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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) EXPECTED LIMITS OF GUARANTEE FOR THE YEAR 2025; AND (2) NOTICE OF THE 2025 FIRST EXTRAORDINARY 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 EGM to be held on Monday, 10 March 2025 at 3:00 p.m. at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong 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 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 (<http://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 forms in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services 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. (海信家電集團股份有限公司), a joint stock limited company incorporated in the PRC with limited liability, whose shares are listed on the main board of the Stock Exchange and the Shenzhen Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2025 first extraordinary general meeting of the Company to be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the PRC on Monday, 10 March 2025 at 3:00 p.m.
“Group”	the Company and its subsidiaries
“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
“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
“Latest Practicable Date”	14 February 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“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 Shares
“%”	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:*

Ms. Gao Yu Ling  
Mr. Jia Shao Qian  
Mr. Yu Zhi Tao  
Mr. Hu Jian Yong  
Mr. Zhu Dan  
Mr. Dai Hui Zhong

*Registered office:*

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

*Independent non-executive Directors:*

Mr. Li Zhi Gang  
Mr. Tsoi Wing Sing  
Mr. Xu Guo Jun

*Principal place of business in  
Hong Kong:*  
Room 3101-05  
Singga Commercial Centre  
No. 148 Connaught Road West  
Hong Kong

20 February 2025

*To the Shareholders*

Dear Sir or Madam,

**(1) EXPECTED LIMITS OF GUARANTEE FOR THE YEAR 2025; AND  
(2) NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the overseas regulatory announcement of the Company dated 13 December 2024 in relation to the expected limits of guarantee for the year 2025.

The purpose of this circular is to provide you with information in relation to, among others, (i) the expected limits of guarantee for the year 2025; and (ii) the notice of the EGM.

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## LETTER FROM THE BOARD

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### II. THE EXPECTED LIMITS OF GUARANTEE FOR THE YEAR 2025

In view of the expected development and financing needs of the Company for the year 2025, the Group intends to provide guarantee for its controlled subsidiaries for the year 2025, in the aggregate amount of not more than RMB8,380,000,000. The allocation of the guarantee amount is set out below:

Name of the guaranteed subsidiary	Shareholding of the Company (%) (Note)	Expected limit of guarantee (RMB'000)	Gearing ratio as at 30 September 2024	Whether the provision of guarantee constitutes a connected transaction (%)
Guangdong Hisense Refrigerator Marketing Co., Ltd.* (廣東海信冰箱營銷股份有限公司)	100%	200,000	99.0%	No
Hisense (Guangdong) Air-conditioning Company Limited* (海信(廣東)空調有限公司)	100%	1,500,000	70.5%	No
Hisense (Zhejiang) Air-conditioning Company Limited* (海信(浙江)空調有限公司)	100%	600,000	103.6%	No
Hisense Air-conditioning Company Limited* (海信空調有限公司)	100%	800,000	76.0%	No
Qingdao Hisense Hitachi Air-conditioner Marketing Co., Ltd.* (青島海信日立空調營銷股份有限公司)	49.20%	100,000	73.7%	No
Sanden Holdings Corporation* (三電株式會社)	74.95%	3,810,000	92.9%	No
SANDEN INTERNATIONAL (U.S.A.), INC.	74.95%	620,000	73.7%	No
SANDEN MANUFACTURING MOROCCO	74.95%	240,000	N/A	No
SANDEN INTERNATIONAL (EUROPE) GmbH	74.95%	290,000	31.2%	No
SANDEN THAILAND CO., LTD.	74.80%	220,000	11.1%	No
<b>Total</b>		<b>8,380,000</b>		

*Note:* The shareholding interests of the Company in these guaranteed subsidiaries are direct or indirect interests. The remaining shareholding interests in these guaranteed subsidiaries are held by independent third parties. Such guaranteed subsidiaries are not connected persons and the provision of such guarantee does not constitute a connected transaction under the Hong Kong Listing Rules.

