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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **HISENSE KELON ELECTRICAL HOLDINGS COMPANY LIMITED**, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**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)

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
(3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR  
THE MEETING OF THE BOARD OF DIRECTORS; AND  
(4) REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 3 to 7 of this circular.

A revised notice of the EGM to be held on 17 September 2018 at 3:00 p.m. at the conference room of the Company's head office, Shunde District, Foshan City, Guangdong Province, the PRC is set out on pages 8 to 17 of this circular. A revised proxy form for use at the EGM is enclosed with this circular. The revised notice of the EGM and the revised proxy form are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.kelon.com>).

If you are not able to attend the EGM in person, you are requested to complete and return the revised proxy form in accordance with the instructions printed thereon and to lodge the same 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 less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the revised proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the Articles of Association of the Company;
“A Shares”	domestic ordinary shares of the Company with a nominal value of RMB1.00 each and are listed on the Shenzhen Stock Exchange;
“Board”	the board of directors of the Company;
“Company”	Hisense Kelon Electrical Holdings Company Limited, a company incorporated in the PRC with limited liability, whose shares are listed on the main board of the Hong Kong Stock Exchange and the main board of the Shenzhen Stock Exchange;
“EGM”	the 2018 third extraordinary general meeting of the Company to be held at the conference room of the Company’s head office, Shunde District, Foshan City, Guangdong Province, the PRC on 17 September 2018 at 3:00 p.m. for approval of the (i) Proposed Change of Company Name; (ii) proposed amendments to the Articles of Association; and (iii) proposed amendments to the Rules of Procedures for the Meeting of the Board;
“H Shares”	overseas listed foreign shares of the Company with a nominal value of RMB1.00 each and are listed on the Hong Kong Stock Exchange;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“PRC”	the People’s Republic of China;
“Proposed Change of Company Name”	the proposed change of the Chinese name of the Company from “海信科龍電器股份有限公司” to “海信家電集團股份有限公司” and the English name of the Company from “Hisense Kelon Electrical Holdings Company Limited” to “Hisense Home Appliances Group Co., Ltd.”;
“Revised Notice of EGM”	the revised notice of the EGM of the Company dated 29 August 2018;

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## DEFINITIONS

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“Shareholder(s)”

holder(s) of the share(s) of RMB1.00 each in the capital of the Company, comprising the A Shares and the H Shares; and

“%”

per cent.

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## LETTER FROM THE BOARD

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# 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)

*Executive Directors:*

Mr. Tang Ye Guo  
Mr. Liu Hong Xin  
Mr. Lin Lan  
Mr. Dai Hui Zhong  
Mr. Jia Shao Qian  
Mr. Wang Yun Li

*Registered Office:*

No. 8 Ronggang Road  
Ronggui  
Shunde  
Foshan  
Guangdong Province  
The PRC

*Independent non-executive Directors:*

Mr. Ma Jin Quan  
Mr. Zhong Geng Shen  
Mr. Cheung Sai Kit

*Principal place of business*

*in Hong Kong:*  
Room 3101-05  
Singga Commercial Centre,  
No. 148 Connaught Road West,  
Hong Kong

29 August 2018

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF COMPANY NAME;**
- (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (3) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE MEETING OF THE BOARD OF DIRECTORS; AND**
- (4) REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING**

The purpose of this circular is to provide you with information regarding the resolutions in relation to (i) the Proposed Change of Company Name; (ii) the proposed amendments to the Articles of Association; and (iii) the proposed amendments to the Rules of Procedures for the Meeting of the Board of the Company to be proposed at the EGM.

#### **I. PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the Chinese name of the Company from “海信科龍電器股份有限公司” to “海信家電集團股份有限公司” and the English name of the Company from “Hisense Kelon Electrical Holdings Company Limited” to “Hisense Home Appliances Group Co., Ltd.”.

