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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 INDEPENDENT NON-EXECUTIVE  
DIRECTOR; AND  
(2) NOTICE OF THE 2024 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 6 of this circular.

A notice of the EGM to be held on Friday, 2 August 2024 at 3:00 p.m. at the conference room of Hisense International Centre, No.88 Hong Kong East 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 17M Floor, 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.

16 July 2024

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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 Listing Rules
“Director(s)”	director(s) of the Company
“EGM”	the 2024 third extraordinary general meeting of the Company to be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the PRC on Friday, 2 August 2024 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
“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”	11 July 2024, 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

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of the Share(s)
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules

*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. Yu Zhi Tao  
Mr. Hu Jian Yong  
Ms. Gao Yu Ling  
Mr. Zhu Dan

*Registered office:*

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

*Independent non-executive Directors:*

Mr. Cheung Sai Kit  
Mr. Li Zhi Gang  
Mr. Tsoi Wing Sing

*Principal place of business  
in Hong Kong:*

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

16 July 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR; AND  
(2) NOTICE OF THE 2024 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 independent non-executive Director; and (ii) the notice of the EGM.

**I. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR**

Reference is made to the announcement of the Company dated 16 July 2024 in relation to, among other matters, the expiry of the term of office of Mr. Cheung Sai Kit (“**Mr. Cheung**”) as an independent non-executive Director and the nomination of Mr. Xu Guo Jun (“**Mr. Xu**”) as an independent non-executive Director of the twelfth session of the Board.

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## LETTER FROM THE BOARD

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According to article 5.2 of the Articles of Association, the term of office of each of the Directors is three years, and upon the expiry of such term, it shall be renewable upon re-election. According to article 13 of the Management Measures for Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) issued by the China Securities Regulatory Commission, each of the independent Director shall not remain in office for more than six years consecutively.

As the term of office of Mr. Cheung as an independent non-executive Director will expire on 2 August 2024, in accordance with the relevant laws, regulations and the Articles of Association, Mr. Xu has been nominated as an independent non-executive Director for the twelfth session of the Board and his appointment is subject to the approval by the Shareholders at the EGM. If Mr. Xu is elected, his term of office will commence from the date of his appointment at the EGM and expire at the end of the twelfth session of the Board.

The biographical details of Mr. Xu are set out below.

### **Mr. Xu Guo Jun**

Mr. Xu, aged 62, Doctor of Accounting of Renmin University of China and a Non-practicing Certified Public Accountant. Mr. Xu served as the chief accountant, deputy general manager, general manager and the director of Qingdao Guoxin Development (Group) Co., Ltd.\* (青島國信發展(集團)有限責任公司), a professor of accounting and a PhD supervisor at Ocean University of China, the director of the Institute of Human Value Management of Ocean University of China\* (中國海洋大學人本價值管理研究所) (retired), an independent director of Qingdao Doublestar Co., Ltd.\* (青島雙星股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code: 000599), an independent director of Ceyear Technologies Co., Ltd.\* (中電科思儀科技股份有限公司), an outside director of Qingdao Qingtie Jinhui Holdings Limited\* (青島青鐵金匯控股有限公司), as well as an independent director of Impulse (Qingdao) Health Tech Co., Ltd.\* (青島英派斯健康科技股份有限公司) (the “**Impulse**”).

Mr. Xu serves as an independent director of (i) Baiyang Investment Group, INC.\* (百洋產業投資集團股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code: 002696) since August 2020; and (ii) Qingdao Pangu Intelligent Manufacturing Co., Ltd.\* (青島盤古智能製造股份有限公司) (a company listed on the Shenzhen Stock Exchange with stock code: 301456) since October 2020. Mr. Xu ceased to be an independent director of Impulse (a company listed on the Shenzhen Stock Exchange with stock code: 002899) with effect from 15 July 2024.

Save as disclosed above, as at the Latest Practicable Date, Mr. Xu did not hold (i) any directorships in any other listed companies in Hong Kong or overseas in the last three years; and (ii) any other major appointments and professional qualifications. As at the Latest Practicable Date, Mr. Xu was not interested in any shares of 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 or controlling shareholders of the Company.

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## LETTER FROM THE BOARD

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If Mr. Xu is elected as an independent non-executive Director, he will enter into a director's service contract with the Company. During his term of office, Mr. Xu will be entitled to an annual remuneration of RMB180,000 (before taxation) from the Company as an independent non-executive Director, as determined by the remuneration and appraisal committee of the Board with reference to the business scale of the Company and the remuneration level of independent non-executive directors of other listed companies.

Mr. Xu has confirmed his independence to the Company in accordance with Rule 3.13 of the Listing Rules. The Board has assessed and reviewed the independence of Mr. Xu and believes that Mr. Xu has satisfied the independence requirements.

Save as disclosed above, there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters that need to be brought to the attention of the Shareholders.

### EGM

The EGM will be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the PRC on Friday, 2 August 2024 at 3:00 p.m., at which resolution will be proposed for the Shareholders to consider and, if thought fit, approve, among other things, the proposed election of Mr. Xu as independent non-executive Director.

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 17M Floor, 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 Monday, 29 July 2024. 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.

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## LETTER FROM THE BOARD

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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 Tuesday, 30 July 2024 to Friday, 2 August 2024 (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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 29 July 2024 for registration.

Shareholders whose names appeared on the register of members of the Company as at the close of business on Monday, 29 July 2024 (including holders of the H Shares who have submitted verified transfer forms at or before 4:30 p.m. on Monday, 29 July 2024) are entitled to attend the EGM and to vote in respect of the resolution to be proposed at the EGM.

### RECOMMENDATION

The Board is of the opinion that the resolution to be proposed at the EGM is 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 resolution 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 2024 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 2024 THIRD EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2024 third extraordinary general meeting (the “EGM”) of the Company will be held at the conference room of Hisense International Centre, No.88 Hong Kong East Road, Qingdao City, Shandong Province, the People's Republic of China (the “PRC”) on Friday, 2 August 2024 at 3:00 p.m. or any adjournment of such meeting for the purpose of considering and, if thought fit, passing the following resolution, with or without modification, as ordinary resolution of the Company:

### ORDINARY RESOLUTION

1. To consider and approve the resolution on the election of Mr. Xu Guo Jun as an independent non-executive director of the twelfth session of the board of directors of the Company 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, 16 July 2024

#### *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 Monday, 29 July 2024. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 29 July 2024 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 H shares of the Company whose names appear on the register of members of the Company as at the close of business on Monday, 29 July 2024 (including holders of H Shares of the Company who have submitted verified transfer forms at or before 4:30 p.m. on Monday, 29 July 2024) will be entitled to attend the EGM. The register of members of the Company will be closed from Tuesday, 30 July 2024 to Friday, 2 August 2024 (both days inclusive).

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## NOTICE OF THE 2024 THIRD EXTRAORDINARY GENERAL MEETING

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- (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 17M Floor, 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 2866  
Fax: (86) 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. Yu Zhi Tao, Mr. Hu Jian Yong, Ms. Gao Yu Ling and Mr. Zhu Dan; and the Company's independent non-executive directors are Mr. Cheung Sai Kit, Mr. Li Zhi Gang and Mr. Tsoi Wing Sing.*