

## **Notice of Convocation of the Extraordinary General Meeting of Shareholders**

Dear Shareholders:

It is our pleasure to announce that the Extraordinary General Meeting of Shareholders of Sanden Holdings Corporation (hereinafter referred to as “Sanden” or “Company”) will be held as stated below.

In order to prevent the spread of infection of novel coronavirus (COVID-19), we recommend that shareholders refrain from attending the Extraordinary General Meeting of Shareholders wherever possible, and request that you exercise your voting rights in advance by mail or via the Internet, etc.

Please review “The Reference Materials for the General Meeting of Shareholders” attached here and exercise your voting rights by no later than 5:30 p.m. on Friday, December 24, 2021, in accordance with the Information on the Exercise of Voting Rights on page 4.

Sincerely,

Hideyuki Kobayashi  
Director & Executive Vice President,  
Sanden Holdings Corporation  
20, Kotobuki-cho, Isesaki City,  
Gunma Prefecture

## Details of the Meeting

1. Date and time: Monday, December 27, 2021, 10:00 a.m. (The reception will start at 9:30 a.m.)
2. Venue: Sanden Communication Plaza  
961, Numawada, Honjou-shi, Saitama Prefecture  
\* Please note that the venue differs from those of the Extraordinary General Meeting of Shareholders held in May 2021 and the Ordinary General Meeting of Shareholders held in June 2021.
3. Meeting agenda:  
*Agenda items to be resolved*

**Item 1: Approval of the Merger Agreement between the Company and Its Seven Subsidiaries**

**Item 2: Amendments to the Articles of Incorporation**

**Item 3: Election of One (1) Director**

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*\*This English-language translation is an abridged version of the original notice in Japanese. In the event of any discrepancy, the Japanese version shall prevail.*

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- When you attend the meeting, please submit the enclosed Voting Right Exercise form at the reception desk at the place of the Meeting.
- The Company’s website: <https://www.sanden.co.jp/ir/event/meeting.html>
  - Regarding “Item 1: Approval of the Merger Agreement between the Company and Its Seven Subsidiaries” of the Reference Materials for the General Meeting of Shareholders, the contents of the financial statements of the dissolving companies for the most recent business year are published on our online website, in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation, thus they are not presented in the Reference Materials for the General Meeting of Shareholders.
  - You are also reminded to check our online website indicated above, as any revisions made to the Reference Materials for the General Meeting of Shareholders or any changes made to the venue of the Meeting or the method by which the Meeting will be held, due to various circumstances including the spread of infection of the novel coronavirus (COVID-19), will be announced thereon.

## Information on the Exercise of Voting Rights

### **If You Will Attend the General Meeting of Shareholders**

Please bring the enclosed Voting Right Exercise Form and submit it at the reception desk at the place of the Meeting.

Date and Time: Monday, December 27, 2021, 10:00 a.m. (The reception desk is scheduled to open at 9:30 a.m.)

### **If You Will Not Attend the General Meeting of Shareholders**

#### **[Vote by mail]**

Please indicate your approval or disapproval of each agenda item on the Voting Rights Exercise Form and return it so that it will arrive by the exercise deadline.

Deadline to Exercise: Arrival by Friday, December 24, 2021, 5:30 p.m.

#### **[Vote by the Internet etc.]**

##### **Access from smartphone**

Please access the Voting Rights Exercise website by scanning the QR Code® on the enclosed Voting Rights Exercise Form through your smartphone with its barcode reading function.

(QR code is a registered trademark of Denso Wave Inc.)

Deadline to Exercise: Friday, December 24, 2021, 5:30 p.m.

\*Voting right can be exercised using the above method only once.

##### **Access from PC**

Please access the Voting Rights Exercise website, enter the “Voting Rights Exercise Code” and “Password” noted on the enclosed Voting Rights Exercise Form, and input your approval or disapproval of each proposal following the on-screen instructions.

Voting Rights Exercise website: <https://www.web54.net>

Deadline to Exercise: Friday, December 24, 2021, 5:30 p.m.

For any questions about the exercise of voting rights via the Internet, please contact the following support desk.

Sumitomo Mitsui Trust Bank, Ltd. Stock Transfer Agency Online Support Desk, the administrator of the shareholder register

Dedicated line: 0120-652-031 (Operating hours: 9:00 a.m. to 9:00 p.m.)

