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**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 Third 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 26 September 2011 at 9:30 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**ORDINARY RESOLUTION**

1. To approve the appointment of Mr. Wang Xinyu<sup>Note (7)</sup> as an independent non-executive 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. Wang.

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

Foshan City, Guangdong, the PRC, 10 August 2011

*As at the date of this notice, the Company's directors are Mr. Tang Ye Guo, Mr. Ren Li Ren, 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) 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, 5 September 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, 26 August 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 26 August 2011 (Friday) (including holders of H Shares of the Company who have submitted verified transfer forms on or before 26 August 2011) will be entitled to attend the EGM. The register of members of the Company will be closed from 27 August 2011 (Saturday) to 26 September 2011 (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 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 [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.
- (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. Wang Xinyu, aged 40, graduated from the University of International Business and Economics with a bachelor degree in international finance and obtained a M.B.A from the University of Chicago Booth School of Business. He served as the director of MBK Partners from October 2005 to February 2010 and he has acted as the managing director of JP Capital Investment Limited since September 2010. He has acted as the director of Luye Pharma Group Ltd. (listed on the Singapore Stock Exchange) from August 2008 to February 2010.

Save as disclosed above, Mr. Wang has not held any directorship in any other listed companies for the past three years nor holds any shares of the Company or any its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance. Mr. Wang does not have any relationship with any directors, senior management, or substantial or controlling shareholders of the Company or its subsidiaries. During his term of office as an independent non-executive director of the Company, Mr. Wang is entitled to an annual emolument of RMB240,000 (before taxation) from the Company as the independent non-executive director. Such emolument was determined by the Remuneration & Evaluation Committee of the Board after taking into consideration of the scale of operation of the Company and the remuneration level of independent non-executive directors of other listed companies. Mr. Wang will stand for election as the independent non-executive director of the Company. If elected, Mr. Wang'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). It is also intended that Mr. Wang will be appointed as member of the Audit Committee, the Nomination Committee and the Remuneration & Evaluation Committee by the board of directors of the Company after he is elected as the independent non-executive director of the Company.

Save as disclosed above, Mr. Wang 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) The English version of the proposed ordinary 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.