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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 Home Appliances Group Co., Ltd.**, you should hand this circular at once to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# Hisense 海信家電

## 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)*

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- (1) PROPOSED APPOINTMENT OF DIRECTORS;**
- (2) PROPOSED APPOINTMENT OF SUPERVISORS; AND**
- (3) NOTICE OF 2020 ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 6 of this circular.

A notice of the AGM to be held on Friday, 25 June 2021 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 AGM-1 to AGM-5 of this circular. A proxy form for use at the AGM and a reply slip are enclosed with this circular. The notice of the AGM, the proxy form and the reply slip are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://hxjd.hisense.cn>).

Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting (as the case may be) should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

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## DEFINITIONS

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

“AGM”	the 2020 annual 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 Friday, 25 June 2021 at 3:00 p.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment of such meeting
“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
“Company”	Hisense Home Appliances Group Co., Ltd., a joint stock limited 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
“Director(s)”	director(s) of the Company
“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
“Hisense Air-Conditioning”	Qingdao Hisense Air-Conditioning Company Limited* (青島海信空調有限公司), a company incorporated in the PRC with limited liability and indirectly controlled by Hisense Holdings as at the Latest Practicable Date, which holds approximately 37.92% of the issued shares of the Company
“Hisense Holdings”	Hisense Group Holdings Co., Ltd. (海信集團控股股份有限公司), a company incorporated in the PRC with limited liability
“Hisense Hitachi”	Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd. (青島海信日立空調系統有限公司), a company incorporated in the PRC with limited liability and a subsidiary of the Company

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## DEFINITIONS

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“Hisense Visual Technology”	Hisense Visual Technology Co., Ltd. (海信視像科技股份有限公司) a joint stock limited company incorporated in the PRC with limited liability and a subsidiary of Hisense Holdings as at the Latest Practicable Date, whose shares are listed on the main board of Shanghai Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	26 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company, comprising the A Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

*English translations of names in Chinese or another language in this circular which are marked with “\*” are for identification purposes only.*

*References to time and dates in this circular are to Hong Kong time and dates.*

# Hisense 海信家電

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)

*Executive Directors:*

Mr. Tang Ye Guo  
Mr. Jia Shao Qian  
Mr. Lin Lan  
Mr. Dai Hui Zhong  
Mr. Duan Yue Bin  
Mr. Fei Li Cheng

*Registered office:*

No. 8 Ronggang Road  
Ronggui Street  
Shunde District  
Foshan City  
Guangdong Province  
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

2 June 2021

*To the Shareholders*

Dear Sir or Madam,

- (1) PROPOSED APPOINTMENT OF DIRECTORS;**
- (2) PROPOSED APPOINTMENT OF SUPERVISORS; AND**
- (3) NOTICE OF 2020 ANNUAL GENERAL MEETING**

## INTRODUCTION

The purpose of this circular is to provide you with information in relation to, among others, (i) the proposed appointment of Directors; (ii) the proposed appointment of supervisors of the Company; and (iii) the notice of the AGM.

### I. PROPOSED APPOINTMENT OF DIRECTORS

The tenth session of the Board currently consists of nine directors, namely Mr. Tang Ye Guo, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Duan Yue Bin, Mr. Fei Li Cheng, Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit.

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## LETTER FROM THE BOARD

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The term of the current Directors will expire in due course. Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Duan Yue Bin, Mr. Fei Li Cheng, Mr. Xia Zhang Zhua, Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit have been nominated for election as directors of the eleventh session of the Board.

Before the Directors of the eleventh session of the Board assume their offices, the Directors of the tenth session of the Board will continue to discharge their directors' duties in accordance with the requirements of the relevant laws, administrative regulations and other regulatory documents and the Articles of Association.

