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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) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING;**
- (3) PROPOSED SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2022-2024); AND**
- (4) NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

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 19 of this circular.

A notice of the AGM to be held on Friday, 24 June 2022 at 3:00 p.m. at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong 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

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

“AGM”	the 2021 annual general meeting of the Company to be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shangdong Province, the PRC on Friday, 24 June 2022 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
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China
“Rules of Procedures for the Shareholders’ General Meeting”	the rules of procedures for the shareholders’ general meeting of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“Securities Law”	the Securities Law of the PRC

DEFINITIONS

“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)

“%” 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. Dai Hui Zhong
Mr. Lin Lan
Mr. Jia Shao Qian
Mr. Fei Li Cheng
Mr. Xia Zhang Zhua
Ms. Gao Yu Ling

Registered office:

No. 8 Ronggang Road
Ronggui, Shunde
Foshan
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 3101-3105
Singga Commercial Centre
No. 148 Connaught Road West
Hong Kong

27 May 2022

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING;**
- (3) PROPOSED SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2022-2024); AND**
- (4) NOTICE OF THE 2021 ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions in relation to, among others: the (i) proposed amendments to the Articles of Association; (ii) proposed amendments to the Rules of Procedures for the Shareholders' General Meeting; (iii) proposed Shareholders' Return Plan for the Next Three Years (2022-2024); and (iv) notice of the 2021 AGM.

1. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the newly revised “Guidelines on the Articles of Association of Listed Companies” (《上市公司章程指引》), the “Rules on General Meetings of Shareholders of Listed Companies” (《上市公司股東大會股則》) and the relevant provisions of the Listing Rules, and

LETTER FROM THE BOARD

taking into account the actual situation of the Company, the Board proposes to amend the provisions of the existing Articles of Association. Save for the proposed amendments to the Articles of Association set out below, other provisions in the Articles of Association remain unchanged. Details of the proposed amendments are as follows:

Existing Articles	Revised Articles
<p>Article 2.1</p> <p><u><i>The Company's business objectives are:</i></u></p> <p><u><i>To utilize both domestic and foreign social capital to develop the manufacturing of household electrical appliances including refrigerators and air-conditioners; to streamline the relationship of corporate property ownership so as to constitute a diversified and detailed property structure; to increase the corporate vitality and competitiveness; to develop both domestic and international markets and to increase economic efficiency so as to maximize the return on investments for all shareholders.</i></u></p>	<p>Article 2.1</p> <p><u><i>The Company's business objectives:</i></u></p> <p><u><i>Committed to technological innovation, with intelligent upgrading of household appliances as the core, leading a new life of intelligence and making millions of families happy with high-quality products and services. Forming a diversified industrial structure with household appliances, commercial air-conditioning, automobile air-conditioning and home appliance supporting facilities, to promote the research and development and manufacturing of various industries, to open up domestic and foreign markets, to enhance vitality and competitiveness of the enterprise so as to maximize the return on investments for all shareholders.</i></u></p>

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Existing Articles	Revised Articles
<p>Article 2.2</p> <p><u><i>The business scope of the Company:</i></u></p> <p><u><i>Development and manufacturing of household electrical appliances such as refrigerators, domestic and overseas sales of products and provision of after-sale services, transportation of own products.</i></u></p> <p>The business scope of the Company is subject to the same being approved by the industry and commerce administration authorities. The Company may, upon approval by the examination and approval authorities, timely adjust its business scope and mode of operation and establish branches in the PRC and overseas, based on changes in market conditions and its own business needs.</p>	<p>Article 2.2</p> <p><u><i>The business scope of the Company:</i></u></p> <p><u><i>Provide whole-house intelligent solutions and related products based on smart living scenarios, including refrigerators, air conditioners, washing machines, freezers, kitchen and bathroom appliances, environmental appliances and other household appliances, as well as the development and manufacture of commercial air conditioning, commercial cold chains, medical cold chains, special air conditioning, automotive air conditioning and complete vehicle thermal management systems; manufacturing of home appliance supporting facilities, design and manufacturing of mould; domestic and overseas sales of products and provision of after-sale services; transportation of own products.</i></u></p> <p>The business scope of the Company is subject to the same being approved by the industry and commerce administration authorities. The Company may, upon approval by the examination and approval authorities, timely adjust its business scope and mode of operation and establish branches in the PRC and overseas, based on changes in market conditions and its own business needs.</p>

