



Qingdao Haier Co., Ltd.

Qingdao City, China

ISIN D-Shares: CNE1000031C1

ISIN A-Shares: CNE000000CG9

hereby invites all holders of D-Shares (D-Shareholders) to attend the

Ordinary Shareholders' Meeting 2019

on **Tuesday, 18 June 2019 at 14:00 (CST)**

at Haier University, Room A108, Haier Information Park,
No.1 Haier Road, Laoshan District, Qingdao City, China.

I. Agenda Items

1. 2018 Final Financial Report of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *2018 Final Financial Report of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *2018 Annual Report of Qingdao Haier Co., Ltd.*, published on the website of Shanghai Stock Exchange under <http://www.sse.com.cn/assortment/stock/list/info/announcement/index.shtml?productId=600690> and on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/yjbg/.

The Final Financial Report is submitted to the Annual General Meeting of the Company for consideration and approval.

2. Report on 2018 Annual Report and its Summary of Qingdao Haier Co., Ltd.

Pursuant to the requirements of Article 68 of the *Securities Law* and the relevant requirements of the *Regulation on the Preparation of Information Disclosure Contents and Formats of Information Disclosure by Listed Companies No. 2 – Contents and Formats of Annual Reports (Revised in 2017)*, on 29 April 2019 the Board of Directors has carefully studied and reviewed the 2018 Annual Report of the Company and came to the opinion that:

- (i) The Company operates in strict compliance with the accounting system for business enterprises. The 2018 Annual Report gave a true account of the financial position and operating results of the Company for the year.
- (ii) The *2018 Auditor's Reports of Qingdao Haier Co., Ltd.* issued by the Shandong Hexin Certified Public Accountants LLP are true and fair.

The Board of Directors warrants that the information contained in the 2018 Annual Report is true, accurate and complete, and that there are no false or misleading statements contained

in or material omissions from the report. The members of the Board of Directors jointly and severally accept full responsibility for the authenticity, accuracy and completeness of the information contained in the report.

Furthermore, on 29 April 2019 the Board of Supervisors has carefully studied and reviewed the 2018 Annual Report of the Company and came to the opinion that:

- (i) The preparation and audit procedure of the 2018 Annual Report and its summary of the Company are in compliance with the laws, regulations and relevant provisions of *Articles of Association*.
- (ii) The content and form of the 2018 Annual Report and its summary of the Company are in compliance with the relevant provisions of the China Securities Regulatory Commission and Shanghai Stock Exchange, and the information contained can accurately and objectively reflect the financial position and operation result of the Company during the reporting period from all aspects.
- (iii) Before arriving at this opinion, no person participating in preparation and audit of the 2018 Annual Report had been found acting in breach of the rules of confidentiality

Therefore, the Board of Supervisors promises that there are no false or misleading statements contained in or material omissions from the information contained in the *2018 Annual Report of Qingdao Haier Co., Ltd.* and the Summary of the 2018 Annual Report of Qingdao Haier Co., Ltd. and each member jointly and severally accept full responsibility for the authenticity, accuracy and completeness of the information thereof.

For details, please refer to the *2018 Annual Report of Qingdao Haier Co., Ltd.* and the *Summary of 2018 Annual Report of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/yjbg/.

The Report on 2018 Annual Report and its Summary is submitted to the Annual General Meeting of the Company for consideration and approval.

3. Work Report of the Board in 2018 of Directors of Qingdao Haier Co., Ltd.

The Board of Directors of the Company has considered and approved the *Work Report of the Board in 2018 of Directors of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *2018 Annual Report of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/yjbg/.

The Work Report of the Board of Directors is submitted to the Annual General Meeting of the Company for consideration and approval.

4. Work Report of the Board in 2018 of Supervisors of Qingdao Haier Co., Ltd.

The Board of Supervisors of the Company has considered and approved the *Work Report of the Board in 2018 of Supervisors of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Resolutions of the 23th Meeting of the Ninth Session of the Board of Supervisors of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporate-news/.

The Work Report of the Board of Supervisors is submitted to the Annual General Meeting of the Company for consideration and approval.

