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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hisense Home Appliances Group Co., Ltd.**, you should hand this circular at once to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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# **Hisense** 海信家電

**HISENSE HOME APPLIANCES GROUP CO., LTD.**

**海信家電集團股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00921)**

### **(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS; AND (2) NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in this cover page have the same meanings as those defined in this circular.

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice of the EGM to be held on Wednesday, 19 April 2023 at 3:00 p.m. at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong Province, the PRC, is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM and a reply slip are enclosed with this circular. The notice of the EGM, the proxy form and the reply slip are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://hxjd.hisense.cn>). Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment of such meeting (as the case may be) should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

30 March 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the Articles of Association of the Company
“A Shares”	domestic ordinary shares of the Company with a nominal value of RMB1.00 each and are listed on the Shenzhen Stock Exchange
“Board”	the board of Directors
“Company”	Hisense Home Appliances Group Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability, whose shares are listed on the main board of the Hong Kong Stock Exchange and the main board of the Shenzhen Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2023 third extraordinary general meeting of the Company to be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong Province, the PRC on Wednesday, 19 April 2023 at 3:00 p.m.
“H Shares”	overseas listed foreign shares of the Company with a nominal value of RMB1.00 each and are listed on the Hong Kong Stock Exchange
“Hisense Holdings”	Hisense Group Holdings Co., Ltd.* (海信集團控股股份有限公司), a company incorporated in the PRC with limited liability
“Hisense Marketing Management”	Hisense Marketing Management Co., Ltd.* (海信營銷管理有限公司), a company incorporated in the PRC with limited liability and owned as to 50% by the Company
“Hisense Visual”	Hisense Visual Technology Co., Ltd.* (海信視像科技股份有限公司) a joint stock limited company incorporated in the PRC with limited liability and a subsidiary of Hisense Holdings as at the Latest Practicable Date, whose shares are listed on the main board of Shanghai Stock Exchange

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	27 March 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	share(s) of RMB1.00 each in the capital of the Company, comprising the A Shares and the H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent

*English translations of names in Chinese or another language in this circular which are marked with “\*” are for identification purposes only.*

*References to time and dates in this circular are to Hong Kong time and dates.*

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LETTER FROM THE BOARD

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**Hisense 海信家電**

**HISENSE HOME APPLIANCES GROUP CO., LTD.**

**海信家電集團股份有限公司**

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

*Executive Directors:*

Mr. Dai Hui Zhong  
Mr. Jia Shao Qian  
Mr. Xia Zhang Zhua  
Ms. Gao Yu Ling

*Registered office:*

No. 8 Ronggang Road  
Ronggui Street  
Shunde District  
Foshan City  
Guangdong Province  
PRC

*Independent non-executive Directors:*

Mr. Zhong Geng Shen  
Mr. Cheung Sai Kit  
Mr. Li Zhi Gang

*Principal place of business  
in Hong Kong:*

Room 3101-05  
Singa Commercial Centre  
No. 148 Connaught Road West  
Hong Kong

30 March 2023

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS; AND  
(2) NOTICE OF THE 2023 THIRD EXTRAORDINARY  
GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in relation to, among others, (i) the proposed appointment of executive Directors; and (ii) the notice of the EGM.

**I. PROPOSED APPOINTMENT OF EXECUTIVE DIRECTORS**

Reference is made to the announcement of the Company dated 28 February 2023 in relation to, among other matters, the nomination of Mr. Hu Jian Yong (“**Mr. Hu**”) and Mr. Yu Zhi Tao (“**Mr. Yu**”) as executive Directors of the eleventh session of the Board. In accordance with the Articles of Association and the relevant Hong Kong Listing Rules, the appointment of Mr. Hu and Mr. Yu as executive Directors of the eleventh session of the Board shall be submitted to the EGM for consideration and approval by the Shareholders.

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## LETTER FROM THE BOARD

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The biographical details of Mr. Hu and Mr. Yu are set out below.