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Existing Articles	Revised Articles
<p>Article 3.12</p> <p>If shareholders holding 5% or more of the domestic shares (with voting right) of the Company sell their shares within six (6) months from the date where such shares are acquired, or purchase shares within six (6) months from the date where such shares are disposed of, any profit deriving therefrom shall belong to the Company.</p> <p>The preceding paragraph is applicable to the Directors, supervisors, presidents and other senior officers of the Company who hold 5% or more of the domestic shares (with voting right) of the Company.</p>	<p>Article 3.12</p> <p>If shareholders holding 5% or more of the domestic shares (with voting right) of the Company sell their shares within six (6) months from the date where such shares are acquired, or purchase shares within six (6) months from the date where such shares are disposed of, any profit deriving therefrom shall belong to the Company.</p> <p>The preceding paragraph is applicable to the Directors, supervisors, presidents and other senior officers of the Company who hold 5% or more of the domestic shares (with voting right) of the Company.</p> <p><i>For the purpose of the preceding paragraph in this Article, the shares or other equity securities held by the Directors, supervisors, presidents and other senior officers of the Company include the shares or other equity securities held by his or her spouse, parents, or children, or held by using other persons' accounts.</i></p>

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Existing Articles	Revised Articles
<p>Article 4.4</p> <p>The Company may, in accordance with law, administrative regulations and these Articles of Association, repurchase its issued shares under the following circumstances:</p> <p>.....</p> <p>(3) utilising its shares in the employee share ownership plan or as share incentive;</p> <p>.....</p> <p>(5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the safeguard of the value of the Company and the interests of its shareholders;</p> <p>.....</p> <p>Any purchase by the Company of its own shares under the circumstances as required in (1) and (2) shall be resolved at a shareholders' general meeting; <u>any purchase by the Company of its own shares under the circumstances as required in (3), (5) and (6) shall, after obtaining the authorization of the shareholders' general meeting, be approved by a resolution of the Board meeting where over two-thirds of the directors are present.</u></p> <p>.....</p>	<p>Article 4.4</p> <p>The Company may, in accordance with law, administrative regulations and these Articles of Association, repurchase its issued shares under the following circumstances:</p> <p>.....</p> <p>(3) utilising its shares in the employee share ownership plan or as share incentive;</p> <p>.....</p> <p>(5) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company;</p> <p>(6) where it is necessary for the safeguard of the value of the Company and the interests of its shareholders;</p> <p>.....</p> <p>Any purchase by the Company of its own shares under the circumstances as required in (1) and (2) shall be resolved at a shareholders' general meeting; <u>any purchase by the Company of its own shares under the circumstances as required in (3), (5) and (6) shall be approved by a resolution of the Board meeting where over two-thirds of the directors are present.</u></p> <p>.....</p>

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Existing Articles	Revised Articles
<p>Article 6.4</p> <p>The Company shall keep a securities seal in Hong Kong for the authentication of share certificates of H shares. The issuance of the share certificates of H shares by the Company has to be authorized by the Board, and the share certificates shall be signed by the Chairman personally or with the Chairman's signature printed thereon. The share certificates shall take effect after being affixed with the securities seal of the Company. The Company must keep proper custody of its special securities seal and shall not use the same without prior authorization from the Board.</p>	<p><i>Deleting this Article, the subsequent serial number will be postponed.</i></p>
<p>Article 8.3</p> <p>Provision of external guarantee by the Company as set forth below must be approved by the shareholders in a general meeting.</p> <p>(1) the provision of any guarantee after the amount of the external guarantee provided by the Company and its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee after the amount of the external guarantee provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(3) the provision of any guarantee in which the party to be guaranteed has a debt-equity ratio exceeding 70%;</p> <p>(4) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(5) the provision of any guarantee for the shareholders, the persons in actual control and their connected persons.</p>	<p>Article 8.3</p> <p>Provision of external guarantee by the Company as set forth below must be approved by the shareholders in a general meeting.</p> <p>(1) the provision of any guarantee after the amount of the external guarantee provided by the Company and its subsidiaries reaches or exceeds 50% of the latest audited net assets;</p> <p>(2) the provision of any guarantee after the amount of the external guarantee provided by the Company reaches or exceeds 30% of the latest audited total assets;</p> <p>(3) <i>the accumulated guarantee amount within one year of the Company exceeds 30% of the Company's latest audited total assets;</i></p> <p>(4) the provision of any guarantee in which the party to be guaranteed has a debt-equity ratio exceeding 70%;</p> <p>(5) the provision of any single guarantee in which the amount exceeds 10% of the latest audited net assets;</p> <p>(6) the provision of any guarantee for the shareholders, the persons in actual control and their connected persons.</p>

