

# 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)

#### PROXY FORM FOR USE AT THE CLASS MEETING OF H SHAREHOLDERS TO BE HELD ON 1 AUGUST 2011

The number of H shares to which this proxy form relates: (Note 1) \_\_\_\_\_

I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ H shares (Note 3) in Hisense Kelon Electrical Holdings Company Limited (the "Company"), hereby appoint the chairman of the Class meeting of the H Shareholders of the Company (the "CSM") or \_\_\_\_\_ (Note 4) as my/our proxy or proxies to attend, and vote for me/us and on my/our behalf at the CSM (or any adjournment thereof) to be held at the conference room of the Company's head office, No. 8, Ronggang Road, Ronggui, Shunde District, Foshan City, Guangdong Province, the People's Republic of China on 1 August 2011 at 3:00 p.m. (or immediately after the conclusion or adjournment of the Class meeting of the A Shareholders) to vote on the following resolutions as indicated. Failure to complete the boxes will entitle my/our proxy or proxies to vote at his/her discretion:

SPECIAL RESOLUTIONS		FOR (Note 5)	AGAINST (Note 5)
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.		
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.		

Please note that Mr. Zhang Sheng Ping, an independent non-executive Director of the Company, has sent out a proxy form for the solicitation of votes by independent directors (the "Independent Director's Proxy Form") for the CSM in accordance with the relevant regulations of the PRC to solicit votes from the shareholders on the resolutions regarding the share option scheme at the CSM. Should you wish to appoint Mr. Zhang Sheng Ping as your proxy to vote for you and on your behalf at the CSM on the resolutions regarding the share option scheme, please complete the Independent Director's Proxy Form and return the same to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time stipulated for convening the CSM. Alternatively, if you wish to appoint any person other than Mr. Zhang Sheng Ping as your proxy to vote for you and on your behalf at the CSM on the resolutions regarding the share option scheme, you may simply disregard the Independent Director's Proxy Form and complete and return this proxy form instead.

If you complete both this proxy form and the Independent Director's Proxy Form and return both to the Company's H Share Registrar, in case of any inconsistency between your voting in relation to the resolutions in this proxy form and the Independent Director's Proxy Form, your voting indicated in the **INDEPENDENT DIRECTOR'S PROXY FORM** will be counted as your vote(s) for or against the resolutions regarding the share option scheme (that is, the special resolutions 1 to 3 set out above).

Signed this \_\_\_\_\_ day of \_\_\_\_\_ Signature (Note 6): \_\_\_\_\_

#### Notes:

- Please insert the number of H shares to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- Please insert full name(s) and address(es) in **BLOCK CAPITALS** as shown in the register of members of the Company.
- Please insert the number of all the H shares in the Company registered in your name(s) and delete as appropriate.
- If any proxy other than the chairman is preferred, please strike out "the chairman of the Class meeting of the H Shareholders of the Company" and insert the name(s) and address(es) of the proxy or proxies desired in the space provided. A shareholder is entitled to appoint any person(s) to be his/her proxy or proxies. A proxy may or may not be a shareholder of the Company. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
- Important: If you wish to vote for any resolution, please place a "✓" in the box marked "FOR". If you wish to vote against any resolution, please place an "X" in the box marked "AGAINST".** Failure to complete either of the above mentioned boxes will entitle your proxy to cast your vote(s) or abstain at his or her discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote or abstain at his or her discretion on any resolution properly put to the CSM other than those referred to in the notice of CSM.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, if the appointor is a corporation, must be executed under its common seal or under the hand of an officer or attorney of the corporation duly authorised in writing.
- Where there are joint registered holders of any share, any one of such persons may vote at the CSM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders is present at the CSM, personally or by proxy, then one of the persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 of the CSM or any adjournment thereof (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the CSM or any adjournment thereof should you so wish.