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**HARVEST INTERNATIONAL COMPANY**  
*(incorporated in the Cayman Islands with limited liability)*

**HK\$8,000,000,000 Zero Coupon Guaranteed Exchangeable Bonds due 2022**  
**(the "Bonds")**  
**(Stock Code: 5024.HK; ISIN: XS1716796641)**

**exchangeable into the ordinary shares of**  
**HAIER ELECTRONICS GROUP CO., LTD. (Stock Code: 1169)**  
**海爾電器集團有限公司\***

*unconditionally and irrevocably guaranteed by*

**Haier**

**HAIER SMART HOME CO., LTD. (海爾智家股份有限公司)**  
*(incorporated with limited liability in the People's Republic of China)*

*and*

**FLOURISHING REACH LIMITED**  
*(incorporated in the British Virgin Islands with limited liability)*

**(1) PROPOSED PRIVATISATION OF HAIER ELECTRONICS GROUP CO., LTD.**  
**BY HAIER SMART HOME CO., LTD.**  
**BY WAY OF A SCHEME OF ARRANGEMENT**  
**UNDER SECTION 99 OF THE COMPANIES ACT**

**(2) PROPOSED WITHDRAWAL OF LISTING OF SHARES**

**(3) RESULTS OF THE COURT MEETING AND THE SGM**

**AND**

**(4) CLOSURE OF THE REGISTER OF MEMBERS OF HAIER ELECTRONICS GROUP**  
**CO., LTD.**

Reference is made to (i) the announcement dated 31 July 2020 (the "**July 2020 Announcement**") made by Harvest International Company (the "**Issuer**") relating to the joint announcement dated 31 July 2020 (the "**Rule 3.5 Announcement**") made by Haier Smart Home Co., Ltd. ("**HSH**") and Haier Electronics Group Co., Ltd. ("**Haier Electronics**") pursuant to Rule 3.5 of the Takeovers Code in relation to a pre-conditional proposal for privatisation of Haier Electronics by HSH, (ii) the joint announcement dated 16 November 2020 made by HSH and Haier Electronics relating to the proposal for privatisation of Haier Electronics by HSH, the proposed withdrawal of listing of the Shares (as defined in the July 2020 Announcement) and the despatch of the Scheme Document, (iii) the joint announcement dated 9 December 2020 made by HSH and Haier Electronics relating to the results of the Court Meeting and the SGM and closure of the register of members of Haier Electronics (the "**9 December 2020 Announcement**"), (iv) the announcements dated 31 July 2020, 18 August 2020 and 28 August 2020 (together, the "**Consent Solicitation Announcements**") made by the Issuer relating to the notice of a meeting dated 31 July 2020 given by the Issuer, HSH, Haier Shareholdings (Hong Kong) Limited and FLOURISHING REACH LIMITED to holders of the Bonds (the "**Bondholders**") in connection with the solicitation of consents by an extraordinary resolution of the Bondholders (the "**Extraordinary Resolution**") for approval of certain *amendments* to the terms and conditions of the Bonds (the "**Terms and Conditions**") and the trust deed constituting the Bonds (the "**Consent Solicitation**") and the results of the Bondholders' meeting and the Consent Solicitation, (v) the announcement dated 1 September 2020 made by the Issuer relating to the results of meeting of HSH Shareholders, HSH A Shareholders and HSH D Shareholders in relation to the EB-to-CB Proposal, (vi) the announcement dated 30 October 2020 made by the Issuer relating to the requisite approval from the CSRC in relation to the EB-to-CB Proposal and (vii) the announcement dated 13 November 2020 made by the Issuer relating to the satisfaction of all Privatisation Pre-Conditions (as defined in the July 2020 Announcement) and certain approval from the Stock Exchange in relation to the EB-to-CB Proposal. Terms and expressions used but not defined herein have the respective meanings given to them in the 9 December 2020 Joint Announcement, the Consent Solicitation Announcements and the Terms and Conditions.

## RESULTS OF THE COURT MEETING

As disclosed in the 9 December 2020 Joint Announcement, the Court Meeting was convened and held on Wednesday, 9 December 2020 at Grand Ballroom 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong.