5. 2018 Internal Control Audit Report of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *2018 Internal Control Audit Report of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *2018 Internal Control Audit Report of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The Internal Control Audit Report is submitted to the Annual General Meeting of the Company for consideration and approval.

6. Proposal of Profit Distribution in 2018 of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *Proposal of Profit Distribution in 2018 of Qingdao Haier Co., Ltd.* on 29 April 2019.

The 2018 Profit Distribution Proposal prepared by the Company is to distribute the cash dividend of RMB3.51 (tax included) to all shareholders for every 10 shares based on the total share capital on the registration date when the distribution plan is implemented in the future. The remaining reserved profits of the Company will be mainly used for project construction, foreign investment, R&D investment and daily operations related to the Company's principal business and therefore to maintain sustainable and stable development and to bring more benefits for investors.

For details, please refer to the *2018 Annual Report of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/yjbg/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

7. Proposal on Renewing Engagement of Accounting Firm of Qingdao Haier Co., Ltd.

The Board of Directors of the Company has considered and approved the *Proposal on Renewing Engagement of Accounting Firm of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Renewing Engagement of Accounting Firm of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

8. Proposal on Prediction on Daily Related-party Transaction in 2019 of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *Proposal on Prediction on Daily Related-party Transaction in 2019 of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Prediction on Daily Related-party Transaction in 2019 of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

9. Proposal on Prediction on Providing Guarantees for Subsidiaries in 2019 of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *Proposal on Prediction on Providing Guarantees for Subsidiaries in 2019 of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Prediction on Providing Guarantees for Subsidiaries in 2019 of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

10. Proposal on Conducting Foreign Exchange Funds Derivatives Business of Qingdao Haier Co., Ltd.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *Proposal on Conducting Foreign Exchange Funds Derivatives Business of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Conducting Foreign Exchange Funds Derivatives Business of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

11. Proposal on Amending the “Articles of Association” of Qingdao Haier Co., Ltd.

The Board of Directors of the Company has considered and approved the *Proposal on Amending the “Articles of Association” of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Amending the “Articles of Association” of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

12. Proposal on Amending the “Rules of Procedure for the General Meeting” of Qingdao Haier Co., Ltd.

The Company intends to amend the *Rules of Procedure for the General Meeting of Qingdao Haier Co., Ltd.* (hereinafter referred to as the “*Rules of Procedure for the General Meeting*”) subject to the requirements of laws and regulations and actual condition of the Company.

The Board of Directors of the Company has considered and approved the *Proposal on Amending the “Rules of Procedure for the General Meeting” of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to Appendix 1 “*Amendments Made to the Rules of Procedure for the General Meeting of Qingdao Haier Co., Ltd.*” of the *Announcement on the Resolutions*

of the 27th Meeting of the 9th Session of the Board of Directors, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

13. Proposal on Amending the “Rules of Procedure for the Board of Directors” of Qingdao Haier Co., Ltd.

The Company intends to amend the Rules of Procedure for the Board of Directors of Qingdao Haier Co., Ltd. (hereinafter referred to as the “*Rules of Procedure for the Board of Directors*”) subject to the requirements of laws and regulations and actual condition of the Company.

The Board of Directors of the Company has considered and approved the *Proposal on Amending the “Rules of Procedure for the Board of Directors” of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to Appendix 2 “*Amendments Made to the Rules of Procedure for the Board of Directors of Qingdao Haier Co., Ltd.*” of the *Announcement on the Resolutions of the 27th Meeting of the 9th Session of the Board of Directors*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

14. Proposal on Amending the “Rules of Procedure for the Board of Supervisors” of Qingdao Haier Co., Ltd.

The Company intends to amend the Rules of Procedure for the Board of Supervisors of Qingdao Haier Co., Ltd. (hereinafter referred to as the “*Rules of Procedure for the Board of Supervisors*”) subject to the requirements of laws and regulations and actual condition of the Company.