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Existing Articles	Revised Articles
<p>Article 8.16</p> <p><u>The Board, independent directors and shareholders qualified under the relevant regulation may solicit from other shareholders of the Company the rights to vote in a shareholders' general meeting.</u> The solicitation of the rights to vote should be done without consideration, and information should be fully disclosed to the shareholders whose rights to vote are collected.</p> <p>The Company and the person soliciting the rights to vote shall not impose any restriction of minimum shareholding for soliciting voting rights.</p>	<p>Article 8.16</p> <p><u>The Board, independent directors and shareholders holding more than 1% of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of China Securities Regulatory Commission may solicit from other shareholders of the Company the rights to vote in a shareholders' general meeting.</u> The solicitation of the rights to vote should be done without consideration, and information should be fully disclosed to the shareholders whose rights to vote are collected.</p> <p><u>Except for statutory conditions,</u> the Company and the person soliciting the rights to vote shall not impose any restriction of minimum shareholding for soliciting voting rights.</p>
<p>Article 8.23</p> <p>Unless otherwise provided in these Articles of Association, when shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent, and each share carries one vote.</p> <p>When material issues affecting the interests of small to medium investors are considered at the shareholders' general meeting, the votes of the small to medium investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company has no voting right for the shares it holds. The shares held by the Company shall not be counted in the total number of voting shares represented by the shareholders attending the shareholders' general meeting.</p>	<p>Article 8.23</p> <p>Unless otherwise provided in these Articles of Association, when shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent, and each share carries one vote.</p> <p>When material issues affecting the interests of small to medium investors are considered at the shareholders' general meeting, the votes of the small to medium investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company has no voting right for the shares it holds. The shares held by the Company shall not be counted in the total number of voting shares represented by the shareholders attending the shareholders' general meeting.</p> <p><u>If a shareholder buys voting shares of the Company in violation of the provision of the Securities Law on holding 5% of the listed company's shares within a certain period of time shall not be traded, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty-six months after the purchase and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting.</u></p>

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Existing Articles	Revised Articles
Article 8.31 As to each resolution which is voted upon, at least two (2) representatives of shareholders and one (1) supervisor shall participate in counting the votes and the scrutineer shall announce the voting results at the meeting.	Article 8.31 As to each resolution which is voted upon, at least two (2) representatives of shareholders and one (1) supervisor shall participate in counting the votes and the scrutineer shall announce the voting results at the meeting. <u>If any shareholder is related to the matter under consideration, such shareholder and his/her proxy shall not take part in counting the votes or scrutinizing the conduct of the poll.</u>
Article 8.32 <u>Where online voting system is provided to shareholders for a shareholders' general meeting,</u> the voting results shall be announced by the representative of the scrutineer at the meeting <u>only after the scrutineer has consolidated and calculated the voting results for each resolution voted by means of on-the-spot voting, online voting and other means of voting in compliance with the relevant requirements.</u> 	Article 8.32 The voting results shall be announced by the representative of the scrutineer at the meeting <u>only after the scrutineer of the shareholders' general meeting has consolidated and calculated the voting results for each resolution voted by means of on-the-spot voting, online voting and other means of voting in compliance with the relevant requirements.</u>
Article 8.35 The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) <u>the division, merger, dissolution and liquidation of the Company;</u> 	Article 8.35 The following matters shall be resolved by a special resolution at a shareholders' general meeting: (1) the increase or reduction in share capital and the issue of shares of any class, warrants and other similar securities; (2) the issue of debentures of the Company; (3) <u>the division, spin-off, merger, dissolution and liquidation of the Company;</u>