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## LETTER FROM THE BOARD

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### Reasons for the Proposed Change of Company Name

As the development of the Company flourished and grew, the asset position improved significantly, the scale of operating revenues expanded at a steady pace and profitability level enhanced significantly. The total assets increased significantly from RMB3.779 billion in 2008 to RMB21.474 billion in 2017; the net assets attributable to shareholders of listed company changed from negative to positive and increased significantly to RMB6.445 billion at the end of 2017; the operating revenues increased significantly from RMB8.635 billion in 2008 to RMB33.488 billion in 2017. The net profits attributable to shareholders of listed company changed from negative to positive, the net profits attributable to shareholders of listed company was RMB2 billion in 2017. Having started as a household appliance-manufacturing enterprise that solely manufactures refrigerators and residential air-conditioners, the Company has developed into a comprehensive electrical appliance-manufacturing enterprise that manufactures various products such as refrigerators, residential air-conditioners, central air-conditioners, washing machines, kitchen electrical appliances, environmental electrical appliances, commercial cold chain, etc.

In addition, Hisense Company Limited, the beneficial controller of the Company has been implementing the “internationalisation” strategy by developing sports marketing continuously. It sponsored Australian Open and F1 Infiniti Red Bull Racing, and successively became the premium sponsor of 2016 UEFA European Championship and the official sponsor of 2018 FIFA World Cup, which significantly enhanced the brand awareness for “Hisense” both locally and internationally.

In order to better reflect the actual and strategic position of the principal business of the Company, as well as to further utilize the synergy effects between the Company and its beneficial controller, to satisfy the Company’s brand management and development needs and hence increase the influence of the Company, the Company proposes to change its full name and the stock short name.

### Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the passing of an ordinary resolution by the Shareholders approving the Proposed Change of Company Name at the EGM.

The Company has obtained the Notice on Approval of Change of Company Name (《企業名稱變更核准通知書》) issued by the State Administration for Industry and Commerce in the PRC in relation to the Chinese new name of the Company. Subject to the passing of the relevant ordinary resolution at the EGM, the Company will apply to the State Administration for Industry and Commerce in the PRC for a change of business registration of the Company’s new Chinese name and the Proposed Change of Company Name will take effect from the date when the Company receives the new business licence. The Company will then submit an application to the Companies Registry in Hong Kong to apply for a certificate of registration of change of corporate

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## LETTER FROM THE BOARD

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name of non-Hong Kong company. The Company will also comply with all necessary procedures for a change of stock short name in the Shenzhen Stock Exchange and the Hong Kong Stock Exchange.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the H Shares in issue bearing the current name of the Company shall, after the Proposed Change of Company Name becoming effective, continue to be the evidence of title to such H Shares and will continue to be valid for trading, settlement, registration and delivery purposes for the same number of H Shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of H Shares for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective and from thereon, any new share certificates in respect of the H Shares will be issued only in the new name of the Company. In addition, subject to the approval of the Hong Kong Stock Exchange, the Chinese and English stock short names of the Company for dealings in the H Shares on the Hong Kong Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. The Company will make further announcement(s) relating to, among other things, the effective dates of the Proposed Change of Company Name and the new stock short names of the Company.

## **II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

According to the relevant regulations of the Company Law of the People's Republic of China, in order to solidly implement the Notice regarding the Promotion of the Requirements of Incorporation of Party Building Work into the Articles of Associations of State-owned Enterprises (《關於紮實推動國有企業黨建工作要求寫入公司章程的通知》) issued by the Organization Department of the Central Committee of the Communist Party of China (中共中央組織部) and the Party Committee of State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), and pursuant to the latest regulatory requirements and in light of the actual situation of the Company, the Board proposes to amend certain provisions of the existing Articles of Association.

Further, for the purpose of the Proposed Change of Company Name, the Board proposes to amend Articles 1.2 and 25.3 of the Articles of Association correspondingly.

Details of the amendments are set out in the Revised Notice of EGM on pages 8 to 17 of this circular.