The Board of Directors of the Company has considered and approved the *Proposal on Amending the “Rules of Procedure for the Board of Supervisors” Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to Appendix 3 “*Amendments Made to the Rules of Procedure for the Board of Supervisors of Qingdao Haier Co., Ltd.*” of the *Announcement on the Resolutions of the 27th Meeting of the 9th Session of the Board of Directors*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

15. Proposal on Formulating the “Administrative Measures for Hedging Business of Bulk Material” of Qingdao Haier Co., Ltd.

In order to regulate the hedging business of bulk material, the Company formulated the *Administrative Measures for Hedging Business of Bulk Material of Qingdao Haier Co., Ltd.*, for the full text of which please refer to the *Administrative Measures for Hedging Business of Bulk Material of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The Board of Directors of the Company has considered and approved the *Proposal on Formulating the Administrative Measures for Hedging Business of Bulk Material of Qingdao Haier Co., Ltd.* on 29 April 2019.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

16. Proposal on Formulating the “Management System for the Entrusted Wealth Management” of Qingdao Haier Co., Ltd.

In order to regulate the entrusted wealth management business, the Company formulated the *Management System for the Entrusted Wealth Management of Qingdao Haier Co., Ltd.*, for the full text of which please refer to the *Administrative Measures for Hedging Business of Bulk Material of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The Board of Directors of the Company has considered and approved the *Proposal on Formulating the Management System for the Entrusted Wealth Management of Qingdao Haier Co., Ltd.* on 29 April 2019.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

17. Proposal on Allowances of Directors of 10th session of the Board of Directors of Qingdao Haier Co., Ltd.

In order to adapt to the Company's development, according to the complexity and workload of the directors' work, the Company proposes to continue to pay the directors (including independent directors) of the 10th session of the Board of Directors allowances according to the allowances standard of the 9th session of the Board of Directors, being the highest allowance of outside directors of the 9th session of the Board of Directors of the Company is RMB200,000 (before tax) in total per year, including the fixed allowances of RMB150,000 per year, the highest performance allowance is RMB50,000 per year, and the exact amount of performance allowance will be determined based on the comprehensive consideration of the contribution of directors to the Board decision making, the effectiveness of the proposals and recommendations to the Board of Directors, the participation of the meetings of the Board, attendance rate of all Board meetings and other factors. The travelling expense for attending the meetings of the Board of Directors and shareholders and other expenses necessary for performing their duties pursuant to the *Articles of Association* shall be fully reimbursed.

The Board of Directors of the Company has considered and approved the *Proposal on Allowances of Directors of 10th session of the Board of Directors of Qingdao Haier Co., Ltd.* on 29 April 2019, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

18. Proposal on Changing Part of the Investment Projects of Funds Raised from Convertible Corporate Bonds of Directors of Qingdao Haier Co., Ltd.

The Company has publicly issued convertible corporate bonds with aggregate nominal amount of RMB3,007.49 million to the society (hereinafter referred to as the “convertible corporate bonds”) in January 2019, among which some raised funds were originally intended

to be used in the sub-project “Construction Project on the Home Appliances Intelligent Control Module Factory” under “Project on Leading Consumption Upgrade and Intelligent Manufacturing Upgrade of Production Lines such as Refrigerators and Air-conditioners”, as well as the sub-projects “Construction Project on Advanced R&D Laboratory of Intelligent Home Appliances” and “Construction Project on Research Institute of Industrial Intelligence” under “Project on Improving Innovation Capability, Construction of Advanced R&D Laboratory, COSMOPlat Industrial Internet Platform and U+ Smart Life Platform” (the above projects are collectively referred to as “*original investment projects financed by proceeds*”) with an amount of RMB 660.45 million.

According to the Company's market plan, India has important strategic significance for the Company's global layout. As one of the BRIC countries, India's economy is in a stage of rapid growth, low penetration rate of household appliances, and a huge user base, whose industrial development potential is huge. In recent years, the Company's business in India has achieved rapid growth with the income of 2016-2018 increased by 26%, 40% and 41%, respectively. Based on the current capacity, there will be a capacity gap in the Company in India by 2020. When the Company's convertible corporate bond issuance program was launched in 2017, the “Haier Industrial Park Project in North India” was still in the process of demonstration and did not fully meet the reporting conditions of the investment projects financed by proceeds, thus the project was not included in the investment projects financed by proceeds. On 30 August 2018, the 18th meeting of the 9th session of the Board of Directors of the Company considered and approved the Proposal on Newly Constructing Industrial Park Project in North India of Qingdao Haier Co., Ltd., and the Company intended to implement the new “Haier North India Industrial Park Project” to further increase production capacity output, order response speed, save transportation and material costs, and strengthen the Company's local market competitiveness.

