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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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# **KELON 科龙**

## **GUANGDONG KELON ELECTRICAL HOLDINGS COMPANY LIMITED**

### **廣東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: 0921)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Guangdong Kelon Electrical Holdings Company Limited (the “Company”) will be 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 20 January 2006 at 10:30 a.m. to review and, if appropriate, pass the following resolutions as ordinary resolutions:

1. (a) To remove Mr. Gu Chu Jun as an executive director of the Company;
- (b) To remove Mr. Yan You Song as an executive director of the Company;
- (c) To remove Mr. Zhang Hong as an executive director of the Company; and
- (d) To approve and pass, in general and unconditionally, the Sales Agency Agreement (as defined in the circular regarding the continuing connected transaction dated 29 November 2005 (the “Circular”)), the Supplemental Agreement (as defined in the Circular) and the Continuing Connected Transaction (as defined in the Circular) (including the fixing of the Cap in relation to the Continuing Connected Transaction for the period from 16 September 2005 to 31 March 2006 as disclosed in the Circular) contemplated under the Sales Agency Agreement and the Supplemental Agreement and to approve, ratify and confirm that any executive directors of the Company is authorised to take all actions and carry out execution of all documents in accordance with his personal opinions under necessary, required and appropriate conditions, in order to implement and validate anything related to the Sales Agency Agreement and the Supplemental Agreement.

By order of the Board of  
**Guangdong Kelon Electrical Holdings Company Limited**  
**Liu Cong Meng**  
*Vice Chairman*

Foshan City, Guangdong, the PRC, 1 December 2005

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*Notes:*

1. The register of members of the Company will be closed from 21 December 2005 to 20 January 2006, both days inclusive, during which period no share transfers will be registered. To qualify for attendance at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Hong Kong Registrars Limited of Rooms 1712-1716, 17/F Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on 20 December 2005 for registration.
2. Shareholders intending to attend the extraordinary general meeting shall return to the Company the reply slip, which shall be lodged at the registered office of the Company on or before 4:00 p.m. on 30 December 2005.
3. Shareholders entitled to attend and vote at the extraordinary general meeting are entitled to appoint one or more persons (whether or not a shareholder of the Company) as their proxy to attend and vote on behalf of themselves.
4. In order to be valid, the form of proxy, together with a duly notarised power of attorney or other document of authority, if any, under which the form is signed must be deposited at the registered office of the Company not later than 24 hours before the time for holding the extraordinary general meeting.
5. The registered address of the Company is: No. 8 Ronggang Road, Ronggui Street, Shunde District, Foshan City, Guangdong Province.

Postal code: 528303

Tel: (86) 757 28362570

Contact person: Li Lin, Lv Yan Song

*As at the date of this notice, the Company's executive directors are Mr. Gu Chu Jun, Mr. Liu Cong Meng, Mr. Li Zhen Hua, Mr. Yan You Song, Mr. Zhang Hong and Mr. Fang Zhi Guo; and the independent non-executive directors are Mr. Chan Pei Cheong, Andy, Mr. Li Kung Man and Mr. Xu Xiao Lu.*

*As disclosed in the Company's previous announcements, Mr. Gu, Mr. Yan and Mr. Zhang Hong had been formally arrested by the Foshan City Police. None of them can be contacted as at the date hereof. As such, Mr. Gu, Mr. Yan and Mr. Zhang Hong do not accept responsibility for the contents of this notice.*