According to the PRC legal opinions dated 29 August 2018 from Guang Dong Guardian Law Firm (廣東國鼎律師事務所), the above proposed amendments to the Articles of Association are in compliance with the Constitution of the Communist Party of China, Company Law of the PRC and the Articles of Association.

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## LETTER FROM THE BOARD

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All proposed amendments to the Articles of Association will be put forward by way of special resolution and they shall become effective upon the Shareholders' approval at the EGM.

### **Effect of the amendments to the Articles of Association**

The amendments to the Articles of Association will enable the Company to increase the efficiency of decision-making and meet the requirements of the relevant laws and regulations and normative documents of the State in a better manner, which in turn help the Company in improving its corporate governance standards.

### **III. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE MEETING OF THE BOARD**

For the purpose of the proposed amendments to the Articles of Association, the Board proposes to amend Rules 8 and 35 of the Rules of Procedures for the Meeting of the Board correspondingly. Details of the amendments are set out in the Revised Notice of EGM on pages 8 to 17 of this circular.

#### **EGM**

The EGM will be held at the conference room of the Company's head office, Shunde District, Foshan City, Guangdong Province, the PRC at 3:00 p.m. on 17 September 2018, Monday at which resolutions in relation to (i) the Proposed Change of Company Name; (ii) the proposed amendments to the Articles of Association; and (iii) the proposed amendments to the Rules of Procedures for the Meeting of the Board of the Company will be proposed at the EGM.

The Revised Notice of EGM is set out on pages 8 to 17 of this circular. A revised proxy form for use at the EGM is enclosed with this circular. The Revised Notice of EGM and the revised proxy form are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.kelon.com>).

If you are not able to attend the EGM in person, you are requested to complete and return the revised proxy form in accordance with the instructions printed thereon and to lodge the same 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 less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and delivery of the revised proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) if you so wish.

In accordance with article 8.27 of the articles of association of the Company, a poll may be demanded in any general meeting of the Company by:

- (a) the chairman of the meeting; or

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## LETTER FROM THE BOARD

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- (b) at least two Shareholders in person or by proxy entitled to vote at the general meeting; or
- (c) one or more Shareholder(s) present in person or by proxy and individually or in aggregate representing 10% or more of all Shares carrying the voting rights at the general meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes casted at the EGM must be taken by poll (except those which relate purely to a procedural or administrative matter) and the chairman of the meeting will make such demand at the EGM and the results of the poll will be announced in the manner prescribed under Rule 13.39(5) of the Listing Rules.

The register of members of H Shares of the Company will be closed from 18 August 2018 (Saturday) to 17 September 2018 (Monday) (both days inclusive), during which time no share transfers of H Shares will be effected. Holders of domestic shares and H shares of the Company whose names appeared on the register of members of the Company as at the close of business on 17 August 2018 (Friday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before Friday, 17 August 2018, 4:30 p.m.) are entitled to attend the EGM and to vote in respect of all resolutions to be proposed at the EGM.

### RECOMMENDATION

The Board is of the opinion that all resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the Revised Notice of EGM.

Yours faithfully,  
By Order of the Board of  
**Hisense Kelon Electrical Holdings Company Limited**  
**Tang Ye Guo**  
*Chairman*

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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**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 NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of the 2018 third extraordinary general meeting (the “EGM”) of Hisense Kelon Electrical Holdings Company Limited (the “Company”) dated 27 July 2018 (the “Original Notice of EGM”).

The Company has received a written request from Qingdao Hisense Air-Conditioning Company Limited, the controlling shareholder of the Company which holds 516,758,670 shares of the Company, representing approximately 37.92% of the issued shares of the Company as at the date of this revised notice of EGM, to the Board on 29 August 2018 requesting that the resolutions in respect of the change of name of the Company and the corresponding amendments to the Articles of Association be proposed at the EGM for the Company’s shareholders’ consideration and approval. Accordingly, this revised notice of EGM is issued to incorporate such additional proposed resolutions and the resolutions set out in the Original Notice of EGM.