**(1) Mr. Hu**

Mr. Hu, aged 48, holds a Bachelor's degree in electromagnetic measurement and instrumentation from Xi'an Jiaotong University and served successively as the general manager of Tianjin branch, Shanghai branch of Hisense Electric Co., Ltd. (now renamed as Hisense Visual). Mr. Hu was the deputy general manager of Hisense Visual from March 2017 to October 2018, the assistant general manager of Hisense Marketing Management from October 2018 to July 2019 and the vice president of Hisense Marketing Management from July 2019 to June 2021. Mr. Hu was the vice president of Hisense Visual from June 2021 to February 2023.

Save as disclosed above, as at the Latest Practicable Date, Mr. Hu did not hold (i) any directorships in any other listed companies in the last three years; and (ii) any other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Hu was not interested in any shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Hu is appointed as an executive Director at the EGM, he will enter into a director's service contract with the Company and his tenure will commence from the date of the EGM until the end of the eleventh session of the Board (that is, 24 June 2024). In accordance with his service contract, Mr. Hu will not be entitled to any remuneration as a Director, but he will receive a basic annual remuneration of RMB1,900,000 (before taxation) for his service as the President of the Company and the responsibility of the operational work under his supervision, the main scope of the position held, the risk, the pressure and the contribution to the Company until the expiration of the eleventh session of the Board, which is determined by the Board with reference to the business scale of the Company and the market level of remuneration of similar position. In addition, according to the Company's remuneration policy, Mr. Hu is entitled to the risk annual salary as the President, the amount of which will be determined primarily based on the Company's annual results.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the appointment of Mr. Hu that needs to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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### (2) Mr. Yu

Mr. Yu, aged 46, holds a Bachelor's degree in optoelectronics from Zhejiang University and served successively as an engineer in the research centre of Qingdao Hisense Communication Company Ltd., the deputy general manager of the GSM Institute of Qingdao Hisense Mobile Technology Company Ltd., the assistant general manager and deputy general manager of Qingdao Hisense Media Network Technology Company Ltd.. Mr. Yu was the general manager of Juhaokan Technology Company Ltd. from September 2016 to January 2019, the general manager of Hisense Visual from January 2019 to January 2020, and the president of Hisense Visual from January 2020 to February 2023. Mr. Yu has been the executive vice-president of Hisense Holdings and the Chairman of Hisense Visual since February 2023.

Mr. Yu is related to the Company's indirect Controlling Shareholder due to his current position held in Hisense Holdings and Hisense Visual as described above.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu did not hold any other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Yu was not interested in any shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and did not have any relationships with any Directors, senior management, substantial shareholders (having the meaning ascribed to it in the Listing Rules) or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company.

If Mr. Yu is appointed as an executive Director at the EGM, he will enter into a director's service contract with the Company and his tenure will commence from the date of the EGM until the end of the eleventh session of the Board (that is, 24 June 2024). In accordance with his service contract, Mr. Yu will not be entitled to any remuneration as a Director.

Save as disclosed above, there is no other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter relating to the nomination of Mr. Yu that needs to be brought to the attention of the Shareholders.

### EGM

The EGM will be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong Province, the PRC on Wednesday, 19 April 2023 at 3:00 p.m., at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the proposed appointments of Mr. Hu and Mr. Yu as executive Directors.

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## LETTER FROM THE BOARD

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The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM and a reply slip are enclosed with this circular. The notice of the EGM, the proxy form and the reply slip are also published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://hxjd.hisense.cn>). Whether or not you intend to attend the EGM, you are requested to complete and return the proxy form in accordance with the instructions printed on it and return it to the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment of such meeting (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment of such meeting (as the case may be) should you so wish and, in such event, the proxy form previously submitted shall be deemed to be revoked.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to the securities department of the Company by personal delivery, post or fax during hours between 8:30 a.m. and 11:00 a.m., 1:30 p.m. and 4:30 p.m. on every business day on or before Thursday, 13 April 2023. Failure to complete or return the reply slip will not preclude eligible Shareholders from attending the EGM should they so wish.