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Existing Articles	Revised Articles
Article 10.13 <p>The Company's president and senior management shall not hold any executive position other than directorship and supervisory position in the controlling shareholder's units. A person who is both a member of the controlling shareholder's senior management as well as a Director or supervisor of the Company shall ensure that he has sufficient time and energy to perform the Company's tasks.</p>	Article 10.13 <p>The Company's president and senior management shall not hold any executive position other than directorship and supervisory position in the controlling shareholder's units. A person who is both a member of the controlling shareholder's senior management as well as a Director or supervisor of the Company shall ensure that he has sufficient time and energy to perform the Company's tasks. <u><i>The senior management of the Company is paid only in the Company and is not paid on behalf of the controlling shareholder.</i></u></p>
Article 10.15 <p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(20) to examine and approve external investment, entering into of material commercial contract, <u><i>entrusted investment and asset acquisition and disposal</i></u> which meet one of the following standards, provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (14) of Article 8.2 or Article 10.16 of the Articles of Association:</p> <p>.....</p>	Article 10.15 <p>The Board is accountable to the shareholders' general meeting and shall exercise the following functions and powers:</p> <p>.....</p> <p>(20) to examine and approve external investment, entering into of material commercial contract, <u><i>entrusted investment, acquisition and disposal of assets and external donations</i></u> which meet one of the following standards, provided that the same shall be examined and approved at a shareholders' general meeting if it meets the condition set out in item (14) of Article 8.2 or Article 10.16 of the Articles of Association:</p> <p>.....</p>
Article 10.20 <p>All Directors should be notified three (3) days before an extraordinary meeting of the Board is held <u><i>by means of delivery in person, telephone, e-mail, facsimile, express courier service, etc</i></u></p>	Article 10.20 <p>All Directors should be notified three (3) days before an extraordinary meeting of the Board is held <u><i>by means of delivery in person, telephone, e-mail, etc.</i></u></p> <p><u><i>For special cases that require the Board to make decisions immediately, convening the extraordinary meeting shall not be subject to the requirements for the form of notice and notification period set out in the preceding paragraph for the sake of the Company's interests.</i></u></p>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
Article 10.23 As long as the Directors can fully express their opinions, an impromptu Board meeting may be held <u>by way of facsimile, during which resolutions may be passed</u> and signed by participating Directors. 	Article 10.23 As long as the Directors can fully express their opinions, an impromptu Board meeting may be held <u>by way of communication, during which resolutions may be passed</u> and signed by participating Directors.
Article 10.45 The major responsibilities of the audit committee include: (1) to supervise and assess external audits; to suggest the appointment or change of external auditing institutions; (2) to supervise and assess internal audits; (3) to be responsible for the coordination between the internal and external audit functions; (4) <u>to examine and approve the financial information of the Company and its disclosure;</u> 	Article 10.45 The major responsibilities of the audit committee include: (1) to supervise and assess external audits; to suggest the appointment or change of external auditing institutions; (2) to supervise and assess internal audits; (3) to be responsible for the coordination between the internal and external audit functions; (4) <u>to review the Company's financial report and express opinions thereon;</u>
Article 12.2 A person shall not act as a president of the Company if there is any circumstance <u>as prescribed by Article 147 or Article 149 of the Company Law</u> . Moreover, a person shall not act as a president of the Company if he has been prohibited from entering into the market by China Securities Regulatory Commission and such prohibition has not been removed.	Article 12.2 A person shall not act as a president of the Company <u>under circumstances as stipulated by laws and administrative regulations</u> . Moreover, a person shall not act as a president of the Company if he has been prohibited from entering into the market by China Securities Regulatory Commission and such prohibition has not been removed.
<i>Newly adding this Article.</i>	Article 13.11 <u>The supervisor shall ensure that the information disclosed by the Company is true, accurate and complete, and shall sign a written confirmation of the periodic report.</u>