The poll results in respect of the resolution (the full text of which is set out in the notice of Court Meeting included in the Scheme Document) to approve the Scheme at the Court Meeting were as follows:

	Votes cast in person or by proxy		
	Total number	In favour of the Scheme	Against the Scheme
Number of Scheme Shares voted by the Scheme Shareholders in person or by proxy (approximate percentage represented)	1,221,138,079 (100%)	1,220,987,296 (99.99%)	150,783 (0.01%)

	Votes cast in person or by proxy		
	Total number	In favour of the Scheme	Against the Scheme
Number of Scheme Shareholders who attended and voted in person or by proxy	292	292	Nil
Number of Scheme Shares voted by the Disinterested Scheme Shareholders in person or by proxy (approximate percentage represented)	884,538,079 (100%)	884,387,296 (99.98%)	150,783 (0.02%)
Approximate percentage of: (i) 150,783 Scheme Shares (being the number of votes cast by the Disinterested Scheme Shareholders against the Scheme) over (ii) 1,170,898,247 Scheme Shares (being the number of votes attaching to all Disinterested Scheme Shareholders)			0.01%

Accordingly, as:

- (a) the resolution proposed at the Court Meeting to approve the Scheme was duly passed (by way of poll) by:
- (i) a majority in number of Scheme Shareholders representing not less than three-fourths in value of the Scheme Shares held by the Scheme Shareholders present and voting either in person or by proxy at the Court Meeting; and
  - (ii) Disinterested Scheme Shareholders holding at least 75% of the votes attaching to the Disinterested Scheme Shares that were voted either in person or by proxy at the Court Meeting; and
- (b) the number of votes cast (by way of poll) by the Disinterested Scheme Shareholders present and voting either in person or by proxy at the Court Meeting against the resolution to approve the Scheme at the Court Meeting was not more than 10% of the votes attaching to all Disinterested Scheme Shares held by all the Disinterested Scheme Shareholders,

the requirements under both section 99 of the Companies Act and Rule 2.10 of the Takeovers Code have been complied with.

For further information, please refer to the 9 December 2020 Joint Announcement.

## **RESULTS OF THE SGM**

As disclosed in the 9 December 2020 Joint Announcement, the SGM was convened and held on Wednesday, 9 December 2020 at 10:00 a.m. at Grand Ballroom 2, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong.

The poll results in respect of the special resolutions (the full text of which are set out in the notice of SGM included in the Scheme Document) proposed at the SGM were as follows:

	Number of votes cast (approximate percentage represented)		
	Total Number	For	Against
<b>Special resolutions</b>			
To approve the reduction in the issued share capital of Haier Electronics by way of a cancellation of Fractional Shares	2,513,567,350 (100%)	2,513,416,567 (99.99%)	150,783 (0.01%)
To approve the Scheme between Haier Electronics and the Scheme Shareholders and the implementation of the Scheme, including the related reduction of issued share capital of Haier Electronics, cancellation of share premium of Haier Electronics, and the issue of new Shares as more particularly set out in the notice of SGM	2,510,147,428 (100%)	2,509,996,645 (99.99%)	150,783 (0.01%)

Accordingly:

- (a) the special resolution proposed at the SGM to approve the reduction in the issued share capital of Haier Electronics by way of cancellation of the Fractional Shares, as more particularly set out in the notice of SGM, was duly passed by a majority of not less than 75% of the votes cast by the Shareholders (as defined in the July 2020 Announcement), present and voting either in person or by proxy at the SGM; and
- (b) the special resolution proposed at the SGM to approve the Scheme between Haier Electronics and the Scheme Shareholders and the implementation of the Scheme, including the related reduction of issued share capital of Haier Electronics, cancellation of share premium of Haier Electronics, and the issue of new Shares as more particularly set out in the notice of SGM, was duly passed by a majority of not less than 75% of the votes cast by the Shareholders, present and voting either in person or by proxy at the SGM.

For further information, please refer to the 9 December 2020 Joint Announcement.

## **STATUS OF THE SATISFACTION OF CONDITIONS OF THE PRIVATISATION PROPOSAL**

As disclosed in the section headed "2. THE PRIVATISATION PROPOSAL AND THE SCHEME – 2.6 Conditions of the Privatisation Proposal and the Scheme" in Part IX – Explanatory Statement of the Scheme Document, the implementation of the Privatisation Proposal (including the effectiveness of the Scheme) is subject to the satisfaction or waiver (as applicable) of a number of Privatisation Conditions (as defined in the July 2020 Announcement).

As disclosed in the 9 December 2020 Joint Announcement, as at the date of this announcement, Conditions (a) to (c) of the Privatisation Conditions have been satisfied and Conditions (d) to (k) of the Privatisation Conditions remain outstanding.

Subject to the outstanding Privatisation Conditions being satisfied or waived (as applicable), the Scheme is expected to become effective on Monday, 21 December 2020 (Bermuda time).

### **PROPOSED WITHDRAWAL OF THE LISTING OF SHARES**

As disclosed in the 9 December 2020 Joint Announcement, subject to the fulfillment of the Privatisation Conditions and the Scheme becoming effective, the withdrawal of the listing of Shares on the Stock Exchange is expected to take place with effect from 9:00 a.m. on Wednesday, 23 December 2020.

