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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)

ANNOUNCEMENT

(1) RESOLUTIONS PASSED AT THE FIRST 2012 EXTRAORDINARY GENERAL MEETING

(2) APPOINTMENT OF DIRECTOR

RESOLUTIONS PASSED AT THE FIRST 2012 EXTRAORDINARY GENERAL MEETING

The first 2012 extraordinary general meeting (the "EGM") of Hisense Kelon Electrical Holdings Company Limited (the "Company") was 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 16 January 2012 at 2:00 p.m.. A poll was demanded by Ren Li Ren, the chairman of the EGM, for voting on the proposed resolutions as set out in the notice of the EGM dated 29 November 2011 and the further notice of the EGM dated 28 December 2011 (together, the "Notices of EGM"). The convening of the EGM was in accordance with the company law of the PRC and the articles of association of the Company (the "Articles of Association"). All resolutions were approved by the shareholders of the Company (the "Shareholders") by way of poll.

As at the date of the EGM, the issued share capital of the Company comprised 1,354,054,750 Shares, of which 894,464,942 were A Shares and 459,589,808 were H Shares. 20 Shareholders or their proxies holding 707,659,035 Shares (including 646,031,676 A Shares and 61,627,359 H Shares), representing approximately 52.26% of the entire issued share capital of the Company, attended the EGM (in person or through the online voting system of Shenzhen Securities Information Co., Ltd.). Among these, 3 Shareholders or their proxies attended the EGM in person, representing 704,237,068 Shares (including 642,609,709 A Shares and 61,627,359 H Shares) or approximately 52.01% of the entire issued share capital, while 17 A Shareholders attended the EGM through the online voting system of Shenzhen Securities Information Co., Ltd., representing 3,421,967 A Shares or approximately 0.25% of the entire issued share capital.

As at the date of the EGM, the Company's total number of issued shares was 1,354,054,750. Qingdao Hisense Air-conditioning Company Limited, which held 612,316,909 A Shares as at the date of the EGM, representing approximately 45.22% of the Company's total number of issued shares, was required to and has abstained from voting at the ordinary resolutions numbered 2, 7 and 8 in the EGM. Hisense (Hong Kong) Company Limited, which held 27,000,000 H Shares as at the date of the EGM, representing approximately 1.99% of the Company's total number of issued shares, was required to and has abstained from voting at the ordinary resolutions numbered 2, 7 and 8 in the EGM. Save as

disclosed above, so far as the Company is aware, none of Hisense Company Limited, Hisense Electric Co., Ltd., Huayi Compressor Company Limited, Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd. (青島海信日立空調系統有限公司), Hisense Whirlpool (Zhejiang) Electric Appliances Co., Ltd (海信惠而浦(浙江)電器有限公司), Beijing Embraco Snowflake Compressor Company Limited (北京恩布拉科雪花壓縮機有限公司), Hisense Finance Co., Ltd, Hisense (Hong Kong) Company Limited and their respective associates held any Shares as at the date of the EGM. Accordingly, the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 1, 3, 4, 5, 6, 9 and 10 at the EGM was 1,354,054,750 Shares (representing the Company's total number of issued shares) and the total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions numbered 2, 7 and 8 was 714,737,841 Shares (representing approximately 52.79% of the Company's total number of issued shares). There were no Shares entitling the holders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"). Save as already disclosed, there was no restriction on the Shareholders to cast votes on the resolutions at the EGM and there were no Shares entitling the holders to attend and vote only against the resolutions at the EGM.

Crowe Horwath China Certified Public Accountants (LLP) was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Terms used herein, unless otherwise defined, shall have the same meanings as provided in the Notices of EGM. Please refer to the Notices of EGM for the full wording of the resolutions set out below. The poll results in respect of the resolutions passed at the EGM were as follows:

Ordinary Resolutions	No. of Votes (%)		
	For	Against	Abstain
1.	To approve the appointment of Mr. Gan Yong He as a 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. Gan.		
	Poll Result	694,287,735 98.11%	13,305,400 1.88%
			65,900 0.01%
The resolution was duly passed as an ordinary resolution.			
2.	To approve the Business Co-operation Framework Agreement dated 29 November 2011 entered into between the Company, Hisense Company Limited and Hisense Electric Co., Ltd., the continuing connected transactions contemplated thereunder and the relevant annual caps.		
	Poll Result	81,995,826 86.00%	13,287,800 13.94%
			58,500 0.06%
The resolution was duly passed as an ordinary resolution.			
3.	To approve the Compressors Purchase and Supply Framework Agreement dated 29 November 2011 entered into between the Company and Huayi Compressor Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap.		

