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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)*

#### **(1) EXEMPT FINANCIAL ASSISTANCE; AND (2) NOTICE OF THE 2021 THIRD EGM**

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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 8 of this circular.

A notice of the EGM to be held on Friday, 17 September 2021 at 3:00 p.m. at the conference room of the Company's head office, No. 8 Ronggang Road, Ronggui Street, Shunde District, Foshan City, Guangdong Province, the PRC, is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM and a reply slip are enclosed and are also published on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<http://hxjd.hisense.cn>). Whether or not you intend to attend the EGM, 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 EGM 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 EGM 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:*

“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
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2021 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 Friday, 17 September 2021 at 3:00 p.m.
“Group”	the Company and its subsidiaries
“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 a subsidiary of Hisense Holding, which holds approximately 37.92% of the issued shares of the Company as at the Latest Practicable Date
“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 Hong Kong”	Hisense (Hong Kong) Company Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of Hisense Holdings, which holds approximately 9.13% of the issued shares of the Company as at the Latest Practicable Date

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Independent Shareholders”	in respect of the Loan Agreement, Shareholders other than Hisense Holdings and its associates and other Shareholders which are required to abstain from voting in relation to the Loan Agreement under the Shenzhen Listing Rules
“Latest Practicable Date”	24 August 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“LIBOR”	the London Interbank Offered Rate
“Loan Agreement”	the loan agreement dated 30 August 2021 entered into between the Company and Hisense Holdings in relation to the provision of loan by Hisense Holdings to the Company
“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)
“Shenzhen Listing Rules”	the Rules Governing Listing of Securities on the Shenzhen Stock Exchange
“US\$” or “US dollars”	the United States dollars, the lawful currency of the United States
“%”	per cent

*English translations of the 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.*

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Duan Yue Bin  
Mr. Jia Shao Qian  
Mr. Lin Lan  
Mr. Dai Hui Zhong  
Mr. Fei Li Cheng  
Mr. Xia Zhang Zhua

*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

30 August 2021

*To the Shareholders*

Dear Sir or Madam,

**(1) EXEMPT FINANCIAL ASSISTANCE;  
AND  
(2) NOTICE OF THE 2021 THIRD EGM**

**INTRODUCTION**

The purpose of this circular is to provide you with information in relation to, among others, (i) the exempt financial assistance; and (ii) the notice of the 2021 third EGM.

**I. EXEMPT FINANCIAL ASSISTANCE**

On 30 August 2021, the Company as the borrower and Hisense Holdings as the lender entered into the Loan Agreement pursuant to which Hisense Holdings has agreed to provide a revolving loan to the Company up to a daily outstanding amount of US\$500 million (inclusive of interest) or the equivalent amount in other currencies.

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## LETTER FROM THE BOARD

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### **The Loan Agreement**

Date:	30 August 2021
Parties:	The Company as the borrower, Hisense Holdings as the lender
<p>Each of the Company and Hisense Holdings shall be entitled to authorise its subsidiaries (under this agreement, Hisense Holdings subsidiaries do not include Hisense Finance Co., Ltd.* (海信集團財務有限公司), the connected transactions between the Company and Hisense Finance Co., Ltd. are carried out in accordance with the Financial Services Agreement signed by both parties) to take up its rights and obligations and perform under the Loan Agreement.</p>	
Subject matter:	A revolving loan up to a daily outstanding amount of US\$500 million (inclusive of interest) or the equivalent amount in other currencies. The Loan Agreement does not restrict the Group from obtaining loans from other financial institutions.
Interest:	The interest rate per annum shall not exceed the interest rate of three-month LIBOR of US dollars plus 1.35%. If the principal amount of the loan is in other currency, the parties shall refer to the interest rate of the US dollars and negotiate the corresponding interest rate of such currency.
	The interest starts accruing from the date of drawdown.
Term:	Two years commencing from the date of approval of the Loan Agreement by the Independent Shareholders at the EGM.
Drawdown:	One-off or in multiple tranches.
Repayment:	One-off at the end of the term or early repayment in tranches.
Security:	No security or collateral is provided.