Mr. Tang Ye Guo, the current Chairman of the Company, will no longer serve as the Company's Chairman due to the work adjustment upon the expiry of his term on 25 June 2021. Mr. Tang Ye Guo has been the Company's Chairman since 2006. During his tenure, he has been conscientiously leading the Company to continuously develop and expand. The Company would like to express its sincere gratitude to Mr. Tang Ye Guo for his contribution to the development of the Company during his tenure.

The independent non-executive Directors currently nominated by the Board possess educational background, work experience, professional quality and/or professional integrity which are required for the exercise of their duties and powers. The Board has received a written confirmation from each of the independent non-executive Director candidates in respect of their independence in accordance with the requirements provided under Rule 3.13 of the Listing Rules. The Company considers that the independent non-executive Director candidates of the eleventh session of the Board meet the relevant requirements under Rule 3.13 of the Listing Rules and considers them to be independent.

## II. PROPOSED APPOINTMENT OF SUPERVISORS

The tenth session of the supervisory committee currently consists of two shareholder representative supervisors, namely Mr. Liu Zhen Shun and Ms. Gao Yu Ling and one employee representative supervisor, Ms. Fan Wei. The term of the current supervisors will expire in due course. Mr. Liu Zhen Shun and Ms. Sun Jia Hui shall stand for election as shareholder representative supervisors of the eleventh session of the supervisory committee.

Before the supervisors of the eleventh session of supervisory committee assume their offices, the supervisors of the tenth session of supervisory committee will continue to discharge their supervisors' duties in accordance with the requirements of the relevant laws, administrative regulations and other regulatory documents and the Articles of Association.

Ms. Gao Yu Ling will no longer serve as the Company's shareholder representative supervisor due to the work adjustment upon the expiry of her term on 25 June 2021. The Company would like to express its sincere gratitude to Ms. Gao Yu Ling for her contribution to the development of the Company during her tenure.

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## LETTER FROM THE BOARD

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### AGM

The AGM 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 Friday, 25 June 2021, at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the proposed appointments of Directors and shareholder representative supervisors.

The notice of the AGM is set out on pages AGM-1 to AGM-5 of this circular. A proxy form for use at the AGM and a reply slip are enclosed with this circular. The notice of the AGM, the proxy form and the reply slip are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://hxjd.hisense.cn>).

Whether or not you intend to attend the AGM, you are requested to complete and return the proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting (as the case may be) should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to The Securities Department, Hisense Home Appliances Group Co., Ltd. by personal delivery, post or fax during hours between 8:30 a.m. and 11:00 a.m., 1:30 p.m. and 4:30 p.m. on every business day on or before Monday, 21 June 2021. Failure to complete or return the reply slip will not preclude eligible Shareholders from attending the AGM should they so wish.

The vote of the Shareholders at the AGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

In order to determine the Shareholders who are eligible to attend and vote at the AGM, the register of members of the H Shares of the Company will be closed from Friday, 18 June 2021 to Friday, 25 June 2021 (both days inclusive). In order to qualify for attending the AGM, all transfer documents of the H Shares together with the relevant share certificates must have been lodged with the Company's branch share registrar and transfer office 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 Thursday, 17 June 2021 for registration.

The record date for such purposes is Thursday, 17 June 2021. Shareholders whose names appeared on the register of members of the Company as at the close of business on Thursday, 17 June 2021 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 17 June 2021) are entitled to attend the AGM and to vote in respect of all resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that all resolutions to be proposed at the AGM 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 AGM as set out in the notice of the AGM.

Yours faithfully,

By order of the Board

**Hisense Home Appliances Group Co., Ltd.**

**Tang Ye Guo**

*Chairman*

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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The biographical details of the Director candidates proposed to be appointed at the AGM are set out as follows:–

### **(1) Mr. Jia Shao Qian**

Mr. Jia Shao Qian, aged 48, Master of Management, served successively as the vice president and the president of the Company. Mr. Jia serves as the director and the president of Hisense Holdings, the director of Hisense Air-Conditioning and a Director.

