directors are Mr. Tang Ye Guo, Mr. Liu Hong Xin, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Jia Shao Qian and Mr. Wang Yun Li; and the Company's independent non-executive directors are Mr. Ma Jin Quan, Mr. Xu Xiang Yi and Mr. Liu Xiao Feng.*

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 Friday, 29 December 2017. 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 Monday, 18 December 2017 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 18 December 2017 (Monday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before Monday, 18 December 2017, 4:30 p.m.) will be entitled to attend the EGM. The register of members of the Company will be closed from 19 December 2017 (Tuesday) to 18 January 2018 (Thursday) (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](http://www.kelon.com) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://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, the PRC.

Postal code: 528303

Tel: (86) 757 2836 2570

Fax: (85) 757 2836 1055

Contact person: Mr. Chen Ning Hui

(7) Information relating to the Purchase Financing Agency Framework Agreement as referred to in the ordinary resolution numbered 3 in the notice of the EGM is contained in the announcement on exempted financial assistance published by the Company on 28 November 2017. The Board is of the opinion that the ordinary resolution numbered 3 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 resolution.

(8) Information relating to the resolution on entrusted wealth management of idle

self-owned funds of the Company as referred to in the ordinary resolution numbered 6 in the notice of the EGM is contained in the announcement on entrusted wealth management of idle self-owned funds published by the Company on 28 November 2017. The Board is of the opinion that the ordinary resolution numbered 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 resolution.

(9) 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.