
NOTICE OF EXTRAORDINARY GENERAL MEETING

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Hisense 海信科龙

HISENSE KELON ELECTRICAL HOLDINGS COMPANY LIMITED **海信科龍電器股份有限公司**

(a joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00921)

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Reference is made to the announcement on the proposed appointment of director of Hisense Kelon Electrical Holdings Company Limited (the "Company") dated 27 October 2011 and the announcement on continuing connected transactions, the announcement on external guarantees and the announcement on exempted financial assistance dated 29 November 2011.

NOTICE IS HEREBY GIVEN that the First 2012 extraordinary general meeting (the "EGM") of the Company will be held at the conference room of the Company's head office, Shunde District, Foshan City, Guangdong Province, the People's Republic of China (the "PRC") on 16 January 2012 at 2:00 p.m. to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. To approve the appointment of Mr. Gan Yong He⁽⁷⁾ as a director of the seventh session of the board of directors of the Company and to fix the level of emoluments to be received by Mr. Gan;
2. To approve the Business Co-operation Framework Agreement dated 29 November 2011 entered into between the Company, Hisense Company Limited and Hisense Electric Co., Ltd., the continuing connected transactions contemplated thereunder and the relevant annual caps;
3. To approve the Compressors Purchase and Supply Framework Agreement dated 29 November 2011 entered into between the Company and Huayi Compressor Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap;
4. To approve the Business Framework Agreement 1 dated 29 November 2011 entered into between the Company and Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd. (青島海信日立空調系統有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap;

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5. To approve the Business Framework Agreement 2 dated 29 November 2011 entered into between the Company and Hisense Whirlpool (Zhejiang) Electric Appliances Co., Ltd (海信惠而浦(浙江)電器有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap;
6. To approve the Compressors Purchase Framework Agreement dated 29 November 2011 entered into between the Company and Beijing Embraco Snowflake Compressor Company Limited (北京恩布拉科雪花壓縮機有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap;
7. To approve the Financial Services Agreement dated 29 November 2011 entered into between the Company and Hisense Finance Co., Ltd, the continuing connected transactions contemplated thereunder and the relevant annual caps;
8. To approve the Purchase Financing Agency Framework Agreement dated 29 November 2011 entered into between the Company and Hisense (Hong Kong) Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap⁽⁸⁾;
9. To approve the resolution on the guarantees proposed to be provided by the Company and its subsidiaries⁽⁸⁾; and
10. To approve the resolution in relation to the guarantees proposed to be provided by the Company in the total sum up to RMB120 million for certain distributors of the Company for the years 2012-2013⁽⁸⁾.

A circular containing, inter alia, further information on the appointment of director and continuing connected transactions referred to in the ordinary resolutions numbered 2 to 7 above will be dispatched to the shareholders of the Company on or before 30 December 2011.

By order of the Board of
Hisense Kelon Electrical Holdings Company Limited
Tang Ye Guo
Chairman

Foshan City, Guangdong, the PRC, 29 November 2011

As at the date of this announcement, the Company's directors are Mr. Tang Ye Guo, Mr. Ren Li Ren, Ms. Yu Shu Min, Mr. Lin Lan and Mr. Xiao Jian Lin; and the Company's independent non-executive directors are Mr. Zhang Sheng Ping, Mr. Wang Xinyu and Mr. Wang Ai Guo.

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Notes:

- (1) Holders of H shares intending to attend the EGM shall return the accompanying reply slip in writing to the registered office of the Company on or before Monday, 26 December 2011. To qualify for attendance at the EGM, all H shares transfers together with the relevant share certificates, must be lodged with the Company's branch share registrar 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 Friday, 16 December 2011 for registration.
- (2) 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.
- (3) Holders of domestic shares and H shares of the Company whose names appear on the register of members of the Company as at the close of business on 16 December 2011 (Friday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before 16 December 2011) will be entitled to attend the EGM. The register of members of the Company will be closed from 17 December 2011 (Saturday) to 16 January 2012 (Monday) (both days inclusive).
- (4) To be valid, the form of proxy, 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 in Hong Kong, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 24 hours before the time appointed for holding the EGM.
- (5) 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. 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 www.kelon.com and the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk after conclusion of the EGM.
- (6) The registered address of the Company is: No. 8 Ronggang Road, Ronggui Street, Shunde District, Foshan City, Guangdong Province.

Postal code: 528303

Tel: (86) 757 2836 2570

Fax: (85) 757 2836 1055

Contact person: Ms. Li Lin

- (7) **Mr. Gan Yong He**, aged 43, holds a master's degree in business administration. He was previously the head of manufacturing quality department and head of central quality department of Anhui Boxihua Household Electric Appliance Co., Ltd., and the quality manager and quality director of Electrolux (China) Home Appliances Co., Ltd. He has been the deputy general manager of Hisense Ronshen (Guangdong) Refrigerator Co., Ltd. since June 2008, and has served as the deputy president of the Company since 27 June 2011.

As a participant of the first A share share option incentive scheme of the Company, Mr. Gan has been granted share options for the subscription of 181,000 A shares of the Company (representing approximately 0.013% of the total issued share capital of the Company and approximately 0.020% of the total issued A shares of the Company as at the date of this announcement).

Save as disclosed above, Mr. Gan has not held any directorship in any other listed companies for the past three years nor any shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Gan does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company or its subsidiaries. During the term of his directorship, Mr. Gan will not receive any director's remuneration from the Company, however, Mr. Gan will receive emoluments as the vice president of the Company, the amount of which will be determined by the remuneration and appraisal committee of the Board after taking into consideration the scale of operation of the Company and the remuneration level of senior management members of other listed companies and will be disclosed in the circular to be dispatched by the Company to its shareholders. Mr. Gan will stand for election as the director of the Company. If elected, Mr. Gan's term of office will commence from the date of his appointment at the EGM until the expiry of the term of the seventh session of the board of directors (that is, 25 June 2012).

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Save as disclosed above, Mr. Gan confirms that there is no other matter that needs to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited nor any other matter that needs to be brought to the attention of the shareholders of the Company.

- (8) Information relating to the Purchase Financing Agency Framework Agreement as referred to in the ordinary resolution numbered 8 in the notice of EGM is contained in the announcement on exempted financial assistance published by the Company on 29 November 2011 and information relating to the guarantees as referred to in the ordinary resolutions numbered 9 and 10 in the notice of EGM is contained in the announcement on external guarantees published by the Company on 29 November 2011. The board of directors is of the opinion that the ordinary resolutions numbered 8, 9 and 10 as set out in the notice of EGM are in the best interests of the Company and its shareholders as a whole, and thus recommends the shareholders to vote in favor of such resolutions.
- (9) The English version of the proposed ordinary 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.