LETTER FROM THE BOARD

Existing Articles	Revised Articles
<p>Article 14.1</p> <p>A person shall not serve as a Director, supervisor, president or senior officer of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>(10) <u><i>there exists a circumstance prescribed by Article 147 or Article 149 of the Company Law, or a person who has been prohibited from entering into the market by China Securities Regulatory Commission and such prohibition has not been lifted, or a person who has been declared by a stock exchange as an unsuitable candidate in less than 2 years.</i></u></p>	<p>Article 14.1</p> <p>A person shall not serve as a Director, supervisor, president or senior officer of the Company if any of the following circumstances apply:</p> <p>.....</p> <p>(10) <u><i>a person who has been prohibited from entering into the market by China Securities Regulatory Commission and such prohibition has not been lifted, or a person who has been declared by a stock exchange as an unsuitable candidate in less than 2 years.</i></u></p> <p>(11) <u><i>other circumstances required by the legal, administrative laws or authorities regulations.</i></u></p>

Note: The “.....” above are existing provisions in the Articles of Association. As they are not involved in the proposed amendments, they are omitted herein.

The Company confirms that the proposed amendments to the Articles of Association will not have any adverse effect to the existing businesses and operations of the Company and the Directors confirm that the proposed amendments to the Articles of Association are in compliance with the Listing Rules.

According to the confirmation letter dated 24 May 2022 from Beijing DHH (Guangzhou) Law Firm, the proposed amendments to the Articles of Association are in compliance with the relevant provisions of the Company Law of the PRC, the Guidelines on the Articles of Association of Listed Companies (Revised in 2022) and the Rules on General Meetings of Shareholders of Listed Companies (Revised in 2022).

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

Effect of the proposed amendments to the Articles of Association

The proposed amendments to the Articles of Association will enable the Company to meet the requirements of the relevant laws and regulations and normative documents of the PRC in a better manner which will in turn improve the Company’s corporate governance standards.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURES FOR THE SHAREHOLDERS' GENERAL MEETING

According to the relevant provisions of the newly revised “Rules on General Meetings of Shareholders of Listed Companies”, and taking into account the actual situation of the Company, the Board proposes to amend Rules 5, 9, 39 and 49 of the existing Rules on General Meetings of Shareholders of Listed Companies. Details of the proposed amendments are as follows:

Existing Rules	Revised as
<p>Rule 5</p> <p><i>The board of directors, independent directors and shareholders qualified under the relevant regulations may solicit from other shareholders of the Company the rights to vote in a shareholders' general meeting.</i> The solicitation of the rights to vote should be done without consideration, and information should be fully disclosed to the shareholders whose rights to vote are collected.</p> <p>The Company and the person soliciting the rights to vote shall not impose any restriction of minimum shareholding for soliciting voting rights</p>	<p>Rule 5</p> <p><i>The Board, independent directors and shareholders holding individually or collectively more than 1% of the voting shares or investor protection agencies established in accordance with laws, administrative regulations or the provisions of China Securities Regulatory Commission may solicit from other shareholders of the Company the rights to vote in a shareholders' general meeting.</i> The solicitation of the rights to vote should be done without consideration, and information should be fully disclosed to the shareholders whose rights to vote are collected.</p> <p><i>Except for statutory conditions,</i> the Company and the person soliciting the rights to vote shall not impose any restriction of minimum shareholding for soliciting voting rights.</p>
<p>Rule 9</p> <p>.....</p> <p>The contents of the notice of the shareholders' general meeting should comply with the provisions of the Articles of Association.</p> <p><i>If online voting or other voting method is adopted for the shareholders' general meeting of the Company, the voting time and the voting procedures of online voting or other voting method should be clearly stated in the notice of the shareholders' general meeting.</i></p> <p>.....</p>	<p>Rule 9</p> <p>.....</p> <p>The contents of the notice of the shareholders' general meeting should comply with the provisions of the Articles of Association.</p> <p><i>The Company shall clearly state the voting time and the voting procedures of online voting or other voting method in the notice of the shareholders' general meeting.</i></p> <p>.....</p>