As at the Latest Practicable Date, Mr. Jia was interested in 404,360 A Shares (representing approximately 0.030% of the total issued share capital of the Company and approximately 0.045% of the total issued A Shares as at the Latest Practicable Date)

Save as disclosed above, as at the Latest Practicable Date, Mr. Jia did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Jia is appointed as an executive Director at the AGM, Mr. Jia will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Jia will not receive any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Jia that needs to be brought to the attention of the Shareholders.

### **(2) Mr. Lin Lan**

Mr. Lin Lan, aged 63, Doctor of Mechanical Engineering, served as the vice-president of the Company. Mr. Lin has been the director of Hisense Holdings, the director of Hisense Visual Technology and a Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lin did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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If Mr. Lin is appointed as an executive Director at the AGM, Mr. Lin will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Lin will not receive any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Lin that needs to be brought to the attention of the Shareholders.

### **(3) Mr. Dai Hui Zhong**

Mr. Dai Hui Zhong, aged 55, Bachelor degree, served successively as the general manager of Hisense Electric Co., Ltd. and the president of the Company. Mr. Dai has been the senior vice-president of Hisense Holdings, the director of Hisense Visual Technology and a Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Dai did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Dai is appointed as an executive Director at the AGM, Mr. Dai will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Dai will not receive any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Dai that needs to be brought to the attention of the Shareholders.

### **(4) Mr. Duan Yue Bin**

Mr. Duan Yue Bin, aged 40, Bachelor of Engineering and Management, was the general manager assistant and vice-general manager of Hisense (Shandong) Refrigerator Ltd.\* (海信 (山東) 冰箱有限公司). Mr. Duan serves as the Chairman of Hisense Air-Conditioning, a Director and the president of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Duan did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors,

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Duan is appointed as an executive Director at the AGM, Mr. Duan will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Duan will not receive any remuneration as a Director. Mr. Duan receives a basic annual remuneration of RMB2,400,000 (before taxation) in his capacity as the president of the Company, as determined by the Board with reference to the business scale of the Company and the market level of remuneration of similar position.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Duan that needs to be brought to the attention of the Shareholders.

### **(5) Mr. Fei Li Cheng**

Mr. Fei Li Cheng, aged 57, served successively the manager of a branch of Qingdao Television Factory\* (青島電視機廠), the general manager of Qingdao Micro-electromechanical Factory\* (青島微電機廠), the deputy general manager of Qingdao Hisense Digital, Audio and Video Co., Ltd.\* (青島海信數字音像有限公司) and the general manager of Qingdao Hisense Mould Co., Ltd\* (青島海信模具有限公司). Mr. Fei serves as the chief supervisor of Hisense Holdings, the director of Hisense Air-Conditioning, the director of the Company and the general manager of Hisense Hitachi.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fei did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Fei is appointed as an executive Director at the AGM, Mr. Fei will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Fei will not receive any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Fei that needs to be brought to the attention of the Shareholders.

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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### (6) Mr. Xia Zhang Zhua

Mr. Xia Zhang Zhua, aged 43, holds a Bachelor's degree in Engineering. He was a senior engineer of Huawei Technologies Co., Ltd.\* (華為技術有限公司) and the director, assistant general manager and deputy general manager of the research and development centre of Qingdao Hisense Media Network Technology Co., Ltd.\* (青島海信傳媒網絡技術有限公司). From September 2016 to January 2021, he served as the deputy general manager of VIDAA Technology Co., Ltd.\* (聚好看科技股份有限公司).

Save as disclosed above, as at the Latest Practicable Date, Mr. Xia did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Xia is appointed as an executive Director at the AGM, Mr. Xia will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Xia will not receive any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Xia that needs to be brought to the attention of the Shareholders.