### **CLOSURE OF REGISTER OF MEMBERS OF HAIER ELECTRONICS**

**As disclosed in the 9 December 2020 Joint Announcement, for the purpose of determining the entitlements under the Scheme, the register of members of Haier Electronics will be closed from Thursday, 17 December 2020 onwards. During such period, no transfer of Shares will be effected.** In order to qualify for entitlements under the Scheme, Scheme Shareholders should ensure that the transfer of HEG Shares to them are lodged with the Share Registrar at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration in their names or in the names of their nominees no later than 4:30 p.m. on Wednesday, 16 December 2020.

As set out in the Issuer's announcement on the Stock Exchange dated 16 November 2020, given the closure of the register of members of Haier Electronics from Thursday, 17 December 2020 onwards, there is no guarantee that HSH and the New Guarantor will be able to transfer and deliver Shares to the relevant exchanging Bondholders in respect of any exercise of Exchange Right after Wednesday, 25 November 2020. Upon exchange, the right of the exchanging Bondholder to repayment of any amount of principal or premium (if any) of the Bond to be exchanged will be extinguished and released and the principal amount of the Bonds will be reduced to reflect such exchange on the Exchange Date.

### **IMPACT OF THE PRIVATISATION PROPOSAL AND THE DELISTING ON THE BONDS AND THE RIGHTS AND INTERESTS OF THE BONDHOLDERS AND OPTIONS AVAILABLE FOR THE BONDHOLDERS UNDER THE TERMS AND CONDITIONS**

The holders of the Bonds are reminded that they have various available options to manage their respective investment in the Bonds, including:

- (a) selling the Bonds in the secondary market; and
- (b) holding their Bonds until the Maturity Date and being repaid at 105.11 per cent. of the principal amount of such Bonds.

In terms of the put option available to the Bondholders relating to the Delisting and withdrawal of listing of HSH H Shares on the Stock Exchange:

- (i) the Bondholders may exercise their early redemption right upon Delisting and request the Issuer to redeem their Bonds at the Early Redemption Amount if the Delisting occurs without all EB-to-CB Conditions satisfied;

- (ii) after the EB-to-CB Conditions are satisfied, upon Delisting but before Listing and the commencement of trading of HSH H Shares, the Bondholders will no longer be able to request the Issuer to redeem their Bonds based on the Delisting due to the Transitional Delisting Put Waiver, which has been granted by the Bondholders as part of the EB-to-CB Proposal approved and the Extraordinary Resolution; and
- (iii) after the EB-to-CB Conditions are satisfied and upon Listing and the commencement of trading of HSH H Shares, the EB-to-CB Proposal will become effective. Thereafter, the holder of any Bond will have the right, at such holder's option, to require the Issuer to redeem all or some only of that holder's Bonds at the Early Redemption Amount after the HSH H Shares cease to be listed or admitted to trading on the Stock Exchange. Listing and the commencement of trading of HSH H Shares are currently expected to occur concurrently with the Delisting as set out in the timetable below.

In the event that the Privatisation Proposal takes effect, the EB-to-CB Proposal does not become effective and the Bondholders do not exercise the option outlined in paragraph (a) above or if applicable, the put option in paragraph (i) above, the consequence will be that, following the Delisting, the Bonds will, on the exercise of the Exchange Right by the Bondholders, exchange into unlisted shares of Haier Electronics which will not have an open market for trading and will therefore become illiquid.

#### EXPECTED TIMETABLE

The 9 December 2020 Joint Announcement sets out the below expected timetable with respect to the Privatisation Proposal. **As disclosed in the 9 December 2020 Joint Announcement, the following expected timetable is indicative only and is subject to change.** Further announcement(s) will be made if there is any change to the expected timetable. All references to times and dates are references to Hong Kong times and dates, except as otherwise specified.

Expected last day for trading in the Shares on the Stock Exchange.....	Friday, 11 December 2020
Latest time for lodging transfers of Shares to qualify for entitlements under the Scheme.....	4:30 p.m. on Wednesday, 16 December 2020
Closure of the register of members of Haier Electronics for determining entitlement of the Scheme Shareholders under the Scheme <sup>(Note 1)</sup> .....	From Thursday, 17 December 2020 onwards
Court Hearing for sanctioning the Scheme.....	Friday, 18 December 2020 (Bermuda time)
Announcement of (i) the results of the Court Hearing; (ii) the expected Scheme Record Time; (iii) the expected Scheme Effective Date; and (iv) the expected date of withdrawal of listing of the Shares to be published on the Stock Exchange's website and Haier Electronics' website.....	at or before 8:30 a.m. on Monday, 21 December 2020

