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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)

- (1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, THE CLASS MEETING OF A SHAREHOLDERS AND THE CLASS MEETING OF H SHAREHOLDERS**
- (2) APPOINTMENT OF DIRECTOR**
- (3) CHANGE IN AUDITORS**

The Board is pleased to announce that the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were held on Monday, 1 August 2011 and all resolutions as set out in the notices of the EGM (including the supplemental notice thereof), the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were duly passed by poll without amendments.

The Board further announces that (a) Mr. Ren Li Ren was appointed as a director of the seventh session of the board of directors of the Company at the EGM and (b) LI XIN DA HUA and BDO Limited have been removed as the domestic auditors and overseas auditors of the Company for the financial year of 2011 respectively and Crowe Horwath China Certified Public Accountants (LLP) has been appointed as the auditors of the Company for the financial year of 2011 with effect from the date of the EGM.

Reference is made to the circular of Hisense Kelon Electrical Holdings Company Limited (the "Company") dated 7 July 2011 in relation to the First Share Option Incentive Scheme (Revised Draft) and the supplemental circular of the Company dated 13 July 2011 in relation to the appointment of directors and changes in auditors of the Company (collectively, the "Circular"), notices of the EGM and the H Shareholders' Class Meeting dated 10 June 2011 and the supplemental notice of the EGM dated 13 July 2011. Unless otherwise indicated, the terms used herein shall have the same meanings as those used in the Circular.

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING, THE CLASS MEETING OF A SHAREHOLDERS AND THE CLASS MEETING OF H SHAREHOLDERS**

The EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were held at the conference room of the Company's head office, Shunde District, Foshan City, Guangdong Province, the PRC on Monday, 1 August 2011 at 2:00 p.m., 2:30 p.m. and 3:00 p.m., respectively, all of which were chaired by Mr. Tang Ye Guo, the Chairman of Board. All the resolutions as set out in the notices of the EGM (including the supplemental notice thereof), the A Shareholders' Class Meeting and the H Shareholders' Class Meeting were duly passed.

## Results of the EGM

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 are A Shares and 459,589,808 are H Shares. 63 Shareholders or their proxies holding 722,617,664 Shares (including 615,595,805 A Shares and 107,021,859 H Shares), representing approximately 53.37% 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 719,368,868 Shares (including 612,347,009 A Shares and 107,021,859 H Shares) or approximately 53.13% of the entire issued share capital, while 60 A Shareholders attended the EGM through the online voting system of Shenzhen Securities Information Co., Ltd., representing 3,248,796 A Shares or approximately 0.24% of the entire issued share capital.

The total number of Shares entitling the holders to attend and vote for or against the ordinary resolutions and the special resolutions at the EGM was 1,354,054,750 Shares (representing the Company's total number of issued shares). There were no Shares entitling the holders to attend and vote only against any of the resolutions considered at the EGM.

The following resolutions were considered and passed at the EGM by way of poll. Please refer to the notice of EGM and the supplemental notice of EGM for the full wordings thereof. 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 consider and approve the appointment of Mr. Ren Li Ren 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. Ren.			
	Poll Result	721,507,388 99.84%	1,072,613 0.15%	37,663 0.01%
The resolution was duly passed as an ordinary resolution.				
2.	To consider and approve (i) the removal of BDO CHINA LI XIN DA HUA Certified Public Accountants CO., LTD. and BDO Limited respectively as the domestic auditors and overseas auditors of the Company for the financial year of 2011;(ii) the appointment of Crowe Horwath China Certified Public Accountants (LLP) as the auditors of the Company for the financial year of 2011 and to authorize the board of directors to fix their remuneration.			
	Poll Result	721,177,388 99.80%	1,402,613 0.19%	37,663 0.01%
The resolution was duly passed as an ordinary resolution.				
Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
1、 THAT the First Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited (Revised Draft), containing the particular terms listed below, be and is hereby approved and adopted:				
1.1	Type, source and number of shares subject to the share options;			

