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GOME ELECTRICAL APPLIANCES HOLDING LIMITED

國美電器控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 493)

NOTICE OF SPECIAL GENERAL MEETING AND CLOSURE OF THE SHAREHOLDERS' REGISTER ON MONDAY, 5 DECEMBER 2011

NOTICE IS HEREBY GIVEN that a special general meeting of GOME Electrical Appliances Holding Limited (the “**Company**”) will be held at Kellett Room III, 3/F, The Excelsior, Hong Kong on Monday, 5 December 2011 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company (the “**SGM**”):

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the proposed amendments to the terms of the share options granted as set out in the summary of amendments, a copy of which is tabled at the meeting and marked “**A**” and initialed by the chairman of the meeting for identification purpose, be and are hereby approved and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute and enter into all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in this resolution.”

2. “**THAT:**

- (a) the proposed amendments to the terms of the share option scheme of the Company as set out in the revised share option scheme, a copy of which is tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for identification purpose, be and are hereby approved and confirmed; and
- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and

* *For identification purpose only*

on behalf of the Company to execute and enter into all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in this resolution.”

CLOSURE OF THE SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the SGM, the shareholders' register of the Company will be closed on Monday, 5 December 2011. No transfer of shares of the Company will be registered during that day.

In order to qualify to attend and vote at the SGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 2 December 2011.

By order of the Board
GOME ELECTRICAL APPLIANCES HOLDING LIMITED
Zhang Da Zhong
Chairman

Hong Kong, 18 November 2011

Notes:

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch registrar in Hong Kong, Tricor Abacus Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the Board comprises Mr. Ng Kin Wah and Mr. Zou Xiao Chun as executive directors, Mr. Zhang Da Zhong, Mr. Zhu Jia, Mr. Ian Andrew Reynolds and Ms. Wang Li Hong as non-executive directors, and Mr. Sze Tsai Ping, Michael, Mr. Chan Yuk Sang, Mr. Thomas Joseph Manning, Mr. Lee Kong Wai, Conway and Mr. Ng Wai Hung as independent non-executive directors.