Now considering that the demand for funds in India's project is more urgent, and the construction period of the *original investment projects financed by proceeds* is relatively long whose need can be met by using the self-owned/self-raised funds, the Company intends to use the proceeds of RMB665.45 million which were planned to be used in *original investment projects financed by proceeds* for the “Haier North India Industrial Park Project (Period I)” to better match the capital demand cycle of the Company's various projects and improve the efficiency of capital use and optimize the Company's overall business development needs.

In addition, in order to ensure that the Company's current investment project work can be done legally, compliantly, orderly and efficiently, the general meeting will be authorized to authorize the Board of Directors and the authorized person of the Board of Directors to fully handle the related matters on changing part of the investment projects of funds raised from convertible corporate bonds.

The Board of Directors of the Company and the Board of Supervisors of the Company have considered and approved the *Proposal on Changing Part of the Investment Projects of Funds Raised from Convertible Corporate Bonds of Directors of Qingdao Haier Co., Ltd.* on 29 April 2019.

For details, please refer to the *Announcement on Changing Part of the Investment Projects of Funds Raised from Convertible Corporate Bonds of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration.

19. Proposal on Election of the Board of Directors

Given that the term of office of the 9th session of the Board of Directors of the Company is going to expire in May 2019, 6 candidates are proposed to be the non-independent directors of the 10th session of the Board of Directors in accordance of the relevant requirements under the *Company Law* and the *Articles of Association* as well as the opinions of the nomination committee under the Board of Directors of the Company. The candidates are

- **Liang Haishan**, male, born in 1966, is a senior engineer. He had served as head of the quality department of Qingdao Haier Refrigerator Co., Ltd., general manager of Qingdao Haier Air Conditioner Gen Corp., Ltd, senior vice president of Haier Group, rotation president of Haier Group. He is vice president of the board of directors of Haier Group, executive president, chairman of 9th session of the Board and general manager of Qingdao Haier Co., Ltd.; he was rewarded National May 1st Labor Medal, Outstanding Leadership Award of the National Light Industry Enterprise Information, Top 10 Leaders in China Strategic Emerging Industries in recent year; Prize of Technology Advancement for China Household Appliances, First Prize Award of Science and Technology Progress of China National Light Industry Council, 2017 Forbes China Best CEO of Listed Company, 2017 Taishan Industry Leading Talent of Shandong Province;
- **Tan Lixia**, female, born in 1970, had served as assistant to director and general manager of Haier Air Conditioning Electronics Import and Export Company, the head of integrated department, deputy director, director of department of overseas market development of Haier Group, and head of department of financial management of Haier Group, CFO of Haier Group currently serves as the executive vice president of Haier Group, the president of Haier Financial Holdings Limited, the vice chairman of the 9th session of the Board of Qingdao Haier Co., Ltd.. In recent years, she was successively awarded Model Worker of Shandong Province, Outstanding Entrepreneur of the State, "March 8 Red-Banner Holders of the State ", PRC CFO of the Year, China Top Ten Women in Economic Area, China Top Ten Brand Female, member of the 12th Standing Committee of the All-China Women's Federation and the vice president of the China Women Entrepreneurs Association and so on;
- **Li Huagang**, male, born in 1969. He once served as the chief operating officer and executive director of Haier Electronics Group Co., Ltd, a subsidiary of the Company, and currently is the chief marketing officer of the Company in China. He Graduated from Huazhong University of Science and Technology in 1991 and graduated from the China Europe International Business School in 2014 and received a master's degree in Executive Master of Business Administration (EMBA);
- **Lin sui**, male, born in 1956. He is currently a partner of Deloitte China (will retire from Deloitte China on 31 May 2019). He has been engaged in international tax consulting in the United States and China for nearly 30 years. He has participated in many aspects of professional tax consulting for multinational investment transactions, mergers and acquisitions, listings, financing projects, supply chain tax optimization, and internal tax risk control of many Chinese international companies. He has extensive experience in corporate listing related matters such as restructuring, acquisitions, equity arrangements, tax accounting and business transformation. In recent years, he has been mainly engaged in consulting for the digital transformation

