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**HISENSE HOME APPLIANCES GROUP CO., LTD.**

海信家電集團股份有限公司

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

*(Stock Code: 00921)*

**DISCLOSEABLE TRANSACTIONS  
SUBSCRIPTION OF WEALTH MANAGEMENT PRODUCTS**

At the fourth extraordinary meeting for the year 2018 held by the tenth session of the Directors on 26 November 2018 and the 2019 first extraordinary general meeting held on 23 January 2019, a resolution on entrusted wealth management of idle self-owned funds of the Company was considered and approved. Subject to the investment risk control by the Company and the principles of improving efficiency of the use of capital and increasing return on cash assets, the entrustment of idle self-owned funds of not more than RMB5,000,000,000 to commercial banks to conduct short-term and low-risk investment for wealth management was approved. The progress is now announced as follows:

Reference is made to the announcements of the Company dated 7 November 2017, 7 May 2018 and 1 November 2018 in respect of The 2017 SPD Bank Seventh Wealth Management Agreement, The 2018 SPD Bank First Wealth Management Agreement and The 2018 SPD Bank Second Wealth Management Agreement, pursuant to which the subsidiary of the Company, Hisense (Beijing) Electric (as subscriber), subscribed for wealth management products in the aggregate subscription amount of RMB240,000,000 (equivalent to approximately HK\$282,666,344<sup>Note 1</sup>) from the SPD Bank (as issuer).

The Board is pleased to announce that apart from The 2017 SPD Bank Seventh Wealth Management Agreement, The 2018 SPD Bank First Wealth Management Agreement and The 2018 SPD Bank Second Wealth Management Agreement, on 11 April 2019 and 29 April 2019, the Company and its non-wholly owned subsidiaries, Air-conditioner Marketing Company and Refrigerator Marketing Company, entered into The 2019 SPD Bank First Wealth Management Agreement, The 2019 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank

Third Wealth Management Agreement and The 2019 SPD Bank Fourth Wealth Management Agreement to subscribe for The 2019 SPD Bank First Wealth Management Product, The 2019 SPD Bank Second Wealth Management Product, The 2019 SPD Bank Third Wealth Management Product and The 2019 SPD Bank Fourth Wealth Management Product accordingly in the subscription amount of RMB860,000,000 (equivalent to approximately HK\$1,004,672,897<sup>Note 2</sup>). The Group utilised its idle funds for the payment of the subscription amount under each of the Wealth Management Agreements.

The 2019 SPD Bank First Wealth Management Agreement, The 2019 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank Third Wealth Management Agreement and The 2019 SPD Bank Fourth Wealth Management Agreement by itself does not constitute discloseable transaction of the Company under Rule 14.06 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rules, the relevant subscription amounts under the Wealth Management Agreements will be aggregated. The relevant applicable percentage ratios (defined under the Listing Rules) of the transactions under the Wealth Management Agreements, on an aggregate basis, exceed 5% but are lower than 25%. Therefore, the transactions under the Wealth Management Agreements, on an aggregate basis, constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

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Company and its non-wholly owned subsidiaries, Air-conditioner Marketing Company and Refrigerator Marketing Company, entered into The 2019 SPD Bank First Wealth Management Agreement, The 2019 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank Third Wealth Management Agreement and The 2019 SPD Bank Fourth Wealth Management Agreement to subscribe for The 2019 SPD Bank First Wealth Management Product, The 2019 SPD Bank Second Wealth Management Product, The 2019 SPD Bank Third Wealth Management Product and The 2019 SPD Bank Fourth Wealth Management Product accordingly in the subscription amount of RMB860,000,000 (equivalent to approximately HK\$1,004,672,897<sup>Note 2</sup>). The Group utilised its idle funds for the payment of the subscription amount under each of the Wealth Management Agreements.

### **The 2019 SPD Bank First Wealth Management Agreement**

**(1) Subscription date:** 11 April 2019

**(2) Name of product:** “Wealth Bus Go No. 3” (財富班車進取 3 號).

**(3) Parties:**

- (i) The SPD Bank as issuer; and
- (ii) Air-conditioner Marketing Company as subscriber.

To the best knowledge, information and belief of the Directors, the SPD Bank and its ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons.

**(4) Type of product:** Non-principal-guaranteed with floating return.

**(5) Risk rating of product:** Relatively low.

**(6) Principal amount of subscription:** RMB150,000,000  
(equivalent to approximately HK\$175,233,645<sup>Note 2</sup>).