**REVISED NOTICE IS HEREBY GIVEN** that the EGM 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 17 September 2018 (Monday) at 3:00 p.m. to consider and, if thought fit, pass the following resolutions:

#### ORDINARY RESOLUTIONS

1. To consider and approve the following amendments to the Rules of Procedures for the Meeting of the Board of Directors of the Company (the “Rules”):–

**“(i) Existing provision:**

**Rule 8**

The Board shall notify all directors in writing fourteen (14) days prior to the regular meeting. In principle, regular board meetings should be held by way of physical meeting. The directors should be actively communicated before the meeting time is confirmed to ensure that most of the directors can attend the meeting in person. The Chairman may convene an extraordinary meeting of the Board if it thinks necessary.

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## **REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING**

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An extraordinary meeting of the Board shall be convened within ten (10) days by the Chairman upon his receipt of such request in any of the following circumstances:

- (1) when one-third or more of the Directors so request;
- (2) when the supervisory committee so requests;
- (3) when the general manager so requests;
- (4) when shareholders carrying voting rights of 10% or more so requests.

All Directors should be notified in writing ten (10) days before an extraordinary meeting of the Board is held.

.....

*Amended as:*

### **Rule 8**

The Board shall notify all directors in writing fourteen (14) days prior to the regular meeting. In principle, regular board meetings should be held by way of physical meeting. The directors should be actively communicated before the meeting time is confirmed to ensure that most of the directors can attend the meeting in person. The Chairman may convene an extraordinary meeting of the Board if it thinks necessary.

An extraordinary meeting of the Board shall be convened within ten (10) days by the Chairman upon his receipt of such request in any of the following circumstances:

- (1) when one-third or more of the Directors so request;
- (2) when the supervisory committee so requests;
- (3) when the general manager so requests;
- (4) when shareholders carrying voting rights of 10% or more so requests.

All Directors should be notified three (3) days before an extraordinary meeting of the Board is held by means of delivery in person, telephone, e-mail, facsimile, express courier service, etc.

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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(ii) *Existing provision:*

**Rule 35**

The Rules shall take effect from the date of approval at the board meeting.

*Amended as:*

**Rule 35**

The Rules shall take effect from the date of approval at the shareholder's meeting.

*Note:* The “.....” above originates from the existing rules. As they are not involved in the proposed amendments, they are omitted herein.”

2. To consider and approve the resolution in respect of the change of the full name of the Company:-

“As the development of the Company flourished and grew, the Company has developed into a comprehensive electrical appliance-manufacturing enterprise that manufactures various products such as refrigerators, residential air-conditioners, central air-conditioners, washing machines, kitchen electrical appliances, environmental electrical appliances, commercial cold chain, etc. In order to better reflect the actual and strategic position of the principal business of the Company, as well as to satisfy the Company's brand management and development needs, it was agreed that the Chinese full name of the Company shall be changed from “海信科龍電器股份有限公司” to “海信家電集團股份有限公司” and the English full name be changed from “HISENSE KELON ELECTRICAL HOLDINGS COMPANY LIMITED” to “HISENSE HOME APPLIANCES GROUP CO.,LTD.”.

The Board shall be authorised to deal with, in its absolute discretion on behalf of the Company, all matters in relation to the change of the Company' full name and tasks that involve the change of company name in the Articles of Association and all other documents of company constitutions and licenses, etc.; as well as all relevant procedures for change of registration, approval or filing, including registration for the change of investor's name in foreign investment enterprises and registration for the change of names of real estate owners.”