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## LETTER FROM THE BOARD

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Subject to the approval of the above matters in relation to the guarantees by the Shareholders at the EGM, the Board proposes to authorise the following matters:

1. The above limits of guarantee will be applied on a revolving basis. The guarantees which have been discharged, expired or terminated will not take up any amount under the limits of the guarantee. The Board will authorize (i) the management of the Company to deal with the matters relating to the guarantee within the limits, and such matters do not need to be submitted to the meeting of the Board or the general meeting of the Company for consideration and approval, and (ii) the legal representative of the Company and the above subsidiaries of the Company to sign the relevant legal documents within the guarantee limits on behalf of the guarantor;
2. The limits of the guarantee among these guaranteed subsidiaries shall be adjusted and reallocated according to the business needs of the Company; and
3. The period of the authorisation will be effective from the date of approval at the EGM until 31 December 2025.

According to the Shenzhen Listing Rules and the Articles of Association, the expected limits of the guarantee for the year 2025 are subject to the approval of the Shareholders. Therefore, the expected limits of the guarantee for the year 2025 will be submitted to the EGM for the Shareholders' consideration and approval.

### III. EGM

Ordinary resolution will be proposed at the EGM for considering and, if thought fit, approving, among other things, the expected limits of guarantee for the year 2025.

The EGM will be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the PRC on Monday, 10 March 2025 at 3:00 p.m., at which the relevant resolution set out above will be proposed.

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 (<http://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, Computershare Hong Kong Investor Services 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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## LETTER FROM THE BOARD

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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 of the Company 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 Thursday, 27 February 2025. 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 Listing Rules.

In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 28 February 2025 to Monday, 10 March 2025 (both days inclusive). In order to qualify for attending the EGM, all transfer documents of 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, Computershare Hong Kong Investor Services 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, 27 February 2025 for registration.

Shareholders whose names appeared on the register of members of the Company as at the close of business on Thursday, 27 February 2025 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 27 February 2025) are entitled to attend the EGM and to vote in respect of the resolution to be proposed at the EGM.

### IV. RECOMMENDATION

The Directors consider that the resolution set out in the notice of the EGM for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM.

Yours faithfully,  
By order of the Board  
**Hisense Home Appliances Group Co., Ltd.**  
**Gao Yu Ling**  
*Chairperson*

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## NOTICE OF THE 2025 FIRST EXTRAORDINARY 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 THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “EGM”) of Hisense Home Appliances Group Co., Ltd. (the “Company”) will be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the People's Republic of China (the “PRC”) on Monday, 10 March 2025 at 3:00 p.m. or any adjournment of such meeting for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

1. To consider and approve the expected limits of guarantee for the year 2025.

By order of the Board  
**Hisense Home Appliances Group Co., Ltd.**  
**Gao Yu Ling**  
*Chairperson*

Foshan City, Guangdong, the PRC, 20 February 2025

*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 Thursday, 27 February 2025. 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, Computershare Hong Kong Investor Services 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, 27 February 2025 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 Thursday, 27 February 2025 (including holders of H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 27 February 2025) will be entitled to attend the EGM. The register of members of the Company will be closed from Friday, 28 February 2025 to Monday, 10 March 2025 (both days inclusive).

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## NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

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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, Computershare Hong Kong Investor Services 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) 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 2866  
Fax: (86) 757 2836 1055  
Contact person: Ms. Zhou Xin
- (8) References to time and dates in this notice are to Hong Kong time and dates.
- (9) 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 Ms. Gao Yu Ling, Mr. Jia Shao Qian, Mr. Yu Zhi Tao, Mr. Hu Jian Yong, Mr. Zhu Dan and Mr. Dai Hui Zhong; and the Company's independent non-executive directors are Mr. Li Zhi Gang, Mr. Tsoi Wing Sing and Mr. Xu Guo Jun.*