**(7) Currency of subscription:** Renminbi.

**(8) Term of investment:** 90 days.

**(9) Expected return rate** 4.35%.

**per annum:**

**(10) Investment scope of the product:**

The 2019 SPD Bank First Wealth Management Product invests in cash, treasury bonds, local treasury bonds, central bank bills, policy financial bonds, credit bonds such as short-term financing bonds, medium-term notes, subordinated debt, enterprise bonds, corporate bonds, private placement of debt financing instruments, ABS, ABN and ABS subordinated bonds which are rated “AA” or above (rated “A-” (inclusive) or above in respect of credit bonds for which the SPD Bank is the lead underwriter), non-standardized debt assets which fulfill regulatory requirements such as repurchases, interbank lending, income receipts of securities dealers, preference shares, interbank deposits, currencies funds and credit assets, placement scheme and trust scheme of securities dealers/funds/insurance companies, etc.

**(11) Payment of return on principal upon maturity:**

The principal and return will be deposited to Air-conditioner Marketing Company’s designated account on the maturity date if it is a Working Day, or on the following Working Day if the maturity date falls on a non-Working Day, in which case the term of investment will be extended accordingly.

**(12) Right of early termination:**

The SPD Bank is entitled to early termination of The 2019 SPD Bank First Wealth Management Product.

**The 2019 SPD Bank Second Wealth Management Agreement**

**(1) Subscription date:** 11 April 2019

**(2) Name of product:** “Wealth Bus Go No. 3” (財富班車進取 3 號).

**(3) Parties:** (i) The SPD Bank as issuer; and

(ii) Refrigerator Marketing Company as subscriber.

To the best knowledge, information and belief of the Directors, the SPD Bank and its ultimate beneficial owners

are not connected persons of the Company and are third parties independent of the Company and its connected persons.

**(4) Type of product:** Non-principal-guaranteed with floating return.

**(5) Risk rating of product:** Relatively low.

**(6) Principal amount of subscription:** RMB100,000,000 (equivalent to approximately HK\$116,822,430<sup>Note 2</sup>).

**(7) Currency of subscription:** Renminbi.

**(8) Term of investment:** 90 days.

**(9) Expected return rate per annum:** 4.35%.

**(10) Investment scope of the product:** The 2019 SPD Bank Second Wealth Management Product invests in cash, treasury bonds, local treasury bonds, central bank bills, policy financial bonds, credit bonds such as short-term financing bonds, medium-term notes, subordinated debt, enterprise bonds, corporate bonds, private placement of debt financing instruments, ABS, ABN and ABS subordinated bonds which are rated “AA” or above (rated “A-” (inclusive) or above in respect of credit bonds for which the SPD Bank is the lead underwriter), non-standardized debt assets which fulfill regulatory requirements such as repurchases, interbank lending, income receipts of securities dealers, preference shares, interbank deposits, currencies funds and credit assets, placement scheme and trust scheme of securities dealers/funds/insurance companies, etc.

**(11) Payment of return on principal upon maturity:** The principal and return will be deposited to Refrigerator Marketing Company’s designated account on the maturity date if it is a Working Day, or on the following Working Day if the maturity date falls on a non-Working Day, in which case the term of investment will be extended accordingly.

<b>(12) Right of early termination:</b>	The SPD Bank is entitled to early termination of The 2019 SPD Bank Second Wealth Management Product.
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### **The 2019 SPD Bank Third Wealth Management Agreement**

<b>(1) Subscription date:</b>	29 April 2019
<b>(2) Name of product:</b>	“Wealth Bus Go No. 3” (財富班車進取 3 號).
<b>(3) Parties:</b>	<p>(i) The SPD Bank as issuer; and</p> <p>(ii) The Company as subscriber.</p>
	To the best knowledge, information and belief of the Directors, the SPD Bank and its ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons.
<b>(4) Type of product:</b>	Non-principal-guaranteed with floating return.
<b>(5) Risk rating of product:</b>	Relatively low.
<b>(6) Principal amount of subscription:</b>	<p>RMB150,000,000</p> <p>(equivalent to approximately HK\$175,233,645<sup>Note 2</sup>).</p>
<b>(7) Currency of subscription:</b>	Renminbi.
<b>(8) Term of investment:</b>	90 days.
<b>(9) Expected return rate per annum:</b>	4.35%.
<b>(10) Investment scope of the product:</b>	The 2019 SPD Bank Third Wealth Management Product invests in cash, treasury bonds, local treasury bonds, central bank bills, policy financial bonds, credit bonds such as short-term financing bonds, medium-term notes, subordinated debt, enterprise bonds, corporate bonds, private placement of debt financing instruments, ABS, ABN and

ABS subordinated bonds which are rated “AA” or above (rated “A-” (inclusive) or above in respect of credit bonds for which the SPD Bank is the lead underwriter), non-standardized debt assets which fulfill regulatory requirements such as repurchases, interbank lending, income receipts of securities dealers, preference shares, interbank deposits, currencies funds and credit assets, placement scheme and trust scheme of securities dealers/funds/insurance companies, etc.