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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### SPECIAL RESOLUTION

1. To consider and approve the amendments to certain provisions of the Articles of Association and to authorize the 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:-

“According to the relevant regulations of the Company Law of the People’s Republic of China, in order to solidly implement the Notice regarding the Promotion of the Requirements of Incorporation of Party Building Work into the Articles of Associations of State-owned Enterprises (《關於紮實推動國有企業黨建工作要求寫入公司章程的通知》) issued by the Organization Department of the Central Committee of the Communist Party of China (中共中央組織部) and the Party Committee of State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), and pursuant to the latest regulatory requirements and in light of the actual situation of the Company, the provisions of the existing Articles of Association be amended as follows:-

**(i) Existing provision:**

**Article 1.2**

The Company’s registered Chinese name: 海信科龍電器股份有限公司

The Company’s English name: HISENSE KELON ELECTRICAL HOLDINGS COMPANY LIMITED

.....

**Amended as:**

**Article 1.2**

The Company’s registered Chinese name: 海信家電集團股份有限公司

The Company’s English name: HISENSE HOME APPLIANCES GROUP CO., LTD.

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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(ii) *Existing provision:*

**Article 10.14**

The Company shall have a board of directors which is accountable to and shall report on its work to the shareholders' general meeting. The Board shall consist of nine (9) Directors who are elected by the shareholders' general meeting, six (6) of whom are Executive Directors who are responsible for the daily operation of the Company and three (3) of whom are Independent Non-executive Directors who will not engage in the daily operation of the Company. The Board shall have a chairman.

The Chairman shall be a Director of the Company and shall be elected or removed by more than one-half of all the Directors. The tenure of the Chairman is three (3) years, which is renewable upon re-election. The Chairman shall not assume the role of general manager at the same time.

.....

*Amended as:*

**Article 10.14**

The Company shall have a board of directors which is accountable to and shall report on its work to the shareholders' general meeting. The Board shall consist of nine (9) Directors who are elected by the shareholders' general meeting, six (6) of whom are Executive Directors who are responsible for the daily operation of the Company and three (3) of whom are Independent Non-executive Directors who will not engage in the daily operation of the Company. The Board shall have a chairman.

The Chairman shall be a Director of the Company and shall be elected or removed by more than one-half of all the Directors. The tenure of the Chairman is three (3) years, which is renewable upon re-election.

.....

(iii) *Existing provision:*

**Article 10.20**

An extraordinary meeting of the Board shall be convened within ten (10) days by the Chairman upon his receipt of such request in any of the following circumstances:

- (1) when one-third or more of the Directors so request;
- (2) when the supervisory committee so requests;

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (3) when the general manager so requests;
- (4) when shareholders carrying voting rights of 10% or more so requests.

All Directors should be notified in writing ten (10) days before an extraordinary meeting of the Board is held.

.....

*Amended as:*

### **Article 10.20**

An extraordinary meeting of the Board shall be convened within ten (10) days by the Chairman upon his receipt of such request in any of the following circumstances:

- (1) when one-third or more of the Directors so request;
- (2) when the supervisory committee so requests;
- (3) when the general manager so requests;
- (4) when shareholders carrying voting rights of 10% or more so requests.

All Directors should be notified three (3) days before an extraordinary meeting of the Board is held by means of delivery in person, telephone, e-mail, facsimile, express courier service, etc.

.....

**(iv) Existing provision:**

### **Article 10.22**

Board meeting shall only be held if more than one half of the Directors attend.

Each Director has one (1) vote. A resolution of the Board must be passed by more than one-half of all the Directors.

In case of an equality of votes cast for and against a resolution, the Chairman shall have a casting vote.

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Amended as:*

### **Article 10.22**

Board meeting shall only be held if more than one half of the Directors attend.

Each Director has one (1) vote. A resolution of the Board must be passed by more than one-half of all the Directors.

Where the matter meets the criteria set out in Article 10.15(6), (7), (8), (10), (12), (19), (20) hereof, upon being reviewed and discussed by the Party Committee(s) of the Company, the resolution shall become effective after being passed by such minimum number of Directors required for approval as stipulated in these Articles of Association.

In case of an equality of votes cast for and against a resolution, the Chairman shall have a casting vote.

(v) *Existing provision:*

### **Article 10.26**

The time and venue of the Board meeting may be determined by the Board in advance and shall be recorded on the minutes. If such minutes have been delivered to all the Directors at least ten (10) days before the next Board meeting is held, no additional notice of meeting has to be given.