Scheme Record Time.....	4:30 p.m. on Monday, 21 December 2020
Scheme Effective Date <sup>(Note 3)</sup> .....	Monday, 21 December 2020 (Bermuda time)
Announcement of (1) the Scheme Effective Date and (2) the withdrawal of listing of the Shares on the Stock Exchange's website and Haier Electronics' website .....	at or before 8:30 a.m. on Tuesday, 22 December 2020
Despatch of certificates for the new HSH H Shares to be issued pursuant to the Scheme and the Listing <sup>(Notes 2 and 4)</sup> .....	Tuesday, 22 December 2020
Withdrawal of the listing of the Shares on the Stock Exchange becomes effective <sup>(Notes 2 and 5)</sup> .....	9:00 a.m. on Wednesday, 23 December 2020
Dealings in the HSH H Shares on the Stock Exchange expected to commence at <sup>(Note 6)</sup> .....	9:00 a.m. on Wednesday, 23 December 2020
EB-to-CB Proposal becomes effective <sup>(Note 6)</sup> .....	Wednesday, 23 December 2020
Latest time to despatch cheques for payment of the Cash Payment to the Scheme Shareholders.....	Thursday, 31 December 2020

Notes:

1. *The register of members of Haier Electronics will be closed from Thursday, 17 December 2020 onwards for the purposes of determining the entitlements under the Scheme.*
2. *If the approval for the Listing is not granted on or prior to Monday, 21 December 2020, the certificates for the new HSH H Shares will not be despatched on Tuesday, 22 December 2020, dealings in the HSH H Shares on the Stock Exchange will not commence on Wednesday, 23 December 2020, and the listing of the Shares on the Stock Exchange will also not be withdrawn on Wednesday, 23 December 2020. In such event, HSH will make an announcement of the above and of a revised timetable as soon as practicable.*
3. *The Scheme will become effective upon all the Privatisation Conditions set out in the section headed "2. THE PRIVATISATION PROPOSAL AND THE SCHEME – 2.6 Conditions of the Privatisation Proposal and the Scheme" in Part IX – Explanatory Statement of the Scheme Document having been satisfied or validly waived (as applicable) on or before the Scheme Long Stop Date. Shareholders will be advised by an announcement of the exact date upon which the Scheme becomes effective.*
4. *The share certificates for the new HSH H Shares to be issued pursuant to the Scheme and the Listing as cancellation consideration for the Scheme Shares are expected to be despatched to the Scheme Shareholders (other than the Non-Qualifying Overseas Shareholders) on Tuesday, 22 December 2020. Each Scheme Shareholder (other than the Non-Qualifying Overseas Shareholders) will be sent one share certificate representing all HSH H Shares. Such share certificates will not become valid unless the formal letter of approval for the Listing is obtained, and the Introduction has become effective. Investors who trade in the HSH H Shares prior to the receipt of the HSH H Share certificates or prior to the HSH H Share Certificates becoming valid do so entirely at their own risk.*

5. *If the Scheme becomes effective, it is expected that the listing of the Shares on the Stock Exchange will be withdrawn with effect from 9:00 a.m. on Wednesday, 23 December 2020, being the second Business Day following the Scheme Effective Date. The listing of the Shares on the Stock Exchange will not be withdrawn if the Scheme does not become effective.*
6. *The EB-to-CB Proposal will become effective upon all the relevant conditions set out in the Consent Solicitation Memorandum having been obtained or completed. The Bondholders will be advised by an announcement published by the Issuer in relation to the Bonds on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) in relation to the exact date upon which the EB-to-CB Proposal becomes effective.*

**Bondholders are reminded that the implementation of the Privatisation Proposal (including the effectiveness of the Scheme), is subject to the satisfaction or waiver (as applicable) of the Privatisation Conditions, and therefore the Privatisation Proposal may or may not be implemented and the Scheme may or may not become effective. The Bondholders should therefore exercise caution when dealing in the Bonds and/or the securities of HSH and Haier Electronics. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

**Bondholders are further reminded that the implementation of the EB-to-CB Proposal remains to be subject to obtaining or completing various other approvals or filings as disclosed in the Consent Solicitation Announcements and pages 115 to 116 of the Scheme Document. Bondholders should therefore exercise caution when dealing in the Bonds. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors or other professional advisers.**

Harvest International Company  
Board of Directors

Hong Kong, 9 December 2020

*As at the date of this announcement, the directors of Harvest International Company are WANG Ningning and WANG Rongli.*

*As at the date of this announcement, the directors of Haier Smart Home Co., Ltd. (海爾智家股份有限公司) are LIANG Haishan, TAN Lixia, WU Changqi, LI Huagang, LIN Sui, CHIEN Da-Chun, DAI Deming and WONG Hak Kun.*

*As at the date of this announcement, the sole director of FLOURISHING REACH LIMITED is GONG Wei.*

*\* For identification purposes only*