#### **[Voting Rights Exercise platform for Institutional Investors]**

Institutional investors may also vote by the ICJ platform, a voting platform provided by ICJ, Inc. subject to the application for subscription in advance.

## Proposals and References

### **Item 1: Approval of the Merger Agreement between the Company and Its Seven Subsidiaries**

The Company, at a meeting of its Board of Directors held on September 28, 2021, made a resolution to execute, as the surviving company, an absorption-type merger agreement (hereinafter referred to as the “Merger Agreement”), effective January 1, 2022, of an absorption-type merger (hereinafter referred to as the “Merger”) respectively between its wholly-owned subsidiaries, Sanden Automotive Components Corporation (hereinafter referred to as “SDAC”), Sanden Automotive Climate Systems Corporation (hereinafter referred to as “SDAS”), Sanden Advanced Technology Corporation (hereinafter referred to as “SDAT”), Sanden Business Associate Corporation (hereinafter referred to as “SDBA”), Sanden Living & Environmental Systems Corporation (hereinafter referred to as “SDLS”), Sanden Environmental Products Corporation (hereinafter referred to as “SDEP”), and Sanwa Corporation (hereinafter referred to as “SNW”), as the dissolving companies, and executed the Merger Agreement as of the same date.

The Company requests approval by the General Meeting of Shareholders of the Merger Agreement, as it expects to incur a loss from merger in conjunction with the Merger.

#### 1. Reasons for the Merger

Until 2015, the Group was engaged in the businesses of automotive air conditioning systems, automotive air-conditioning compressors, retail systems, living & environment systems, and natural refrigerant compressors, where all of these businesses have significantly different market environment features. However, the Group transformed to a holding company system on April 1, 2015, to enhance its global management functions, increase business competitiveness, strengthen new product development, and to improve efficient management of the Group. After transforming to a holding company system, the Group focused on improving management efficiency on a global scale such as by withdrawing from the living & environment system business and natural refrigerant compressors business in 2017 to steer through the difficult environment of the constantly changing market such as the surging of the yen and the imposing of economic sanctions in the Middle East. Furthermore, in October 2019, we sold our retail systems business to concentrate all of our managerial resources in the automotive equipment business.

On the other hand, since June 30, 2020, we have been striving for a business turnaround through the specified certified dispute resolution proceedings under the Act on Strengthening Industrial Competitiveness (the “Turnaround ADR Proceedings”) as our profits were falling from the sudden change to the automobile market and the impact of the COVID-19 pandemic. On May 31, 2021, we received a capital contribution from the Hisense Group and we have commenced steps towards business reconstruction.

In order to further accelerate our business reconstruction in the situation where all of our managerial resources are concentrated on automotive business as described above, the Company decided to reorganize its management system by transforming the Company from a holding company into an operating company, and will execute the Merger as part of the reorganization of the management system for the purpose of efficiently using managerial resources, achieving a quick decision-making system, and steadily responding to the needs of our customers.

In conjunction with the Merger, the Company, as the succeeding company in the split, will execute a simple-form absorption-type company split, effective January 1, 2022, with its wholly-owned subsidiary, Sanden System Engineering Corporation (hereinafter referred to as “SSE”), as the company to be split, as a result of which the Company shall succeed SSE’s business conducted towards the group companies (hereinafter, together with the Merger, collectively referred to as the “Reorganization”).

#### 2. Summary of the contents of the Merger Agreement

The contents of the Merger Agreement executed between the Company and SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW are as follows:

Absorption-type Merger Agreement (Copy)

Sanden Holdings Corporation (hereinafter referred to as “SDHD”), Sanden Automotive Components Corporation (hereinafter referred to as “SDAC”), Sanden Automotive Climate Systems Corporation (hereinafter referred to as “SDAS”), Sanden Advanced Technology Corporation (hereinafter referred to as “SDAT”), Sanden Business Associate Corporation (“SDBA”), Sanden Living & Environmental Systems Corporation (hereinafter referred to as “SDLS”), Sanden Environmental Products Corporation (hereinafter referred to as “SDEP”), and Sanwa Corporation (hereinafter referred to as “SNW”), enter into an absorption-type merger agreement (hereinafter referred to as the “Agreement”), as follows.

Article 1 (Method of the Merger)

Pursuant to this Agreement, SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW shall conduct an absorption-type merger (hereinafter referred to as the “Merger”), where SDHD will be the surviving company, and SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW will be the dissolving companies.