LETTER FROM THE BOARD

Existing Rules	Revised as
<p>Rule 39</p> <p>Open ballot voting method shall be used in shareholders' general meetings. Shareholders shall exercise their voting rights according to the number of voting shares that they represent, and each share carries one vote.</p> <p>When material issues affecting the interests of small to medium investors are considered at the shareholders' general meeting, the votes of the small to medium investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company has no voting right for the shares it holds. The shares held by the Company shall not be counted in the total number of voting shares represented by the shareholders attending the shareholders' general meeting.</p> <p>.....</p>	<p>Rule 39</p> <p>Open ballot voting method shall be used in shareholders' general meetings. Shareholders shall exercise their voting rights according to the number of voting shares that they represent, and each share carries one vote.</p> <p>When material issues affecting the interests of small to medium investors are considered at the shareholders' general meeting, the votes of the small to medium investors shall be counted separately. The separate votes counting results shall be disclosed publicly in a timely manner.</p> <p>The Company has no voting right for the shares it holds. The shares held by the Company shall not be counted in the total number of voting shares represented by the shareholders attending the shareholders' general meeting.</p> <p><u><i>Purchase of voting shares by shareholders violates the Securities Law's prohibition on trading within a certain period of time after holding 5% of a listed company's shares, such shares in excess of the prescribed proportion shall not be allowed to exercise voting rights for a period of thirty six months after the purchase, and shall not be counted as part of the total number of voting shares present at the shareholders' general meeting.</i></u></p> <p>.....</p>

LETTER FROM THE BOARD

Existing Rules	Revised as
<p>Rule 49</p> <p>Minutes shall be prepared for the shareholders' general meeting. Such minutes shall be prepared by the board secretary and shall contain the following details:</p> <p>.....</p> <p><i>The directors who have attended such meeting, board secretary, convener or its representative, and the chairman of the meeting shall sign on the minutes and warrant that the details thereof are true, accurate and complete. The minutes shall be kept together with other valid materials such as the log book for the shareholders who have attended such meeting, the instrument appointing the proxies and the results of online voting and voting through other means. The minutes shall be kept for a period of ten (10) years.</i></p>	<p>Rule 49</p> <p>Minutes shall be prepared for the shareholders' general meeting. Such minutes shall be prepared by the board secretary and shall contain the following details:</p> <p>.....</p> <p><i>The directors who have attended such meeting, supervisors, board secretary, convener or its representative, and the chairman of the meeting shall sign on the minutes and warrant that the details thereof are true, accurate and complete. The minutes shall be kept together with other valid materials such as the log book for the shareholders who have attended such meeting, the instrument appointing the proxies and the results of online voting and voting through other means. The minutes shall be kept for a period of ten (10) years.</i></p>

3. PROPOSED SHAREHOLDERS' RETURN PLAN FOR THE NEXT THREE YEARS (2022-2024)

In order to improve and perfect the scientific, stable and sustainable dividend distribution mechanism of the Company, positively reward investors and effectively protect the legitimate rights and interests of medium and small investors, the Board has formulated the Shareholders' Return Plan for the Next Three Years (2022-2024) of the Company (the "Plan") in accordance with the requirements of relevant laws, regulations and regulatory documents such as the Company Law of the PRC, the "Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies" of China Securities Regulatory Commission, "the Listed Companies Regulatory Guidance No.3 – Cash Dividends Distribution of Listed Companies (Revised in 2022)" and the Articles of Association. Particulars of the Plan are as follows:

i. Considerations in the Formulation of the Plan

Focusing on sustainable development of the Company and taking into account factors such as the profitability, business development plan, cash flow, Shareholders' requests and wishes, social funding costs and external financing environment, the Company aims to establish a sustainable, stable and scientific return plan and mechanism for investors and make institutional arrangement on profit distribution so as to guarantee the sustainability and stability of the profit distribution policy.