of corporate finance and tax management. In 1989, he obtained a master's degree in business administration and a master's degree in tax law from studying in the United States. He joined Deloitte USA in 1993 and was sent to Deloitte China in 2002. He is a USCPA. Before returning to China, he was appointed by the Ministry of Science and Technology of China as a member of the Overseas Scholars Advisory Committee of the National High-Tech Development Torch Program and an expert of the United Nations in China Development Project. He is currently the executive director of the Finance and Taxation Law Branch of the Shanghai Law Society. He was also invited to be an external teacher of China Europe International Business School and Shanghai National Accounting Institute, a part-time master's tutor at Fudan University and Shanghai University of Finance and Economics, and a deputy director of the Advisory Committee of the Large Enterprise Tax Research Institute;

- **Yan Yan**, male, born in 1957. He is currently the founding managing partner of Soft-bank Asia Infrastructure Fund (SAIF). Prior to founding SAIF, Mr. Yan was the Managing Director of AIG Asia Infrastructure Investment Fund and the Director of the Hong Kong Office from 1994 to 2001. From 1989 to 1994, he served as an economist at the World Bank headquarters in Washington, a researcher at the Hudson Institute, a leading think tank in the United States, and a director of strategic planning and business development for the Asia Pacific region at Sprint International Corporation. Mr. Yan received his bachelor's degree in engineering from Nanjing Aeronautical Institute in 1982 and his master's degree in sociology from Peking University from 1984 to 1986. He studied PhD at Princeton University from 1986 to 1989 and his master's degree in international economics in 1989. He also studied advanced finance and accounting courses at Wharton in 1995. He studied at Princeton University for PhD from 1986 to 1989 and his master's degree in international economics in 1989. He also studied advanced finance and accounting courses at Wharton in 1995; and
- **Wu Changqi**, male, born in 1955, professor and tutor of doctorate students of department of Strategic Management of Guanghua School of Management of Peking University. He graduated from Shandong University in 1982 with a bachelor degree in economics. He graduated from Katholieke Universiteit Leuven in Belgium in 1990, with a MBA degree and a doctorate degree in applied economics successively. He was an assistant professor and associate professor of Department of Economics of School of Business and Management of Hong Kong University of Science and Technology, professor and director of Department of Strategic Management of Guanghua School of Management of Peking University, deputy dean of Guanghua School of Management, Peking University, Director of EMBA degree programme center and so on. He is currently the president of the National Hi-Tech Industrial Development Zone Strategy Research Institute of Peking University and president of Guanghua Leadership Institute, director of the 9th session of the Board of Qingdao Haier Co., Ltd.

The Board of Directors of the Company has considered and approved the *Proposal on Election of the Board of Directors* on 29 April 2019.

For details, please refer to the *Announcement on Election of a New Session of the Board of Directors of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

20. Proposal on Election of Independent Directors

Given that the term of office of the 9th session of the Board of Directors of the Company is going to expire in May 2019, 3 candidates are proposed to be the independent directors of the 10th session of the Board of Directors in accordance of the relevant requirements under the *Company Law* and the *Articles of Association* as well as the opinions of the nomination committee under the Board of Directors of the Company. The candidates are

