

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **GOME ELECTRICAL APPLIANCES HOLDING LIMITED**

**國美電器控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 493)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of GOME Electrical Appliances Holding Limited (the “**Company**”) will be held at Gloucester Room I, 3/F, The Excelsior, 281 Gloucester Road, Causeway Bay, Hong Kong on Monday, 29 February 2016 at 2:30 p.m for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTION**

Words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular dated 12 February 2016 published by the Company (the “**Circular**”).

**“THAT:**

1. the 2016 Master Merchandise Purchase Agreement, a copy of which is produced at the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the 2016 Master Merchandise Purchase Agreement and the transactions contemplated thereunder; and
2. the 2016 Master Merchandise Supply Agreement, a copy of which is produced at the meeting and marked “**B**” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the 2016 Master Merchandise Supply Agreement and the transactions contemplated thereunder.”

#### **CLOSURE OF SHAREHOLDERS’ REGISTER**

For the purpose of determining the list of shareholders who are entitled to attend and vote at the Special General Meeting, the shareholders’ register of the Company will be closed on Monday, 29 February 2016. No transfer of shares of the Company will be registered on that

\* *For identification purpose only*

day. In order to qualify to attend and vote at the Special General Meeting, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 26 February 2016.

By Order of the Board  
**GOME ELECTRICAL APPLIANCES HOLDING LIMITED**  
**Zhang Da Zhong**  
*Chairman*

Hong Kong, 12 February 2016

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company's branch registrar in Hong Kong, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
5. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such an event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

*As at the date of this notice, the Board of the Company comprises Mr. Zou Xiao Chun as executive director; Mr. Zhang Da Zhong, Ms. Huang Xiu Hong and Mr. Yu Sing Wong as non-executive directors; and Mr. Lee Kong Wai, Conway, Mr. Ng Wai Hung and Ms. Liu Hong Yu and Mr. Wang Gao as independent non-executive directors.*