The vote of the Shareholders at the EGM will be taken by poll in accordance with Rule 13.39(4) of the Listing Rules and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

In order to determine the holders of Shares who are eligible to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 14 April 2023 to Wednesday, 19 April 2023 (both days inclusive). In order to qualify for attending the EGM, all transfer documents of H Shares together with the relevant share certificates must have been lodged with the Company's branch share registrar and transfer office 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, 13 April 2023 for registration.

Shareholders whose names appeared on the register of members of the Company as at the close of business on Thursday, 13 April 2023 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 13 April 2023) are entitled to attend the EGM and to vote in respect of all resolutions to be proposed at the EGM.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the opinion that resolutions to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

Yours faithfully,  
By order of the Board  
**Hisense Home Appliances Group Co., Ltd.**  
**Dai Hui Zhong**  
*Chairman*

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## NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

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# Hisense 海信家電

**HISENSE HOME APPLIANCES GROUP CO., LTD.**

**海信家電集團股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00921)**

## NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2023 third extraordinary general meeting (the “EGM”) of the Company will be held at the conference room of Hisense Building, No.17 Donghai West Road, Qingdao City, Shandong Province, the People's Republic of China (the “PRC”) on Wednesday, 19 April 2023 at 3:00 p.m. or any adjournment of such meeting for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification, as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. To consider and approve the resolutions on the election of executive directors of the eleventh session of the Board:
  - 1.1. To elect Mr. Hu Jian Yong as an executive director of the eleventh session of the Board and to fix the level of his remuneration.
  - 1.2. To elect Mr. Yu Zhi Tao as an executive director of the eleventh session of the Board and to fix the level of his remuneration.

By order of the Board  
**Hisense Home Appliances Group Co., Ltd.**  
**Dai Hui Zhong**  
*Chairman*

Foshan City, Guangdong, the PRC, 30 March 2023

#### *Notes:*

- (1) Words and expressions that are not expressly defined in this notice shall bear the same meanings as those defined in the Circular.
- (2) Holders of H shares of the Company intending to attend the EGM shall return the accompanying reply slip in writing to the registered office of the Company during hours between 8:30 a.m. and 11:00 a.m., 1:30 p.m. and 4:30 p.m. on every business day on or before Thursday, 13 April 2023. To qualify for attendance at the EGM, all transfers of H shares of the Company together with the relevant share certificates must be lodged with the Company's branch share registrar and transfer office 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, 13 April 2023 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.

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## NOTICE OF THE 2023 THIRD EXTRAORDINARY GENERAL MEETING

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- (4) Holders of H shares of the Company whose names appear on the register of members of the Company as at the close of business on Thursday, 13 April 2023 (including holders of H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Thursday, 13 April 2023) will be entitled to attend the EGM. The register of members of the Company will be closed from Friday, 14 April 2023 to Wednesday, 19 April 2023 (both days inclusive).
- (5) To be valid, the proxy form, 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 and transfer office in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment of such meeting (as the case may be).
- (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 (except those which relate purely to a procedural or administrative matter). 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 <https://hxjd.hisense.cn> and the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk> after the conclusion of the EGM.
- (7) The registered address of the Company is:
- No. 8 Ronggang Road, Ronggui Street, Shunde District  
Foshan City, Guangdong Province, the PRC  
Postal code: 528303  
Tel: (86) 757 2836 2570  
Fax: (85) 757 2836 1055  
Contact person: Ms. Zhou Xin
- (8) References to time and dates in this notice are to Hong Kong time and dates.
- (9) The English version of the proposed 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.

*As at the date of this notice, the Company's executive directors are Mr. Dai Hui Zhong, Mr. Jia Shao Qian, Mr. Xia Zhang Zhua and Ms. Gao Yu Ling; and the Company's independent non-executive directors are Mr. Zhong Geng Shen, Mr. Cheung Sai Kit and Mr. Li Zhi Gang.*