### (7) Mr. Ma Jin Quan

Mr. Ma Jin Quan, aged 78, senior engineer, served successively the executive deputy factory director of Shanxi Color Picture Tube Plant\* (陝西彩色顯像管總廠), the executive deputy general manager of IRICO Group Corporation\* (彩虹集團公司), the factory director of Huanghe Machinery Plant\* (黃河機器製造廠), the chairman and general manager of Huanghe Mechanical and Electrical Joint Stock Company Limited\* (黃河機電股份有限公司), and the director and general manager of IRICO Group Corporation\* (彩虹集團公司), the external director of Panzhihua Iron & Steel (Group) Corporation\* (攀枝花鋼鐵 (集團) 公司), the independent director of China XD Electric Co., Ltd.\* (中國西電電氣股份有限公司) (listed on the Shanghai Stock Exchange), the independent director of Hisense Electric Co., Ltd., and the independent director of Xi'an Future International Information Co., Ltd.\* (西安未來國際信息股份有限公司) (listed on the New Third Board (新三版)). Mr. Ma serves as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors,

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Ma is appointed as an independent non-executive Director at the AGM, Mr. Ma will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Ma will be entitled to an annual remuneration of RMB140,000 (before taxation) from the Company as an independent non-executive Director, as determined by the remuneration and appraisal committee of the Board with reference to the business scale of the Company and the remuneration level of independent non-executive directors of other listed companies.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Ma that needs to be brought to the attention of the Shareholders.

### **(8) Mr. Zhong Geng Shen**

Mr. Zhong Geng Shen, aged 60, Doctor of Management of Nankai University, served as an associate professor at the School of Economics and the School of Management of Shandong University, engaged in postdoctoral work at Inspur Group. He currently serves as a professor at the School of Management and the department head of Business Administration of Shandong University, an executive director of Chinese Enterprise Management Research Association, a member of Shandong enterprises credit rating experts committee of the People's Bank of China\* (中國人民銀行山東企業資信評級專家委員會) and secretary general of Shandong Provincial Comparative Management Research Association\* (山東省比較管理研究會). He serves as an independent director of Shandong Publishing & Media Co., Ltd. (a company listed on the Shanghai Stock Exchange) and an independent director of Shandong Yishui Rural Commercial Co., Ltd.\* (山東沂水農村商業銀行股份有限公司). Mr. Zhong serves as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Zhong is appointed as an independent non-executive Director at the AGM, Mr. Zhong will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Zhong will be entitled to an annual remuneration of RMB140,000 (before taxation) from the Company as the independent

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## APPENDIX I BIOGRAPHICAL DETAILS OF DIRECTOR CANDIDATES

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non-executive Director, as determined by the remuneration and appraisal committee of the Board with reference to the business scale of the Company and the remuneration level of independent non-executive directors of other listed companies.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Zhong that needs to be brought to the attention of the Shareholders.

### **(9) Mr. Cheung Sai Kit**

Mr. Cheung Sai Kit, aged 49, Certified Public Accountant in Hong Kong and a member of CPA Australia, He had served as the senior audit manager at BDO Limited and KPMG successively. He served as the executive director of BDO Limited and a counsellor of Moore Stephens CPA Limited. He has been an executive director of Moore Stephens CPA Limited. Mr. Cheung serves as an independent non-executive Director.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Cheung is appointed as an independent non-executive Director at the AGM, Mr. Cheung will enter into a director's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the Board (that is, 24 June 2024). During his term of office, Mr. Cheung will be entitled to an annual remuneration of RMB240,000 (before taxation) from the Company as an independent non-executive Director, as determined by the remuneration and appraisal committee of the Board with reference to the business scale of the Company and the remuneration level of independent non-executive directors of other listed companies.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Cheung that needs to be brought to the attention of the Shareholders.