Article 2 (Trade Names and Addresses of the Parties)

The trade names and addresses of the company surviving the absorption-type merger and the companies dissolved in the absorption-type merger from the Merger are as follows:

(SDHD) Surviving company

Trade name: Sanden Holdings Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDAC) Dissolving company

Trade name: Sanden Automotive Components Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDAS) Dissolving company

Trade name: Sanden Automotive Climate Systems Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDAT) Dissolving company

Trade name: Sanden Advanced Technology Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDBA) Dissolving company

Trade name: Sanden Business Associate Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDLS) Dissolving company

Trade name: Sanden Living & Environmental Systems Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SDEP) Dissolving company

Trade name: Sanden Environmental Products Corporation

Address: 20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture

(SNW) Dissolving company

Trade name: Sanwa Corporation

Address: 224-1, Naganuma-machi, Isesaki-shi, Gunma Prefecture

Article 3 (Matters regarding the Monies, etc. Payable upon the Merger)

Upon the Merger, SDHD shall not deliver shares, monies, and other assets to the shareholders of SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW.

Article 4 (Matters regarding the Capital Stock, etc. of SDHD)

None of the capital stock, legal capital surplus, or legal retained earnings of SDHD will be increased by the Merger.

Article 5 (Effective Date)

The date on which the Merger will become effective (the “Effective Date”) shall be January 1, 2022. Notwithstanding the preceding paragraph, if it is necessary in accordance with the progress, etc. of the procedures of the Merger, the Effective Date could be amended upon discussions among SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW.

Article 6 (General Meeting of Shareholders)

SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW shall, respectively, obtain a resolution or decision by a Board of Directors or Director(s), or a resolution of a general meeting of shareholders (including the case where it is deemed that a resolution has been passed, in accordance with Paragraph 1 of Article 319 of the Companies Act), for the approval of the Agreement and the matters necessary for the Merger, by the date immediately preceding the Effective Date.

Article 7 (Succession of Properties, Rights and Obligations)

On the Effective Date, SDHD shall succeed all employees, assets and liabilities, and all other rights and obligations of SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW.

Article 8 (Management, etc., of the Company’s Property)

From the execution date of the Agreement until the Effective Date, SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW shall execute their operations of business and manage and operate their properties, respectively, with the due care of a prudent manager, and when engaging in actions that could materially impact their properties, rights and obligations, do so upon conducting prior discussions among SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW.

Article 9 (Amendments and Termination of the Agreement)

From the execution date of the Agreement through to the Effective Date, if a material change has occurred to the state of assets or the financial conditions of the parties to the merger due to a natural disaster or other reasons; if the approval of the relevant authorities as stipulated in laws and regulations could not be obtained; or if a circumstance has occurred that materially hinders the implementation of the Merger or it has otherwise become extremely difficult to achieve the purpose of the Merger, SDHD, SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW may, upon discussions, amend the terms of the Merger, or terminate the Agreement.

Article 10 (Others)

In addition to what is provided for in this Agreement, matters necessary for the Merger shall be determined upon discussions among SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW in accordance with the purport of this Agreement.

IN WITNESS WHEREOF, the parties shall execute the Agreement by preparing one original copy of the Agreement and affixing their respective names and seals, and the original will be retained by SDHD and a copy each will be retained by SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW.

September 28, 2021

(SDHD) Sanden Holdings Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Zhu Dan, Representative Director (Seal)

(SDAC) Sanden Automotive Components Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Hideyuki Kobayashi, Representative Director (Seal)

(SDAS) Sanden Automotive Climate Systems Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Tadashi Kondo, Representative Director (Seal)

(SDAT) Sanden Advanced Technology Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Toshiyuki Kikuchi, Representative Director (Seal)

(SDBA) Sanden Business Associate Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Shigenori Sasaki, Representative Director (Seal)

(SDLS) Sanden Living & Environmental Systems Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Hideyasu Kamioka, Representative Director (Seal)

(SDEP) Sanden Environmental Products Corporation  
20 Kotobuki-cho, Isesaki-shi, Gunma Prefecture  
Tatsuro Hirose, Representative Director (Seal)

(SNW) Sanwa Corporation  
224-1, Naganuma-machi, Isesaki-shi, Gunma Prefecture  
Takuya Saito, Representative Director (Seal)

3. Summary of the matters provided for in each item of Article 191 of the Regulation for Enforcement of the Companies Act

(1) Matters related to the appropriateness of the provisions on the consideration for the merger

Upon the Merger, the Company shall not deliver shares and other monies as consideration, as the Company holds all of the total number of shares issued of SDAC, SDAS, SDAT, SDBA, SDLS, and SDEP, the dissolving companies, and SDAC holds all of the total number of shares issued of SNW, a dissolving company.