In case where the Board has not determined the time and venue of the Board meeting in advance, the Chairman or the Board Secretary shall notify all the Directors the time and venue of the Board meeting by telex, telegraph, facsimile, express delivery service, registered mail or messenger at least ten (10) days (but not more than 30 days) before the Board meeting.

.....

*Amended as:*

### **Article 10.26**

If the time and venue of the Board meeting have been determined by the Board in advance, no additional notice of meeting has to be given.

If the time and venue of the Board meeting have not been determined by the Board in advance, the Chairman shall instruct the Board Secretary to set out the same in the notice of the meeting.

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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### (vi) Newly added: Chapter 15 Party Organization

#### Article 15.1

In compliance with the Constitution of the Communist Party of China and pursuant to the relevant regulations of the Company Law, the Company shall establish primary organizations of the Party.

- (1) Establishment of organs of party organizations of the Company. Primary Party committees and committees of general Party branches or Party branches shall be set up as the work requires and according to the number of Party members, subject to approval by the higher Party organizations; commission for discipline inspection of the Party shall be set up; trade unions, league committees and other mass organizations shall be set up; working units of the Party shall be established and working staff for Party affairs shall be assigned.
- (2) Duties and powers of the Party Committees of the Company. The Party Committees shall play the role as the core of leadership and act as the political nucleus and work for the operation of the Company. The Party Committees shall ensure and oversee the implementation of the principles and policies of the Party and the state in the Company; they shall comply with the Company Law, participate in making final decisions on major questions of the Company and review the major personnel appointments and dismissals; the secretary to the Party Committee shall chair the Party Committee meetings to review matters concerning the “Three Majors and One Large” (“三重一大”); it works to improve its own organization and provides leadership over the trade unions, the Communist Youth League of China and other mass organizations.
- (3) Funding guarantee: the funding for Party building work shall be included in the Company’s budget and charged as the Company’s management costs.

### (vii) Existing provision:

#### Article 25.3

Unless otherwise required by the context, the following nouns and phrases shall have the following meanings:

.....

“Company” Hisense Kelon Electrical Holdings Company Limited

.....

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Amended as:*

### Article 25.3

Unless otherwise required by the context, the following nouns and phrases shall have the following meanings:

.....

“Company” Hisense Home Appliances Group Co., Ltd.

.....

*Notes:*

1. The “.....” above originates from the existing articles. As they are not involved in the proposed amendments, they are omitted herein.
2. The above “Party Organization” will be added as the new Chapter 15 immediately before the original Chapter 15. The original Chapter 15 and all provisions thereafter will be re-numbered sequentially.”

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

Foshan City, Guangdong, the PRC, 29 August 2018

*As at the date of this notice, 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. Zhong Geng Shen and Mr. Cheung Sai Kit.*

*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, 27 August 2018. 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, 17 August 2018 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 17 August 2018 (Friday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before Friday, 17 August 2018, 4:30 p.m.) will be entitled to attend the EGM. The register of members of the Company will be closed from 18 August 2018 (Saturday) to 17 September 2018 (Monday) (both days inclusive).

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## REVISED NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (4) Since the original proxy form distributed by the Company together with the Original Notice of the EGM on 27 July 2018 (the “**Original Proxy Form**”) does not contain the additional proposed resolutions as set out in this revised notice of EGM, a revised form of proxy (the “**Revised Proxy Form**”) has been prepared and shall supersede the Original Proxy Form.
- (5) The shareholders of the Company who have already lodged the Original Proxy Form which was despatched to the shareholders of the Company on 27 July 2018 should note that the Original Proxy Form will be invalid for use at the EGM.
- (6) To be valid, the Revised Proxy Form, 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.
- (7) 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 revised notice of EGM 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.
- (8) 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 2148

Fax: (85) 757 2836 1055

Contact person: Miss Fangyuan Wei

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