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ii. Principles for Formulation of the Plan

The opinions of Shareholders, in particular, public investors and the medium and small investors, and opinions of independent non-executive directors and the Supervisory Committee shall be fully heard and considered by the Company in formulating the Plan. The Company shall focus on giving reasonable investment return to its investors, while taking into consideration of the Company's actual operation condition and sustainable development. The profit distribution policies shall maintain continuity and stability. Subject to satisfying relevant conditions, the Company shall give priority to profit distribution in the form of cash dividends in the next three years.

iii. The Shareholders' Return Plan for the Next Three Years (2022-2024)

(1) Means and period interval for profit distribution

The Company may distribute its profits by distributing dividends in form of cash, shares or a combination of both cash and shares and distribution of profits by cash dividends shall be a prioritized means. When the conditions for profit distribution by cash dividends are met, profit distribution by cash dividends shall be adopted.

Subject to meeting the conditions for dividend distribution, the Company shall, in principle, distribute dividends once a year. The Company may distribute interim cash dividends or distribute dividends in form of shares based on its profitability and capital requirements.

(2) Conditions and specific proportion of profit distribution

In distributing dividends in form of cash, the Company shall also meet the following conditions:

1. the distributable profits of the Company for the year (i.e. the profits after tax of the Company after making up for losses and making allocations to the statutory common reserve fund and statutory welfare reserve) shall be a positive figure;
2. the auditing firm shall issue a standard unqualified audit report on the financial report of the Company for the year;
3. the cash flows of the Company shall meet the normal operation and long-term development of the Company.

In principle, the dividends in cash distributed by the Company for the year shall not be less than 10% of the distributable profits realized for the year, and the accumulated profits distributed by the Company in cash in the last three years shall not be less than 30% of the average annual distributable profits realized for the last three years. The remaining portion shall be used to support the sustainable development of the Company. After taking into account of factors such as the

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Company's stage of development, level of profits, and operation and development plan, the Board shall propose the specific proportion of profit to be distributed in the form of cash and submit to the general meeting for consideration.

Conditions for distributing profits by dividends in form of Shares: Under the prerequisite of ensuring reasonable share capital size and shareholding structure of the Company, the Company may distribute profits by dividends in form of Shares when the valuation of its Shares is within a reasonable range, in order to provide return to its Shareholders and share its corporate value.

The profits distributed by the Company shall not exceed the accumulated distributable profits or jeopardise the ability of sustainable operation of the Company.

(3) Decision-making Mechanism of the Plan

The Company's shareholders return plan shall be proposed by the Board of the Company in accordance with the relevant requirements of the Articles of Association after taking into account factors such as the Company's profitability, operation and business development plan, shareholders' return, capital requirement, social funding costs and external financing environment. The Plan shall be implemented after its approval by the general meeting of the Company.

The Plan shall be construed by the Board and effective from the date of its approval at the AGM of the Company.

AGM

The AGM will be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shangdong Province, the PRC at 3:00 p.m. on Friday, 24 June 2022, at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, (i) the proposed amendments to the Articles of Association; (ii) the proposed amendments to the Rules of Procedures for the Shareholders' General Meeting; and (iii) the proposed Shareholders' Return Plan for the Next Three Years (2022-2024).

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

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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 Wednesday, 15 June 2022. 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 Thursday, 16 June 2022 to Friday, 24 June 2022 (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 Wednesday, 15 June 2022 for registration.

The record date for such purposes is Wednesday, 15 June 2022. Shareholders whose names appeared on the register of members of the Company as at the close of business on Wednesday, 15 June 2022 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Wednesday, 15 June 2022) are entitled to attend the AGM and to vote in respect of all resolutions to be proposed at the AGM.