**(11) Payment of return on principal upon maturity:**

The principal and return will be deposited to the Company’s designated account on the maturity date if it is a Working Day, or on the following Working Day if the maturity date falls on a non-Working Day, in which case the term of investment will be extended accordingly.

**(12) Right of early termination:**

The SPD Bank is entitled to early termination of The 2019 SPD Bank Third Wealth Management Product.

**The 2019 SPD Bank Fourth Wealth Management Agreement**

**(1) Subscription date:** 29 April 2019

**(2) Name of product:** “Wealth Bus Go No. 4” (財富班車進取 4 號).

**(3) Parties:** (i) The SPD Bank as issuer; and  
(ii) The Company as subscriber.

To the best knowledge, information and belief of the Directors, the SPD Bank and its ultimate beneficial owners are not connected persons of the Company and are third parties independent of the Company and its connected persons.

**(4) Type of product:** Non-principal-guaranteed with floating return.

**(5) Risk rating of product:** Relatively low.

<b>(6) Principal amount of subscription:</b>	RMB460,000,000 (equivalent to approximately HK\$537,383,178 <sup>Note 2</sup> ).
<b>(7) Currency of subscription:</b>	Renminbi.
<b>(8) Term of investment:</b>	180 days.
<b>(9) Expected return rate per annum:</b>	4.35%.
<b>(10) Investment scope of the product:</b>	The 2019 SPD Bank Fourth Wealth Management Product invests in cash, treasury bonds, local treasury bonds, central bank bills, policy financial bonds, credit bonds such as short-term financing bonds, medium-term notes, subordinated debt, enterprise bonds, corporate bonds, private placement of debt financing instruments, ABS, ABN and ABS subordinated bonds which are rated “AA” or above (rated “A-” (inclusive) or above in respect of credit bonds for which the SPD Bank is the lead underwriter), non-standardized debt assets which fulfill regulatory requirements such as repurchases, interbank lending, income receipts of securities dealers, preference shares, interbank deposits, currencies funds and credit assets, placement scheme and trust scheme of securities dealers/funds/insurance companies, etc.
<b>(11) Payment of return on principal upon maturity:</b>	The principal and return will be deposited to the Company’s designated account on the maturity date if it is a Working Day, or on the following Working Day if the maturity date falls on a non-Working Day, in which case the term of investment will be extended accordingly.
<b>(12) Right of early termination:</b>	The SPD Bank is entitled to early termination of The 2019 SPD Bank Fourth Wealth Management Product.

## **REASONS AND BENEFITS FOR THE SUBSCRIPTIONS**

The approval procedures of the subscriptions of wealth management products by the Company are in compliance with the relevant requirements of “Management Measures for Conducting Entrusted

“Wealth Management Transactions”. The subscriptions of the wealth management products are made from the idle self-owned funds of the Group and such utilisation of idle self-owned funds for entrusted wealth management is beneficial for enhancing efficiency of use of idle self-owned funds of the Group and would not affect the daily operation and the principal business development of the Group and will not adversely affect the interests of medium and small investors of the Company.

The Board considers that the subscriptions of the wealth management products are on normal commercial terms, fair and reasonable, and in the interests of the Company and Shareholders as a whole.

## **IMPLICATION OF THE LISTING RULES**

The 2019 SPD Bank First Wealth Management Agreement, The 2019 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank Third Wealth Management Agreement and The 2019 SPD Bank Fourth Wealth Management Agreement by itself does not constitute discloseable transaction of the Company under Rule 14.06 of the Listing Rules. However, pursuant to Rule 14.22 of the Listing Rules, the relevant subscription amounts under the Wealth Management Agreements will be aggregated. The relevant applicable percentage ratios (defined under the Listing Rules) of the transactions under the Wealth Management Agreements, on an aggregate basis, exceed 5% but are lower than 25%. Therefore, the transactions under the Wealth Management Agreements, on an aggregate basis, constitute discloseable transactions of the Company and are subject to the reporting and announcement requirements under the Listing Rules.

## **INFORMATION OF THE COMPANY AND THE SPD BANK**

### *The Company*

The Company is principally engaged in the manufacture and sales of refrigerators and air-conditioners.