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## APPENDIX II BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

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The biographical details of the supervisor candidates proposed to be appointed at the AGM are set out as follows:–

### **(1) Mr. Liu Zhen Shun**

Mr. Liu Zhen Shun, aged 51, Bachelor degree, served successively as the head of the legal affairs department, the general manager of legal and intellectual properties department and the deputy secretary of Hisense Company Limited (海信集團有限公司). He serves as the general manager of legal and intellectual properties department and the Secretary of Committee for Discipline Inspection of Hisense Holdings. He serves as the chairman of the Supervisory Committee of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Liu is appointed as an supervisor at the AGM, Mr. Liu will enter into a supervisor's service contract with the Company and his tenure will commence from the date of the AGM until the end of the eleventh session of the supervisory of the Company (that is, 24 June 2024). During his term of office, Mr. Liu will not receive any remuneration as a supervisor.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Liu that needs to be brought to the attention of the Shareholders.

### **(2) Ms. Sun Jia Hui**

Ms. Sun Jia Hui, aged 32, Master of Management of Shandong University, served successively as an accounting assistant of TMF GROUP, an auditor manager of Baker Tilly China Certified Public Accountants, the audit supervisor and the head of business analysis of Hisense Company Limited (海信集團有限公司). She served as the vice-general manager of finance and operation management department of Hisense Visual Technology from January 2019 to June 2020 and served as the head of operation management department under the finance and operation management department of Hisense Company Limited (海信集團有限公司) from June 2020 to January 2021. She has been the vice-general manager of finance and operation management department of Hisense Holdings since January 2021.

Save as disclosed above, as at the Latest Practicable Date, Ms. Sun did not hold any directorships in any other listed companies in the last three years, and was not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors,

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## APPENDIX II BIOGRAPHICAL DETAILS OF SUPERVISOR CANDIDATES

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senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Ms. Sun is appointed as an supervisor at the AGM, Ms. Sun will enter into a supervisor's service contract with the Company and her tenure will commence from the date of the AGM until the end of the eleventh session of the supervisory of the Company (that is, 24 June 2024). During her term of office, Ms. Sun will not receive any remuneration as a supervisor.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2) (h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Ms. Sun that needs to be brought to the attention of the Shareholders.

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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# Hisense 海信家電

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)

### NOTICE OF 2020 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2020 annual general meeting (the “AGM”) of Hisense Home Appliances Group Co., Ltd. (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 Friday, 25 June 2021 at 3:00 p.m. or any adjournment of such meeting for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors of the Company (the “Board”) for the year ended 31 December 2020<sup>(8)</sup>.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2020<sup>(8)</sup>.
3. To consider and approve the 2020 annual report of the Company and its summary<sup>(8)</sup>.
4. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2020<sup>(8)</sup>.
5. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2020<sup>(9)</sup>.
6. To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditor of the Company for the ensuing year and to authorise the Board to fix its remuneration<sup>(11)</sup>.
7. To consider and approve the Company’s Special Report on the Commencement of Foreign Exchange Derivatives Business for the year 2021<sup>(12)</sup>.
8. To consider and approve the resolution on entrusted wealth management of idle self-owned funds of the Company<sup>(13)</sup>.
9. To consider and approve the resolution to purchase liability insurance for the directors and the members of the senior management of the Company and to authorise the Board to handle the relevant matters<sup>(14)</sup>.

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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10. To consider and approve the resolutions on the election of the executive directors election of the eleventh session of the Board:
  - 10.1. To elect Mr. Jia Shao Qian as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 10.2. To elect Mr. Lin Lan as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 10.3. To elect Mr. Dai Hui Zhong as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 10.4. To elect Mr. Duan Yue Bin as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 10.5. To elect Mr. Fei Li Cheng as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 10.6. To elect Mr. Xia Zhang Zhua as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
11. To consider and approve the resolutions on the election of the independent non-executive directors of the eleventh session of the board of directors of the Company:
  - 11.1. To elect Mr. Ma Jin Quan as an independent non-executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 11.2. To elect Mr. Zhong Geng Shen as an independent non-executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 11.3. To elect Mr. Cheung Sai Kit as an independent non-executive director of the eleventh session of the Board and to fix the level of his remuneration.
12. To consider and approve the resolutions on the election of the shareholder representative supervisors of the eleventh session of the supervisory committee of the Company:
  - 12.1 To elect Mr. Liu Zhen Shun as a shareholder representative supervisor of the eleventh session of the supervisory committee of the Company and to fix the level of his remuneration.