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Company and Hisense Holdings. The interest rate is determined with reference to the prevailing interest rates prescribed by other commercial banks providing similar loans and shall not be higher than interest rates offered by other commercial banks for similar loans.

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## LETTER FROM THE BOARD

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### Information on the Company and Hisense Holdings

#### *The Company*

The Company and its subsidiaries are principally engaged in research and development, manufacturing and marketing of electrical products such as refrigerators, household air-conditioners, central air-conditioners, freezers, washing machines, kitchen appliances, etc. The Company completed the merger of Sanden Holdings Corporation to expand into the automotive air conditioning compressor and automotive air conditioning industries in May 2021.

#### *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, is the controlling shareholder of the Company. Its principal activities are import and export of technology; import and export of goods; real estate development and operation; medical services; catering services; investment activities with own funds; asset management services for investment with own funds; research and development of household appliances; manufacture of household appliances; sale of household appliances; installation services for household appliances; repair of daily-use appliances; manufacture of refrigeration and air-conditioning equipment; sale of refrigeration and air-conditioning equipment; manufacture of telecommunication equipment; sale of telecommunication equipment; manufacture of network equipment; sale of network equipment; application system integration services for artificial intelligence industry; information system integration services; specialized equipment manufacturing; research and development of automotive parts; manufacture of automotive parts and accessories; intelligent vehicle equipment manufacturing; intelligent vehicle equipment sales; network equipment manufacturing; network equipment sales; software development; educational consulting services; conference and exhibition services; leisure and tourism activities; property management; non-residential real estate leasing; residential leasing; machinery and equipment leasing; automobile leasing; catering management; parking services. Hisense Holdings has no actual controller.

### Reasons for and benefits of the Loan Agreement

In view of the needs of the overseas business of the Group, the Group requires channels for overseas fund raising. At the same time, lower overseas financing costs are used to improve the efficiency of the company's capital use. The terms of the Loan Agreement are on normal commercial terms or better and no more favourable than independent third parties. The Board considers that the terms of the Loan Agreement are on normal commercial terms or better, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

### Implications under the Hong Kong Listing Rules and the Shenzhen Listing Rules

As at the Latest Practicable Date, Hisense Holdings is the controlling shareholder of the Company and a connected person of the Company. Accordingly, the Loan Agreement and the transactions contemplated thereunder constitute financial assistance to be received by the

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## LETTER FROM THE BOARD

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Group from a connected person under Chapter 14A of the Hong Kong Listing Rules. However, since the Loan Agreement and the transactions contemplated thereunder are conducted on normal commercial terms or better and are not secured by the assets of the Group, the Loan Agreement and the transactions contemplated thereunder are exempt from reporting, announcement and independent Shareholders' approval requirements under Rule 14A.90 of the Hong Kong Listing Rules.

Hisense Holdings is a connected person of the Company under Item (1) of Rule 10.1.3 of the Shenzhen Listing Rules. Therefore, the Loan Agreement constitute connected transactions of the Company under the Shenzhen Listing Rules and are subject to the approval by the Independent Shareholders at the EGM pursuant to the requirements under the Shenzhen Listing Rules.

In view of Hisense Holdings' interest in the Loan Agreement, Hisense Holdings and its associates will abstain from voting on the relevant resolution at the EGM. As such, Hisense Air-Conditioning and Hisense Hong Kong will abstain from voting on the relevant resolution at the EGM.

### **General**

Mr. Duan Yue Bin, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong and Mr. Fei Li Cheng, as connected directors, have abstained from voting on the relevant resolution:

- (a) Mr. Duan Yue Bin is the chairman of Hisense Air-Conditioning;
- (b) Mr. Jia Shao Qian is a director and the president of Hisense Holdings and a director of Hisense Air-Conditioning;
- (c) Mr. Lin Lan is a director of Hisense Holdings;
- (d) Mr. Dai Hui Zhong is the senior vice-president of Hisense Holdings; and
- (e) Mr. Fei Li Cheng is the director of Hisense Air-Conditioning.

### **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 Friday, 17 September 2021, at which resolution will be proposed for the Independent Shareholders to consider and, if thought fit, approve, among other things, the proposal on the Company's loan from Hisense Group Holdings Co., Ltd.