	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.2	Basis for determining participants and scope of participants;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.3	Number of share options to be granted to each of the directors, senior management and other participants;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.4	Validity period of the First Share Option Incentive Scheme and the lock-up period on the shares issued pursuant to the exercise of the share options;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.5	Conditions of grant and conditions of exercise of share options;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.6	Exercise price of share options and its determination method;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.7	Methods and procedures for adjustment of the number of share options subject to the grant and the exercise price;			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
1.8	Amendment and termination of the First Share Option Incentive Scheme.			
	Poll Result	721,530,051 99.85%	1,087,613 0.15%	0 0.00%
The resolution was duly passed as a special resolution.				
2.	THAT the board of directors of the Company be and is authorized to handle, implement and administer relevant matters of the First Share Option Incentive Scheme.			
	Poll Result	721,507,388 99.85%	1,072,613 0.15%	37,663 0.01%
The resolution was duly passed as a special resolution.				
3.	THAT the Measures for Performance Appraisal for the Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited be and is hereby approved and adopted.			

	Poll Result	721,492,388 99.84%	1,087,613 0.15%	37,663 0.01%
The resolution was duly passed as a special resolution.				

### Results of the A Shareholders' Class Meeting

As at the date of the A Shareholders' Class Meeting, the total number of A Shares in issue was 894,464,942. 62 A Shareholders or their proxies holding 615,595,805 A Shares, representing approximately 68.82% of the total number of A Shares in issue attended the A Shareholders' Class Meeting (in person or through the online voting system of Shenzhen Securities Information Co., Ltd.). Among these, 2 A Shareholders or their proxies attended the A Shareholders' Class Meeting in person, representing 612,347,009 A Shares or approximately 68.46% of the total number of A Shares in issue, while 60 A Shareholders attended the A Shareholders' Class Meeting through the online voting system of Shenzhen Securities Information Co., Ltd., representing 3,248,796 A Shares or approximately 0.36% of the total number of A Shares in issue.

The total number of Shares entitling the holders to attend and vote for or against the special resolutions at the A Shareholders' Class Meeting was 894,464,942 Shares. There were no A Shares entitling the holders to attend and vote only against any of the resolutions considered at the A Shareholders' Class Meeting.

The following resolutions were considered and passed at the A Shareholders' Class Meeting by way of poll. Please refer to the notice and further notice of the A Shareholders' Class Meeting for the full wordings thereof. The poll results in respect of the resolutions passed at the A Shareholders' Class Meeting were as follows:-

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
1、 THAT the First Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited (Revised Draft), containing the particular terms listed below, be and is hereby approved and adopted:				
1.1	Type, source and number of shares subject to the share options;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.2	Basis for determining participants and scope of participants;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.3	Number of share options to be granted to each of the directors, senior management and other participants;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				

1.4	Validity period of the First Share Option Incentive Scheme and the lock-up period on the shares issued pursuant to the exercise of the share options;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.5	Conditions of grant and conditions of exercise of share options;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.6	Exercise price of share options and its determination method;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.7	Methods and procedures for adjustment of the number of share options subject to the grant and the exercise price;			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
1.8	Amendment and termination of the First Share Option Incentive Scheme.			
	Poll Result	614,523,192 99.83%	1,072,613 0.17%	0 0.00%
The resolution was duly passed as a special resolution.				
2.	THAT the board of directors of the Company be and is authorized to handle, implement and administer relevant matters of the First Share Option Incentive Scheme.			
	Poll Result	614,485,529 99.82%	1,072,613 0.17%	37,663 0.01%
The resolution was duly passed as a special resolution.				
3.	THAT the Measures for Performance Appraisal for the Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited be and is hereby approved and adopted.			
	Poll Result	614,485,529 99.82%	1,072,613 0.17%	37,663 0.01%
The resolution was duly passed as a special resolution.				

### Results of the H Shareholders' Class Meeting

As at the date of the H Shareholders' Class Meeting, the total number of H Shares in issue was 459,589,808. 1 H Shareholder or his proxy holding 75,237,359 H Shares, representing approximately 16.37% of the total number of H Shares in issue attended the H Shareholders' Class Meeting.

The total number of Shares entitling the holders to attend and vote for or against the special resolutions at the H Shareholders' Class Meeting was 459,589,808 Shares There were no H Shares entitling the

holders to attend and vote only against any of the resolutions considered at the H Shareholders' Class Meeting.