- **Dai Deming**, male, born in 1962. He is a professor and doctoral supervisor of the accounting department of School of Business at Remin University of China. He also concurrently holds other positions such as a vice-chairman of Accounting Society of China, Independent director of the 9th session of the Board of Directors of Qingdao Haier. He served as an independent director for Beijing Capital Development Co., Ltd. and other companies.
- **Shi Tiantao**, male, born in 1962. He currently serves as a professor and doctoral supervisor of the School of Law at Tsinghua University as well as director of Finance & Law Research Center under the School of Law at Tsinghua University. He also serves on the 9th session of the Board of Directors of Qingdao Haier as an independent director. Meanwhile, he concurrently holds other positions such as a vice president of the Chinese Research Association of Securities Law, an arbitrator of CIETAC, and a member of the Case Guidance Committee of the Supreme People's Court; and
- **Qian Daqun**, male, born in 1950. He once served as the Chairman of IBM Greater China, Chief Executive Officer and CEO of IBM Greater China. He graduated from the Department of Mathematics of Tamkang University in Taiwan. He once studied at the Advanced Management Program of the Harvard University Institute of Business Administration and the IBM Global Executive Management Program,

of which the qualifications as independent directors have been filed to Shanghai Stock Exchange without demur.

The Board of Directors of the Company has considered and approved the *Proposal on Election of Independent Directors* on 29 April 2019.

For details, please refer to the *Announcement on Election of a New Session of the Board of Directors of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

21. Proposal on Election of the Supervisors

Given that the term of office of the 9th session of the Board of Supervisors of the Company is going to expire in May 2019, the Board of Supervisors of the Company decided to hold a general election. 2 candidates are proposed to be the member of the new session of the Board of Supervisors in accordance of the relevant requirements under the *Company Law* and the *Articles of Association*, who would constitute the 10th session of the Board of Supervisors of the Company together with 1 employee supervisor selected at the 2nd meeting of 2019 Employee Representatives Meeting of the Company. The candidates are:

- **Wang Peihua**, male, born in 1957, senior political analyst, has served as the deputy secretary of Party Committee of Haier Group Air-Conditioner Head Office, Washing

Machine Head Office, and Haier Group Freezer & Heater Head Office, chairman of the labour union of Haier Group Technology and Equipment Head Office, deputy secretary of Discipline Inspection Committee etc. He is the head of the Organizational Department of Haier Group and the president of the 9th session of the Board of Supervisors of Qingdao Haier Co., Ltd.;

- **Ming Guoqing**, male, born in 1960, senior political analyst, has served as the deputy secretary of Discipline Inspection Committee of Qingdao Refrigerator General Factory, party branch secretary and assistant manager of Qingdao Haier Transportation Company, head of the comprehensive department of Qingdao Haier Co., Ltd., deputy secretary of party committee and secretary of Discipline Inspection Committee of Haier Refrigerator Products Head Office and chairman of the labour union. He is the chairman of the labour union of Haier Group, and the supervisor of the 9th session of the Board of Supervisors of Qingdao Haier Co., Ltd.

The Board of Supervisors of the Company has considered and approved the *Proposal on Election of Supervisors* on 29 April 2019.

For details, please refer to the *Announcement on Election of a New Session of the Board of Supervisors of Qingdao Haier Co., Ltd.*, published on the Company's website under http://www.haier.net/en/investor_relations/haier/gsgg/corporatenews/.

The proposal is submitted to the Annual General Meeting of the Company for consideration and approval.

II. Preconditions for attending the Ordinary Shareholders' Meeting and for exercising voting rights

Only those shareholders are entitled to attend the Ordinary Shareholders' Meeting and to cast votes (including exercising their voting right by absentee vote) whose names are entered in the Company's share register after close of the Frankfurt Stock Exchange on 11. June 2019 (Record Date) and whose registration for the Ordinary Shareholders' Meeting is received by the Company during the registration period until 17. June 2019, 18:00 (CEST) at the following address

Qingdao Haier Co., Ltd.
c/o Computershare Operations Center
80249 München
Telefax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

in German or English language.

Shareholders are advised that they may freely dispose of their shares even after registration to the Ordinary Shareholders' Meeting. The only criterion for participating in the Ordinary Shareholders' Meeting and the number of voting rights to be exercised in relation to the Company is the number of shares held by a shareholder as at the Record Date, i.e. any disposal or other transfer of shares after the Record Date will not have any effect on a shareholder's rights to participate in the meeting or the number of voting rights to be exercised. The same will apply to any acquisition of shares after the Record Date. A person that does not hold any shares on the Record Date and becomes a shareholder only after that date will not have a right to either vote at, or participate in the Ordinary Shareholders' Meeting.

