

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this document, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.*

# **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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Second 2011 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 1 August 2011 at 2:00 p.m. to consider and, if thought fit, approving with or without modification, the following resolutions as special resolutions:

### SPECIAL RESOLUTIONS

1. **THAT** the First Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited (Revised Draft), containing the particular terms listed below, be and is hereby approved and adopted:
  - 1.1. Type, source and number of shares subject to the share options;
  - 1.2. Basis for determining participants and scope of participants;
  - 1.3. Number of share options to be granted to each of the directors, senior management and other participants;
  - 1.4. Validity period of the First Share Option Incentive Scheme and the lock-up period on the shares issued pursuant to the exercise of the share options;
  - 1.5. Conditions of grant and conditions of exercise of share options;
  - 1.6. Exercise price of share options and its determination method;
  - 1.7. Methods and procedures for adjustment of the number of share options subject to the grant and the exercise price;
  - 1.8. Amendment and termination of the First Share Option Incentive Scheme.<sup>Note (1)</sup>
2. **THAT** the board of directors of the Company be and is authorized to handle, implement and administer relevant matters of the First Share Option Incentive Scheme.
3. **THAT** the Measures for Performance Appraisal for the Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited be and is hereby approved and adopted.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

The summary of the terms of the First Share Option Incentive Scheme (Revised Draft) and the Measures for Performance Appraisal for the Share Option Incentive Scheme will be contained in a circular which will be dispatched to the shareholders of the Company on or before 15 July 2011.

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

Foshan City, Guangdong, the PRC, 10 June 2011

*As at the date of this announcement, the Company's directors are Mr. Tang Ye Guo, Mr. Zhou Xiao Tian, Ms. Yu Shu Min, Mr. Lin Lan, Mr. Xiao Jian Lin and Ms. Liu Chun Xin; and the Company's independent non-executive directors are Mr. Zhang Sheng Ping, Mr. Cheung Yui Kai, Warren and Mr. Wang Ai Guo.*

*Notes:*

- (1) Each of the resolutions numbered 1.1 to 1.8 above shall be voted on by way of separate resolutions.
- (2) 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, 11 July 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 Thursday, 30 June 2011 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 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 30 June 2011 (Thursday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before 30 June 2011) will be entitled to attend the EGM. The register of members of the Company will be closed from 1 July 2011 (Friday) to 1 August 2011 (Monday) (both days inclusive).
- (5) To be valid, the form of proxy (that is, the proxy form or the proxy form for the solicitation of votes by independent directors), 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.
- (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. 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](http://www.kelon.com) and the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) upon conclusion of the EGM.
- (7) 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
- (8) The English version of the proposed special 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.