

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

ANNOUNCEMENT

RESOLUTIONS PASSED AT THE 2018 FIRST EXTRAORDINARY GENERAL MEETING

The 2018 first extraordinary general meeting (the "EGM") of Hisense Kelon Electrical Holdings Company Limited (the "Company") was 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 at 3:00 p.m. A poll was demanded by Mr. Tang Ye Guo, the chairman of the EGM, for voting on all the proposed resolutions as set out in the notice of the EGM dated 28 November 2017 and the further notice of the EGM dated 29 December 2017 (collectively, the "Notices of the EGM"). The convening of the EGM was in accordance with the Company Law of the PRC and the articles of association of the Company (the "Articles of Association"). All resolutions were approved by the shareholders of the Company (the "Shareholders") by way of poll.

As at the date of verifying the Shareholders' entitlement to attend the EGM, the issued share capital of the Company comprised 1,362,725,370 shares, of which 903,135,562 were A shares and 459,589,808 were H shares. 141 shareholders or their proxies holding 743,246,160 shares (including 653,977,891 A shares and 89,268,269 H shares), representing approximately 54.54% of the entire issued share capital of the Company, attended the EGM (in person or through the online voting system of Shenzhen Securities Information Co., Ltd.). Among these, 5 shareholders or their proxies attended the EGM in person, representing 609,267,066 shares or approximately 44.71% of the entire issued share capital of the Company, while 136 holders of A shares attended the EGM through the online voting system of Shenzhen Securities Information Co., Ltd., representing a total of 133,979,094 A shares or approximately 9.83% of the entire issued share capital of the Company.

As at the date of verifying the Shareholders' entitlement to attend the EGM, the Company's total number of issued shares was 1,362,725,370. 青島海信空調有限公司 (Qingdao Hisense Air-conditioning Company Limited*), which held 516,758,670 A shares as at the date of verifying the Shareholders' entitlement to attend the EGM, representing approximately 37.92% of the Company's total number of issued shares, was required to and has abstained from voting at the ordinary resolutions numbered 1, 3, 4 and 5 at the EGM. Hisense (Hong Kong) Company Limited, which held 97,202,000 H shares as at the date of verifying the Shareholders' entitlement to attend the EGM, representing approximately 7.13% of the Company's total number of issued shares, was required to and has abstained from voting at the ordinary resolutions numbered 1, 3, 4 and 5 at the EGM. Save as disclosed above, so far as the Company is aware, none of 海信集團有限公司 (Hisense Company Limited*), 青島海信電器股份有限公司 (Hisense Electric Co., Ltd.*), 青島海信日立空調系統有限公司 (Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd.*), Hisense (Hong Kong) Company Limited, 海信集團財務有限公司 (Hisense Finance Co., Ltd.*), 青島海信金融控股有限公司 (Hisense Financial Holdings Co., Ltd.*) and their respective associates held any shares as at the date of verifying the Shareholders' entitlement to attend the EGM.

Accordingly, the total number of shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 2 and 6 at the EGM was 1,362,725,370 shares (representing the Company's total number of issued shares) and the total number of shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 1, 3, 4 and 5 was 748,764,700 shares (representing approximately 54.95% of the Company's total number of issued shares). There were no shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Save as already disclosed, there was no restriction on the Shareholders to cast votes on the resolutions at the EGM and there were no shares entitling the holders to attend and vote only against the resolutions at the EGM.

Ruihua Certified Public Accountants was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Terms used herein, unless otherwise defined, shall have the same meanings as provided in the Notices of the EGM. Please refer to the Notices of the EGM for the full wording of the resolutions set out below. The poll results in respect of the resolutions passed at the EGM were as follows:

Ordinary Resolutions	For		Against		Abstain	
	Number of votes (shares)	The percentage of shares carrying voting rights (%)	Number of votes (shares)	The percentage of shares carrying voting rights (%)	Number of votes (shares)	The percentage of shares carrying voting rights (%)

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.						
	Total	219,798,490	97.05%	6,689,000	2.95%	0	0.00%
	Among which, Shareholders attending the meeting whose shareholding is below 5%	219,798,490	97.05%	6,689,000	2.95%	0	0.00%
	A shares	137,219,221	100.00%	0	0.00%	0	0.00%
	H shares	82,579,269	92.51%	6,689,000	7.49%	0	0.00%
The resolution was duly passed as an ordinary resolution.							
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.						
	Total	736,557,160	99.10%	6,689,000	0.90%	0	0.00%
	Among which, Shareholders attending the meeting whose shareholding is below 5%	219,798,490	97.05%	6,689,000	2.95%	0	0.00%
	A shares	653,977,891	100.00%	0	0.00%	0	0.00%
	H shares	82,579,269	92.51%	6,689,000	7.49%	0	0.00%
The resolution was duly passed as an ordinary resolution.							
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.						
	Total	219,798,490	97.05%	6,689,000	2.95%	0	0.00%

	Among which, Shareholders attending the meeting whose shareholding is below 5%	219,798,490	97.05%	6,689,000	2.95%	0	0.00%
	A shares	137,219,221	100.00%	0	0.00%	0	0.00%
	H shares	82,579,269	92.51%	6,689,000	7.49%	0	0.00%

The resolution was duly passed as an ordinary resolution.

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.						
	Total	168,589,914	74.44%	57,897,576	25.56%	0	0.00%
	Among which, Shareholders attending the meeting whose shareholding is below 5%	168,589,914	74.44%	57,897,576	25.56%	0	0.00%
	A shares	137,124,021	99.93%	95,200	0.07%	0	0.00%
	H shares	31,465,893	35.25%	57,802,376	64.75%	0	0.00%

The resolution was duly passed as an ordinary resolution.

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.						
	Total	219,798,490	97.05%	6,689,000	2.95%	0	0.00%
	Among which, Shareholders attending the meeting whose shareholding is below 5%	219,798,490	97.05%	6,689,000	2.95%	0	0.00%

	A shares	137,219,221	100.00%	0	0.00%	0	0.00%
	H shares	82,579,269	92.51%	6,689,000	7.49%	0	0.00%
The resolution was duly passed as an ordinary resolution.							
6.	To consider and approve the resolution on entrusted wealth management of idle self-owned funds of the Company.						
	Total	695,024,935	93.51%	48,221,225	6.49%	0	0.00%
	Among which, Shareholders attending the meeting whose shareholding is below 5%	178,266,265	78.71%	48,221,225	21.29%	0	0.00%
	A shares	653,882,691	99.99%	95,200	0.01%	0	0.00%
	H shares	41,142,244	46.09%	48,126,025	53.91%	0	0.00%
The resolution was duly passed as an ordinary resolution.							

Legal opinion of PRC lawyer

1. Name of law firm: GUANGDONG GUARDIAN LAW FIRM
2. Name of lawyer: Qingchun Hua, Minjie Li
3. Summarised legal opinion: The convening of the EGM, the procedures for holding the EGM, the eligibility of the convener, the eligibility of the persons attending the EGM, the proposed resolutions and the voting procedures at the EGM are in compliance with the requirements of the laws and regulations and the Articles of Association. The voting results of the EGM are lawful and valid.

Documents available for inspection

1. Resolutions passed at the EGM which have been signed and confirmed by the directors of the Company present at the meeting; and
2. Legal opinion in relation to the EGM.

By order of the Board of
Hisense Kelon Electrical Holdings Company Limited

Tang Ye Guo

Chairman

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.

Foshan City, Guangdong, the PRC, 18 January 2018

**For identification purpose only*