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.
Dai Hui Zhong
Chairman

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “AGM”) of Hisense Home Appliances Group Co., Ltd. (the “Company”) will be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shangdong Province, the People's Republic of China (the “PRC”) on Friday, 24 June 2022 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 2021⁽⁸⁾.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021⁽⁸⁾.
3. To consider and approve the 2021 annual report of the Company and its summary⁽⁸⁾.
4. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2021⁽⁸⁾.
5. To consider and approve the profit distribution proposal of the Company for the year ended 31 December 2021⁽⁹⁾.
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⁽¹¹⁾.
7. To consider and approve the Company's Special Report on the Commencement of Foreign Exchange Derivatives Business for the year 2022⁽¹²⁾.
8. To consider and approve the resolution on entrusted wealth management of idle self-owned funds of the Company⁽¹³⁾.
9. To consider and approve the Shareholders' Return Plan for the Next Three Years (2022-2024)⁽¹⁴⁾.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

10. 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⁽¹⁵⁾.
11. To consider and approve the resolution on the basic annual remuneration of the chairman of the Board⁽¹⁶⁾.
12. To consider and approve the resolution on amendments to the rules of procedures for the shareholders' general meeting⁽¹⁷⁾.

SPECIAL RESOLUTION

1. To consider and approve the resolution on amendments to the relevant provisions of the articles of association and to request the general meeting of shareholders to authorize the Board to deal with the filing, change, registration and other related matters required for the amendments to the Articles of Association for and on behalf of the Company⁽¹⁸⁾.

By order of the Board
Hisense Home Appliances Group Co., Ltd.
Dai Hui Zhong
Chairman

Foshan City, Guangdong, the PRC, 27 May 2022

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 Wednesday, 15 June 2022. 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 Wednesday, 15 June 2022 for registration. The record date for such purposes is Wednesday, 15 June 2022.
- (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 Wednesday, 15 June 2022 (including holders of the H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Wednesday, 15 June 2022) will be entitled to attend the AGM. The register of members of the Company will be closed from Thursday, 16 June 2022 to Friday, 24 June 2022 (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).

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

- (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 Tuesday, 5 July 2022 to Tuesday, 12 July 2022 (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 Tuesday, 12 July 2022 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 Monday, 4 July 2022. The record date for such purposes is Tuesday, 12 July 2022.
- (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 <http://hxjd.hisense.cn> and the website of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> after conclusion of the AGM.
- (7) The registered address of the Company is: No. 8 Ronggang Road, Ronggui, Shunde, Foshan 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 2021 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 2021 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 2021 is RMB1,331,733,452.19. Pursuant to the relevant requirements of the Articles of Association of the Company, RMB19,168,416.61 is allocated to the statutory common reserve fund; undistributed profits at the beginning of the year 2021 of RMB2,401,839,551.13 is added; and the distributed profits of RMB472,865,703.39 is deducted. The actual distributable profits is RMB3,241,538,883.32.

The profit distribution proposal of the Company for the year ended 31 December 2021 is as follows:

The payment of a cash dividend of RMB2.14 (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 2021, 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 RMB291,623,229.18. 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

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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).

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 2022 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 2022.
- (14) In relation to the documents mentioned in ordinary resolution numbered 9 in the notice of the AGM, please refer to the “Shareholders’ Return Plan for the Next Three Years (2022-2024) as set out on pages 16 to 18 of this circular.
- (15) In relation to the ordinary resolution numbered 10 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.

NOTICE OF THE 2021 ANNUAL GENERAL MEETING

- (16) In relation to the ordinary resolution numbered 11 in the notice of the AGM, with reference to the remuneration level of the chairmen of the industry and region of the Company, it is agreed that the chairman of the Company would receive annual basic remuneration of RMB2,600,000 (before taxation).
- (17) Information referred to in ordinary resolution numbered 12 in the notice of the AGM has been published in the announcement of the Company dated 27 May 2022 and is set out on pages 14 to 16 of this circular.
- (18) Amendments to the Articles of Association referred to in the special resolution numbered 1 in the notice of the AGM have been published in the announcement of the Company dated 27 May 2022 and are set out on pages 3 to 13 of this circular.
- (19) References to time and dates in this notice are to Hong Kong time and dates.
- (20) 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. Dai Hui Zhong, Mr. Lin Lan, Mr. Jia Shao Qian, Mr. Fei Li Cheng, Mr. Xia Zhang Zhua and Ms. Gao Yu Ling; and the Company's independent non-executive directors are Mr. Ma Jin Quan, Mr. Zhong Geng Shen and Mr. Cheung Sai Kit.