The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM and a reply slip are enclosed with this circular. The notice of the EGM, the proxy form and the reply slip are also published on the websites of the Hong Kong Stock Exchange (<https://www.hkexnews.hk>) and the Company (<https://hxjd.hisense.cn>).

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## LETTER FROM THE BOARD

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Whether or not you intend to attend the EGM, 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 EGM 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 EGM 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 EGM 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 Tuesday, 14 September 2021. Failure to complete or return the reply slip will not preclude eligible Shareholders from attending the EGM should they so wish.

The vote of the Shareholders at the EGM 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 Hong Kong Listing Rules.

In order to determine the Shareholders who are eligible to attend and vote at the EGM, the register of members of the H Shares of the Company will be closed from Wednesday, 15 September 2021 to Friday, 17 September 2021 (both days inclusive). In order to qualify for attending the EGM, 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 Tuesday, 14 September 2021 for registration.

The record date for such purposes is Tuesday, 14 September 2021. Shareholders whose names appeared on the register of members of the Company as at the close of business on Tuesday, 14 September 2021 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Tuesday, 14 September 2021) are entitled to attend the EGM and to vote in respect of the resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that resolution to be proposed at the EGM is 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 resolution to be proposed at the EGM as set out in the notice of the EGM.

Yours faithfully,

By order of the Board

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

**Duan Yue Bin**

*Chairman*

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## NOTICE OF THE 2021 THIRD EGM

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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 THE 2021 THIRD EGM

**NOTICE IS HEREBY GIVEN** that the 2021 third extraordinary general meeting (the "EGM") of the Company will be held at the conference room of the Company's head office, No. 8 Ronggang Road, Ronggui Street, Shunde District, Foshan City, Guangdong Province, the People's Republic of China (the "PRC") on Friday, 17 September 2021 at 3:00 p.m. or any adjournment of such meeting to consider and, if thought fit, pass the following resolution, with or without modification, as ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. To consider and approve the proposal on the Company's loan from Hisense Group Holdings Co., Ltd.

By order of the Board of  
**Hisense Home Appliances Group Co., Ltd.**  
**Duan Yue Bin**  
*Chairman*

Foshan City, Guangdong, the PRC, 30 August 2021

*Notes:*

- (1) Words and expressions that are not expressly defined in this notice shall bear the same meanings as those defined in the Circular.
- (2) Holders of H shares of the Company intending to attend the EGM 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., 1:30 p.m. and 4:30 p.m. on every business day on or before Tuesday, 14 September 2021. To qualify for attendance at the EGM, all transfers of 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 Tuesday, 14 September 2021 for registration.
- (3) 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.
- (4) Holders of H shares of the Company whose names appear on the register of members of the Company as at the close of business on Tuesday, 14 September 2021 (including holders of H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Tuesday, 14 September 2021) will be entitled to attend the EGM. The register of members of the Company will be closed from Wednesday, 15 September 2021 to Friday, 17 September 2021 (both days inclusive).

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## NOTICE OF THE 2021 THIRD EGM

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- (5) 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 EGM or any adjournment of such meeting (as the case may be).
- (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 resolution 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 <https://hxjd.hisense.cn> and the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> after the conclusion of the EGM.
- (7) Information relating to the ordinary resolution in the notice of EGM is contained in the announcement on exempt financial assistance published by the Company on 30 August 2021. The board of directors is of the opinion that the ordinary resolution as set out in the notice of EGM is in the best interests of the Company and its shareholders as a whole, and thus recommends the shareholders to vote in favour of such resolution.
- (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 2570  
Fax: (85) 757 2836 1055  
Contact person: Ms. Zhou Xin

- (9) References to time and dates in this notice are to Hong Kong time and dates.
- (10) The English version of the proposed resolution 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. Duan Yue Bin, Mr. Jia Shao Qian, Mr. Lin Lan, Mr. Dai Hui Zhong, Mr. Fei Li Cheng and Mr. Xia Zhang Zhua; and the Company's independent non-executive directors are Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit.*