III. Voting through a proxy or by absentee vote

1. Voting through a proxy

Shareholders may also have their voting rights and other rights exercised at the Ordinary Shareholders' Meeting by an authorised party after issuing a corresponding proxy. In the case of a proxy, timely registration of the holding of shares concerned is always necessary pursuant to the above rules under II.

The Company also offers its shareholders the option of authorising proxies named by the Company. These proxies shall exercise voting rights as instructed in the event of their authorisation and are not authorised to exercise voting rights without a specific instruction from the shareholder. Nor do proxies named by the Company accept instructions to speak, to raise objections to AGM resolutions, to ask questions or to table motions.

Any issuance of a proxy, its revocation and evidence thereof in dealings with the Company must be in writing. If a shareholder authorises more than one proxy, the Company may reject one or more. Shareholders may also use the registration form for the Ordinary Shareholders' Meeting to issue proxies and instructions. This form is sent to the shareholders duly entered in the share register, along with the invitation to the Ordinary Shareholders' Meeting. The form will also be available for download in the Company's website at http://www.haier.net/en/investor_relations/haier/gsgg/ShareholdersMeeting/. Shareholders are asked to use this form as far as possible to grant proxies and to issue instructions.

Any authorisations, evidence of proxies and the issuance of instructions to the proxies named by the Company may be posted, faxed or e-mailed prior to the Ordinary Shareholders' Meeting to the above address under II. by 17. June 2019, 18:00 (CEST) (arriving). Any posted, faxed or e-mailed authorisations, evidence of proxies and instructions to the proxies named by the Company received after this time cannot be considered. Evidence of authorisations can still be submitted in writing on the day of the Ordinary Shareholders' Meeting at the entrance and exit check point.

2. Voting by absentee vote

Shareholders may also exercise their voting rights at the Ordinary Shareholders' Meeting by absentee vote. In the case of absentee voting, too, timely registration of the holding of shares concerned is always necessary under the provisions of II. above.

Absentee votes may be sent to the Company by 17. June 2019, 18:00 (CEST) (arriving) to the address mentioned above under II. Shareholders may use the registration form for the Ordinary Shareholders' Meeting for absentee voting as well. This form is sent to the shareholders duly entered in the share register, along with the invitation to the Ordinary Shareholders' Meeting. The form will also be available for download in the Company's website at http://www.haier.net/en/investor_relations/haier/gsgg/ShareholdersMeeting/. Shareholders are asked to use this form for absentee voting wherever possible. Absentee voting does not preclude attendance at the Ordinary Shareholders' Meeting. The personal attendance of a shareholder or an authorised third party at the Ordinary Shareholders' Meeting shall be deemed to be a revocation of a previously given absentee vote.

IV. Publications on the Company's Internet page

The content of this invitation to the Ordinary Shareholders' Meeting and further documents in relation to the agenda items (including the underlying resolutions and opinion of the independent directors of the Company) are available on the Company's website at http://www.haier.net/en/investor_relations/haier/gsgg/. Further document may be uploaded on the Company website until shortly before

the day of the Ordinary Shareholders' Meeting. After the Ordinary Shareholders' Meeting, the voting results will be made available at the same website address.

V. Total number of shares and voting rights at the time of convening

At the time of convening the Ordinary Shareholders' Meeting, the total number of the issued shares of the Company amount to 6,368,416,700 registered shares with a par value of RMB 1.00 each, comprising of 6,097,402,727 A-Shares and 271,013,973 D-Shares. Each of the A-Shares and D-Shares grants one vote at the Ordinary Shareholders' Meeting. Hence, the total number of voting rights at the time of convening the Ordinary Shareholders' Meeting amounts to 6,368,416,700.

Qingdao City, China, May 2019

Qingdao Haier Co., Ltd.

The Board of Directors