(2) Matters related to the appropriateness of the provisions on stock acquisition rights pertaining to a merger  
Not applicable.

(3) The contents of the financial statements, etc. pertaining to the most recent business year of the dissolving companies

The contents of the financial statements of SDAC, SDAS, SDAT, SDBA, SDLS, SDEP, and SNW for the most recent business year are published on our online website (<https://www.sanden.co.jp/ir/event/meeting.html>), in accordance with the provisions of laws and regulations and Article 16 of the Articles of Incorporation. There are no temporary financial statements, etc. as of a day after the last day of the most recent business year which has been designated as the temporary account closing day, at any of the dissolving companies.

(4) Disposal of important property, the burden of major obligations, or any other event that has material impact on the status of company property occurring at the dissolving companies after the last day of the most recent business year

The dissolving companies, SDAT and SDBA, appropriated surplus of 77 million yen and 226 million yen, respectively, on June 30, 2021.

(5) Disposal of important property, the burden of major obligations, or any other event that has material impact on the status of company property occurring at the surviving company after the last day of the most recent business year

(i) Capital increase and capital reduction

The Company, effective May 31, 2021, issued 83,627,000 shares of common stock of the Company through a third-party allotment to Hisense Japan Automotive Air-Conditioning Systems Corporation, a special purpose company incorporated by Hisense Home Appliances Group, and accordingly, capital stock and legal capital surplus increased by 10,704,256,000 yen, respectively.

(ii) Debt forgiveness

The Company, effective May 31, 2021, was forgiven by a financial institution for a portion of its debt and posted gain on debt forgiveness. For details, refer to “(Significant Subsequent Events)” in the Company’s Annual Securities Report filed on June 24, 2021.

(iii) Absorption-type company split

The Company, on September 28, 2021, executed an absorption-type company split



agreement with its wholly-owned subsidiary, SSE, and, effective January 1, 2022, will execute an absorption-type company split, with the Company as the succeeding company and SSE as the company to be split, to succeed SSE's business conducted towards the group companies.

## Item 2: Amendments to the Articles of Incorporation

### 1. Reason for the Amendments

As stated in Item 1, on January 1, 2022, the Company will transform to an operating company from a holding company as a result of the Reorganization. In conjunction with the Reorganization, the Company will change its trade name and partially amend Article 1 (Corporate Name) and Article 3 (Purposes) of the current Articles of Incorporation to change its business activities to expressly indicate that the Company is an operating company.

The amendments to the Articles of Incorporation are subject to approval of Item 1 as proposed and to the Reorganization taking effect, and will be effective on the effective date of the Reorganization (January 1, 2022 (scheduled)).

### 2. Contents of the Amendments

The contents of the amendments are as follows:

(Underlines indicate the portions that are to be amended.)