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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12.2 To elect Ms. Sun Jia Hui as a shareholder representative supervisor of the eleventh session of the supervisory committee of the Company and to fix the level of her remuneration.

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

Foshan City, Guangdong, the PRC, 2 June 2021

*Notes:*

- (1) Holders of the H shares of the Company intending to attend the AGM shall return the accompanying reply slip in writing to the registered office of the Company during hours between 8:30 a.m. and 11:00 a.m. or 1:30 p.m. and 4:30 p.m. on every business day on or before Monday, 21 June 2021. To qualify for attendance at the AGM, all transfers of the H shares of the Company together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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 Thursday, 17 June 2021 for registration. The record date for such purposes is Thursday, 17 June 2021.
- (2) Shareholders who are entitled to attend and vote at the AGM 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 the H shares of the Company whose names appear on the register of members of the Company as at the close of business on Thursday, 17 June 2021 (including holders of the H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 17 June 2021) will be entitled to attend the AGM. The register of members of the Company will be closed from Friday, 18 June 2021 to Friday, 25 June 2021 (both days inclusive).
- (4) To be valid, the 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 and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding the AGM or any adjournment of such meeting (as the case may be).
- (5) In order to determine the shareholders of the Company who are entitled to receive the dividend, the register of members of the H shares of the Company will be closed from Friday, 2 July 2021 to Friday, 9 July 2021 (both days inclusive). Holders of the H shares of the Company whose names appear on the register of members of the H shares of the Company on Friday, 9 July 2021 are entitled to receive the dividend. Holders of the H shares of the Company who wish to receive the dividend shall submit transfer forms together with the relevant share certificate(s) to the Company's branch share registrar and transfer office 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 Wednesday, 30 June 2021. The record date for such purposes is Friday, 9 July 2021.
- (6) In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 [hxjd.hisense.cn](http://hxjd.hisense.cn) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after conclusion of the AGM.

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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(7) 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: (86) 757 2836 1055  
Contact person: Ms. Zhou Xin

(8) Please refer to the 2020 annual report of the Company for information relating to the reports as referred to in the ordinary resolutions numbered 1, 2, 3 and 4 in this notice.

(9) The profit distribution proposal of the Company for the year ended 31 December 2020 referred to in the ordinary resolution numbered 5 in this notice is as follows:

As audited by ShineWing Certified Public Accountants LLP, the net profit attributable to the shareholders of the Company (recognised in parent company) for the year ended 31 December 2020 is RMB605,670,237.97. Pursuant to the relevant requirements of the Articles of Association of the Company, RMB60,567,023.80 is allocated to the statutory common reserve fund; undistributed profits at the beginning of the year 2020 of RMB2,395,012,858.11 is added; and the distributed profits of RMB538,276,521.15 is deducted. The actual distributable profits is RMB2,401,839,551.13.

The profit distribution proposal of the Company for the year ended 31 December 2020 is as follows:

The payment of a cash dividend of RMB3.47 (tax inclusive) per 10 shares held by all shareholders on the basis of the total number of 1,362,725,370 shares of the Company as at 31 December 2020, without bonus issue and not to issue shares by way of conversion of capital reserve. The total amount of cash dividend to be distributed will be RMB472,865,703.39. The remaining undistributed profits will be retained for distribution in the following year.

If, during the period after the Board has approved the profit distribution plan until the implementation of the profit distribution plan, the Company's total share capital is changed, the distribution proportion will be re-ascertained based on the latest total share capital in accordance with the principle of "the total amount of cash dividend to be distributed remaining the same".