### *The SPD Bank*

The SPD Bank is a licensed bank incorporated under the laws of the PRC. The principal businesses of the SPD Bank include the provision of corporate and retail services, capital operation, investment banking, assets management, trust and financial leasing as well as other financial services.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following terms have the meanings

set out below:

<b>“Air-conditioner Marketing Company”</b>	Qingdao Hisense Air-conditioner Marketing Co., Ltd.* (青島海信空調營銷股份有限公司), a subsidiary of the Company;
<b>“Board”</b>	the board of directors of the Company;
<b>“Company”</b>	Hisense Home Appliances Group Co., Ltd., a company incorporated in the PRC with limited liabilities, whose shares are listed on the main board of the Hong Kong Stock Exchange and the Shenzhen Stock Exchange;
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules;
<b>“Director(s)”</b>	the director(s) of the Company;
<b>“Group”</b>	the Company and its subsidiaries;
<b>“Hisense (Beijing) Electric”</b>	Hisense (Beijing) Electric Co., Ltd.* (海信 (北京) 電器有限公司), a non-wholly owned subsidiary of the Company;
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong;
<b>“Hong Kong Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited;
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange;
<b>“PRC”</b>	the People's Republic of China;
<b>“Refrigerator Marketing Company”</b>	Guangdong Hisense Refrigerator Marketing Co., Ltd.* (廣東海信冰箱營銷股份有限公司), a subsidiary of the Company;
<b>“Renminbi” or “RMB”</b>	the lawful currency of the PRC;
<b>“Shareholder(s)”</b>	the shareholder(s) of the Company;
<b>“SPD Bank”</b>	Shanghai Pudong Development Bank Co., Ltd. (上海浦東發展銀行), a bank incorporated under the laws of the PRC;

**“The 2017 SPD Bank  
Seventh Wealth Management  
Agreement”**

the wealth management agreement entered into between Hisense (Beijing) Electric and the SPD Bank on 7 November 2017 in relation to the subscription of wealth management product, the particulars of which are disclosed in the announcement of the Company dated 7 November 2017;

**“The 2018 SPD Bank First  
Wealth Management  
Agreement”**

the wealth management agreement entered into between Hisense (Beijing) Electric and the SPD Bank on 7 May 2018 in relation to the subscription of wealth management product, the particulars of which are disclosed in the announcement of the Company dated 7 May 2018;

**“The 2018 SPD Bank Second  
Wealth Management  
Agreement”**

the wealth management agreement entered into between Hisense (Beijing) Electric and the SPD Bank on 1 November 2018 in relation to the subscription of wealth management product, the particulars of which are disclosed in the announcement of the Company dated 1 November 2018;

**“The 2019 SPD Bank Fourth  
Wealth Management  
Agreement”**

the wealth management agreement entered into between the Company and the SPD Bank on 29 April 2019 in relation to the subscription of The 2019 SPD Bank Fourth Wealth Management Product;

**“The 2019 SPD Bank First  
Wealth Management  
Agreement”**

the wealth management agreement entered into between Air-conditioner Marketing Company and the SPD Bank on 11 April 2019 in relation to the subscription of The 2019 SPD Bank First Wealth Management Product;

**“The 2019 SPD Bank Second  
Wealth Management  
Agreement”**

the wealth management agreement entered into between Refrigerator Marketing Company and the SPD Bank on 11 April 2019 in relation to the subscription of The 2019 SPD Bank Second Wealth Management Product;

**“The 2019 SPD Bank Third  
Wealth Management  
Agreement”**

the wealth management agreement entered into between the Company and the SPD Bank on 29 April 2019 in relation to the subscription of The 2019 SPD Bank Third Wealth Management Product;

**“Wealth Management**

collectively, The 2017 SPD Bank Seventh Wealth Management

<b>“Agreements”</b>	Agreement, The 2018 SPD Bank First Wealth Management Agreement, The 2018 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank First Wealth Management Agreement, The 2019 SPD Bank Second Wealth Management Agreement, The 2019 SPD Bank Third Wealth Management Agreement and The 2019 SPD Bank Fourth Wealth Management Agreement;
<b>“Wealth Management Products”</b>	the wealth management products subscribed under the Wealth Management Agreements;
<b>“Working Day”</b>	the day on which the SPD Bank is generally open for business, other than Saturday, Sunday (except for days on which it is open for business due to adjustment of Chinese holidays) or any other statutory holidays in the PRC;
<b>“%”</b>	per cent; and
<b>“*”</b>	for identification purpose only.

*Notes:*

1. *This amount is an aggregation of the HK\$ amounts converted from RMB at the exchange rates that were used in the announcements of the Company dated 7 November 2017, 7 May 2018 and 1 November 2018. The conversions were for the purpose of illustration only. No representation is made that any amount in HK\$ or RMB could have been or could be converted at the relevant dates at the above rate or at any other rates or at all.*
2. *This amount has been converted from RMB into HK\$ at an exchange rate of RMB0.85600 to HK\$1 for the purpose of illustration only. No representation is made that any amount in HK\$ or RMB could have been or could be converted at the relevant dates at the above rate or at any other rates or at all.*

By order of the Board of  
**Hisense Home Appliances Group Co., Ltd.**  
**Tang Ye Guo**  
Chairman

*Foshan City, Guangdong, the PRC, 29 April 2019*

*As at the date of this announcement, the Company’s directors are Mr. Tang Ye Guo, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong 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.*