Current Articles of Incorporation	Proposed Amendments
<p><b>Article 1</b> (Corporate Name) The name of the Company is <u>San-den Holdings Kabushiki Kaisha</u> and is expressed in English as <u>San-den Holdings Corporation</u>.</p>	<p><b>Article 1</b> (Corporate Name) The name of the Company is <u>San-den Kabushiki Kaisha</u> and is expressed in English as <u>San-den Corporation</u>.</p>
<p><b>Article 3</b> (Purposes) The purpose of the Company shall be <u>to control or manage the business activities set forth in the following items executed by companies (including overseas companies), associations (including corresponding overseas associations) and other equivalent business entities by holding the shares or equity interests of said companies, associations, and business entities.</u></p> <ol style="list-style-type: none"> <li><u>1. Manufacture and sale of electrical machinery and apparatus;</u></li> <li><u>2. Manufacture and sale of bicycle parts;</u></li> <li><u>3. Manufacture and sale of combustion appliances and apparatus;</u></li> <li><u>4. Manufacture and sale of measuring apparatus;</u></li> <li><u>5. Manufacture and sale of auto parts;</u></li> <li><u>6. Manufacture and sale of telecommunication apparatus and parts thereof;</u></li> <li><u>7. Manufacture and sale of air conditioning, sanitary and other household equipment;</u></li> <li><u>8. Manufacture and sale of metal molds;</u></li> <li><u>9. Manufacture and sale of medical equipment and appliances;</u></li> <li><u>10. Foreign investment for import, export, manufacture and sale of products and parts mentioned above and consulting regarding overseas technical assistance for products and parts mentioned above;</u></li> <li><u>11. Development and sale of computer software and information processing services;</u></li> <li><u>12. Comprehensive leasing and money lending;</u></li> <li><u>13. Contract, design and supervision of construction work such as civil engineering</u></li> </ol>	<p><b>Article 3</b> (Purposes) The purpose of the Company shall be to engage in <u>businesses set forth in the following items.</u></p> <ol style="list-style-type: none"> <li><u>(1) Manufacture and sale of electrical machinery and apparatus;</u></li> <li>(Deleted)</li> <li>(Deleted)</li> <li><u>(2) Manufacture and sale of measuring apparatus;</u></li> <li><u>(3) Manufacture and sale of auto parts;</u></li> <li><u>(4) Manufacture and sale of telecommunication apparatus and parts thereof;</u></li> <li><u>(5) Manufacture and sale of air conditioning, sanitary and other environment equipment, facilities, and apparatus;</u></li> <li><u>(6) Manufacture and sale of metal molds;</u></li> <li><u>(7) Manufacture and sale of medical equipment and appliances;</u></li> <li><u>(8) Foreign investment for import, export, manufacture and sale of products and parts mentioned above and consulting regarding overseas technical assistance for products and parts mentioned above;</u></li> <li><u>(9) Development and sale of computer software and information processing services;</u></li> <li>(Deleted)</li> <li><u>(10) Conduct construction work and construction design;</u></li> </ol>

<p><u>construction work and conduit work;</u> (Newly established)</p> <p>(Newly established)</p> <p><u>14. Non-life insurance agency business and life insurance agency business;</u> (Newly established)</p> <p>(Newly established)</p> <p><u>15. Sale of soft drinks and food;</u></p> <p><u>16. Purchase, sale, lease, brokerage and administration of real estate;</u></p> <p><u>17. Freight transport and warehousing business;</u></p> <p><u>18. Labor dispatch service;</u></p> <p><u>19. Fee-charging employment agency;</u></p> <p><u>20. Auto sales business;</u> (Newly established)</p> <p><u>21. Merchandising business of recycled products;</u></p> <p><u>22. Any and all businesses incidental to and related to any of the aforementioned businesses.</u></p> <p>The Company may engage in <u>businesses set forth in the previous items.</u></p>	<p><u>(11) Sale of hot spring water and supply of hot spring;</u></p> <p><u>(12) Generate solar energy and sell electricity;</u></p> <p><u>(13) Non-life insurance agency business and life insurance agency business;</u></p> <p><u>(14) Insurance agency business pursuant to the Act on Securing Compensation for Automobile Accidents;</u></p> <p><u>(15) Commissioned mediation and support of non-life insurance companies' specified financial instruments business (Article 33-8, Paragraph 2 of the Financial Instruments and Exchange Act);</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p><u>(16) Manufacture and sale of parts for freezers and refrigerators and temperature and humidity adjusting device;</u></p> <p><u>(17) Merchandising business of recycled products;</u></p> <p><u>(18) Any and all businesses incidental to and related to any of the aforementioned businesses.</u></p> <p><u>2. The Company may control or manage the business activities set forth in the previous items executed by companies (including overseas companies), associations (including corresponding overseas associations) and other equivalent business entities by holding the shares or equity interests of said companies, associations, and business entities.</u></p>
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### Item 3: Election of One (1) Director

At the conclusion of this General Meeting of Shareholders, Duan Yue Bin, Representative Director and Chairman of the Company, will ceased to be the director as a result of his resignation. Therefore, we propose that the following one (1) director nominee be elected.