(10) Withholding and payment of dividend income tax

Pursuant to the provisions of the Corporate Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and the Implementing Regulations of the Corporate Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》), with effect from 1 January 2008, any PRC domestic enterprise shall withhold the corporate income tax when distributing dividends payable to the shareholders being non-resident enterprises (i.e. legal persons) for accounting periods starting from 1 January 2008, and the payer of the dividends shall serve as the withholding agent. The Company will strictly abide by the law and identify all shareholders who are subject to the withholding and payment of corporate income tax based on the register of members of the H shares of the Company as at the record date in respect of the distribution of dividends and shall distribute the relevant dividends after deducting corporate income tax of 10% to non-resident enterprise shareholders (as defined under the Enterprise Income Tax Law (《企業所得稅法》), including HKSCC Nominees Limited, other corporate nominees or trustees, or other organisations or entities) whose names appear on the register of members of the H shares of the Company.

After receiving the dividends, a non-resident enterprise may apply to the relevant tax authorities for enjoying treatment of taxation treaties (arrangement) in person or through appointed agent or through a person who has obligation to withhold or pay dividend, and provide information to prove that it is an actual beneficiary conforming with the requirement(s) of taxation treaties (arrangement). After the relevant tax authorities have verified that there is no error, it shall refund tax with reference to the tax levied and the difference in the amount of tax payable calculated at the tax rate under the taxation treaties (arrangement).

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## NOTICE OF 2020 ANNUAL GENERAL MEETING

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Pursuant to the requirements of “Notice of the Ministry of Finance and the State Administration of Taxation on Certain Policies Regarding Individual Income Tax (Cai Shui Zi [1994]020)” (財政部、國家稅務總局關於個人所得稅若干政策問題的通知(財稅字[1994]020號)), foreign individuals are exempted from individual income tax on dividends and bonus received from foreign-invested enterprises in the PRC. As the Company is a foreign-invested joint stock limited company, the individual shareholders who hold the H shares of the Company and whose names appear on the register of members of the H shares of the Company are not required to pay the individual income tax of the PRC.

Shareholders and investors should read the contents of this notice carefully. Shareholders are recommended to consult their tax advisers regarding PRC, Hong Kong and other tax implications arising from their holding and disposal of the H shares of the Company. The Company has no obligation and shall not be responsible for confirming the identities of the shareholders. The Company will withhold and pay the enterprise income tax in strict compliance with the relevant laws or requirements of the relevant government authorities and based strictly on the register of members of the H shares of the Company on the record date. The Company shall owe no liability whatsoever in respect of, and will not entertain any request arising from, any delay in ascertaining the identity of the shareholders, or the inaccurate determination of the identity of the shareholders, or any disputes over the mechanism of withholding and paying of the enterprise income tax.

- (11) In relation to the ordinary resolution numbered 6 in this notice, the Company intends to re-appoint ShineWing Certified Public Accountants LLP as the auditor of the Company for the ensuing year to audit the financial report and internal control of the Company.
- (12) For the purpose of the ordinary resolution numbered 7 in this notice, the product range of the Company's proposed foreign exchange derivative business in 2021 is a combination of forward exchange settlements, foreign exchange purchases and related business and other foreign exchange derivative transactions, etc., with the balance of the foreign exchange derivative business not exceeding US\$1 billion.
- (13) 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 8 in this notice is contained in the announcement on entrusted wealth management of idle self-owned funds published by the Company on 30 March 2021.
- (14) In relation to the ordinary resolution numbered 9 in this notice, the Company intends to purchase “director and senior management liability insurance” for the directors and the members of the senior management of the Company, and it is agreed that the Company will enter into insurance contract of insurance premium not exceeding RMB100,000 for a term of one year.
- (15) References to time and dates in this notice are to Hong Kong time and dates.
- (16) 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.

*As at the date of this notice, the Company's executive directors are Mr. Tang Ye Guo, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Duan Yue Bin and Mr. Fei Li Cheng; and the Company's independent non-executive directors are Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit.*