The following resolutions were considered and passed at the H Shareholders' Class Meeting by way of poll. Please refer to the notice of the H Shareholders' Class Meeting for the full wordings thereof. The poll results in respect of the resolutions passed at the H Shareholders' Class Meeting were as follows:-

Special Resolutions		No. of Votes (%)		
		For	Against	Abstain
1、 THAT the First Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited (Revised Draft), containing the particular terms listed below, be and is hereby approved and adopted:				
1.1	Type, source and number of shares subject to the share options;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.2	Basis for determining participants and scope of participants;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.3	Number of share options to be granted to each of the directors, senior management and other participants;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.4	Validity period of the First Share Option Incentive Scheme and the lock-up period on the shares issued pursuant to the exercise of the share options;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.5	Conditions of grant and conditions of exercise of share options;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.6	Exercise price of share options and its determination method;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
1.7	Methods and procedures for adjustment of the number of share options subject to the grant and the exercise price;			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%

The resolution was duly passed as a special resolution.				
1.8	Amendment and termination of the First Share Option Incentive Scheme.			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				
2.	THAT the board of directors of the Company be and is authorized to handle, implement and administer relevant matters of the First Share Option Incentive Scheme.			
	Poll Result	75,237,359 100.00%	0 0.00%	0 0.00%
The resolution was duly passed as a special resolution.				
3.	THAT the Measures for Performance Appraisal for the Share Option Incentive Scheme of Hisense Kelon Electrical Holdings Company Limited be and is hereby approved and adopted.			
	Poll Result	75,222,359 99.98%	15,000 0.02%	0 0.00%
The resolution was duly passed as a special resolution.				

### Scrutineer

Crowe Horwath China Certified Public Accountants (LLP) was appointed as the scrutineer at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting for the purpose of vote-taking.

### Legal opinion of PRC lawyer

1. Name of law firm: GUANGDONG GUARDIAN LAW FIRM
2. Name of lawyer: Minjie Li ,Qingchun Hua
3. Summary of legal opinion: The convening of the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting, the procedures for holding the meetings, the eligibility of the persons attending the meetings, the proposed resolutions and the voting procedures at the meetings are all in compliance with the requirements of the relevant laws and regulations, administrative rules, other regulatory provisions and the Articles of Association. The voting results of the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting are legal and valid.

### Documents available for inspection

1. Resolutions passed at the EGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting which have been signed and confirmed by the attending directors of the Company;
2. Letter of legal opinion.

## **APPOINTMENT OF DIRECTOR**

The Board is pleased to announce that Mr. Ren Li Ren was appointed as a director of the seventh session of the board of directors of the Company at the EGM. As disclosed in the supplemental circular of the Company dated 13 July 2011, during the term of his directorship, Mr. Ren will not receive any director's remuneration from the Company. However, Mr. Ren will receive basic annual emoluments not exceeding RMB800,000 (before taxation) as the 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. Ren are set out in the announcement and the supplemental circular of the Company dated 28 June 2011 and 13 July 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.

## **CHANGE IN AUDITORS**

The Board further announces that BDO CHINA LI XIN DA HUA Certified Public Accountants CO., LTD. ("LI XIN DA HUA") and BDO Limited have been removed as the domestic auditors and overseas auditors of the Company for the financial year of 2011 respectively and Crowe Horwath China Certified Public Accountants (LLP) has been appointed as the auditors of the Company for the financial year of 2011 with effect from the date of the EGM. As disclosed in the announcement and the supplemental circular of the Company dated 13 July 2011, LI XIN DA HUA and BDO Limited respectively have confirmed that there were no matters regarding the removal that need to be brought to the attention of the Shareholders, and the Board is not aware of any matter regarding the removal that needs to be brought to the attention of the Shareholders. The Board and the audit committee of the Company have also confirmed that there was no disagreement among the Company, LI XIN DA HUA and BDO Limited regarding the removal.

The Company hereby expresses its sincere appreciation for the professional service and support of LI XIN DA HUA and BDO Limited provided over the past years.

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

Foshan City, Guangdong, the PRC, 1 August 2011

*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, Ms. Liu Chun Xin and Mr. Xiao Jian Lin; and the Company's independent non-executive directors are Mr. Zhang Sheng Ping, Mr. Cheung Yui Kai, Warren and Mr. Wang Ai Guo.*