The one (1) director nominee is as follows:

Name (Date of birth) (Age)	Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions
<p data-bbox="272 712 427 741">New nominee</p> <p data-bbox="240 763 459 853">Dai Hui Zhong (October 13, 1966) (55)</p> <p data-bbox="225 887 475 943">[No. of Sanden shares held]</p> <p data-bbox="341 976 357 1005">0</p>	<p data-bbox="496 595 1366 712">November 2005 Vice General Manager, Qingdao Hisense Mould Co., Ltd. July 2012 Vice General Manager, Hisense Electric Co., Ltd. (now renamed as Hisense Visual Technology Co., Ltd., “Hisense Visual”)</p> <p data-bbox="496 719 1366 869">November 2014 General Manager, Hisense Visual June 2015 Director &amp; General Manager, Hisense Visual January 2016 Director, Hisense Visual Chairman &amp; President, Hisense Home Appliances Group Co., Ltd. (“Hisense Home Appliances”)</p> <p data-bbox="496 875 1366 958">June 2016 Director, Chairman &amp; President, Hisense Home Appliances March 2017 Director &amp; General Manager, Hisense Visual Director, Hisense Home Appliances</p> <p data-bbox="496 965 1366 1048">May 2018 Director, Hisense Visual (present) Director &amp; President, Chairman &amp; President, Hisense Broadband Multimedia Technology (BVI) Inc.</p> <p data-bbox="496 1055 1366 1111">October 2021 Director &amp; President, Chairman &amp; President, Hisense Home Appliances (present)</p>
<p data-bbox="233 1122 767 1151">(Reasons for selection as nominee for Director)</p> <p data-bbox="233 1151 1361 1330">Mr. Dai Hui Zhong has a bachelor’s degree in machinery manufacturing engineering and facilities and has served as Vice General Manager of Qingdao Hisense Mould Co., Ltd., General Manager and Director of Hisense Visual Technology Co., Ltd., Director &amp; President and Chairman &amp; President of Hisense Broadband Multimedia Technology (BVI) Inc., among other positions. Since October 2021, he has been appointed as Director &amp; President and Chairman &amp; President of Hisense Home Appliances Group Co., Ltd.</p> <p data-bbox="233 1330 1361 1509">He has been involved in corporate management for many years, is highly capable of the formulation and execution of strategies and has a wealth of experience in such fields as strategic company management, the utilization of intelligent manufacturing systems, quality control, and plan management. We expect him to focus on the effective and efficient utilization of the Company’s outstanding management resources and to drive the Company’s growth and development by employing a logical methodology.</p> <p data-bbox="233 1509 1361 1630">We have judged that he is a person who can fully utilize the outstanding abilities and experience, and ensure the Group’s decision-making is implemented, and fulfill his supervision responsibilities as a Director, and select and train outstanding talents for corporate growth. Accordingly, we propose his election as Director.</p>	

(Reference) Expertise and Experience of the Directors (Skill Matrix) If This Item Is Approved							
Name	Corporate Planning/ Management Strategy	Technology/ Manufacturing Quality	Finance/ Accounting	Sales/CS	Overseas Business	HR Development/ Social Improvements	Internal Control/ Governance
Dai Hui Zhong	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Zhu Dan	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Tang Yeguo	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Xiong Hao	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>
Hideyuki Kobayashi	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Zhao Fuquan	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Ju Dongying	<input type="radio"/>	<input type="radio"/>			<input type="radio"/>	<input type="radio"/>	

(Notes)

- 1: There is no special interest between the director nominee and the Company.
- 2: The Resume, Positions and Areas of Responsibility in the Company and Major Concurrent Positions includes the positions and areas of responsibility as executive officers in each of the following companies of Hisense Group, whose ultimate parent company is Hisense Group Holdings Co, Ltd., to which Hisense Home Appliances Group Co., Ltd., the parent company of the Company belongs.  
Qingdao Hisense Mould Co., Ltd., Hisense Visual Technology Co., Ltd., Hisense Home Appliances Group Co., Ltd., and Hisense Broadband Multimedia Technology (BVI) Inc.
- 3: The Company has entered into a directors and officers liability insurance contract with an insurance company, as set forth in Paragraph 1 of Article 430-3 of the Companies Act. If, during the insurance period, a claim for damages is made against the insured due to an act conducted by the insured in connection with his/her duties as a director or an officer of the Company, the Company shall indemnify the insured from any legal damages and disputes and litigation expenses, provided, however, that the insurance company will be exempted from liability for certain damages arising from an act conducted by the insured while recognizing that such act is in violation of laws and regulations. In addition, the insured under such directors and officers liability insurance contract is a director, auditor, executive officer or management employee of the Company and its subsidiaries, and the Company shall bear all insurance premiums for all insureds.  
The director nominee will be included in the insureds under such insurance contract. The Company plans to renew such insurance contract under the same terms at the next contract-renewal time.
- 4: The age of the director nominee described is as of this Extraordinary General Meeting Shareholders.