	Poll Result	694,306,135 98.11%	13,287,800 1.88%	65,100 0.01%
The resolution was duly passed as an ordinary resolution.				
4.	To approve the Business Framework Agreement 1 dated 29 November 2011 entered into between the Company and Qingdao Hisense Hitachi Air-Conditioning Systems Co., Ltd. (青島海信日立空調系統有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap.			
	Poll Result	694,310,835 98.11%	13,287,800 1.88%	60,400 0.01%
The resolution was duly passed as an ordinary resolution.				
5.	To approve the Business Framework Agreement 2 dated 29 November 2011 entered into between the Company and Hisense Whirlpool (Zhejiang) Electric Appliances Co., Ltd. (海信惠而浦(浙江)電器有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap.			
	Poll Result	694,310,835 98.11%	13,287,800 1.88%	60,400 0.01%
The resolution was duly passed as an ordinary resolution.				
6.	To approve the Compressors Purchase Framework Agreement dated 29 November 2011 entered into between the Company and Beijing Embraco Snowflake Compressor Company Limited (北京恩布拉科雪花壓縮機有限公司), the continuing connected transactions contemplated thereunder and the relevant annual cap.			
	Poll Result	694,306,135 98.11%	13,326,000 1.88%	26,900 0.01%
The resolution was duly passed as an ordinary resolution.				
7.	To approve the Financial Services Agreement dated 29 November 2011 entered into between the Company and Hisense Finance Co., Ltd, the continuing connected transactions contemplated thereunder and the relevant annual caps.			
	Poll Result	76,933,067 80.69%	18,348,659 19.25%	60,400 0.06%
The resolution was duly passed as an ordinary resolution.				
8.	To approve the Purchase Financing Agency Framework Agreement dated 29 November 2011 entered into between the Company and Hisense (Hong Kong) Company Limited, the continuing connected transactions contemplated thereunder and the relevant annual cap.			
	Poll Result	80,116,926 85.00%	14,084,800 14.94%	60,400 0.06%
The resolution was duly passed as an ordinary resolution.				

9.	To approve the resolution on the guarantees proposed to be provided by the Company and its subsidiaries.			
	Poll Result	694,283,135 98.11%	13,312,700 1.88%	63,200 0.01%
The resolution was duly passed as an ordinary resolution.				
10.	To approve the resolution in relation to the guarantees proposed to be provided by the Company in the total sum up to RMB120 million for certain distributors of the Company for the years 2012-2013.			
	Poll Result	691,099,276 97.66%	16,496,559 2.33%	63,200 0.01%
The resolution was duly passed as an ordinary resolution.				

Legal opinion of PRC lawyer

1. Name of law firm: GUANGDONG GUARDIAN LAW FIRM
2. Name of lawyer: Minjie Li ,Qingchun Hua
3. Summarised legal opinion: The convening of the EGM, the procedures for holding the EGM, the eligibility of the persons attending the EGM, the proposed resolutions and the voting procedures at the EGM are in compliance with the requirements of the relevant laws and regulations and other regulatory documents in the PRC and the Articles of Association. The voting results of the EGM are lawful and valid.

Documents available for inspection

1. Resolutions passed at the EGM which have been signed and confirmed by the directors of the Company present at the meeting;
2. Legal opinion in relation to the EGM.

APPOINTMENT OF DIRECTOR

The Board is pleased to announce that Mr. Gan Yong He was appointed as a director of the seventh session of the board of directors of the Company at the EGM. As disclosed in the circular of the Company dated 28 December 2011, during the term of his directorship, Mr. Gan will not receive any director's remuneration from the Company. However, Mr. Gan will receive annual emoluments of RMB640,000 (before taxation) from the Company as the vice president of the Company, which was determined by the remuneration and appraisal committee of the Board after taking into consideration the scale of operation of the Company and the remuneration level of senior management members of other listed companies. The biographical details of Mr. Gan are set out in the announcement and the

circular of the Company dated 27 October 2011 and 28 December 2011 respectively. Save as disclosed therein, there is no other matter that needs to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Hong Kong Listing Rules nor any other matter that needs to be brought to the attention of the Shareholders.

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

As at the date of this announcement, 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 Mr. Gan Yong He; and the Company's independent non-executive directors are Mr. Zhang Sheng Ping, Mr. Wang Xin Yu and Mr. Wang Ai Guo.

Foshan City, Guangdong, the PRC, 16 January 2012