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# **Welling**

## **WELLING HOLDING LIMITED**

### **威靈控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 382)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of Welling Holding Limited (the “Company”) will be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on 31 May 2016 at 12:00 noon (or immediately after the conclusion or adjournment of the annual general meeting of the Company held at the same place, on the same date and at 11:30 a.m.) for the purposes of considering and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the 2016 Midea Framework Agreement dated 18 April 2016 (the “2016 Midea Framework Agreement”, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for identification purposes) entered into between the Company and 美的集團股份有限公司(Midea Group Co., Ltd.\*) for the purposes of, among other things, setting the new annual caps in respect of the sale of motors and electronic and electric components for electrical household appliances and raw materials and the purchase of raw materials, processed raw materials and motor samples contemplated thereunder for the three years ending 31 December 2019 be and are hereby approved, ratified and confirmed; and
- (b) any one of the Directors of the Company be and is hereby authorised to do all such acts and things, to sign and execute all documents or agreements under hand (and, where required, under the common seal of the Company together with any other Director or the Company Secretary) for and on behalf of the Company as he/she/they may consider necessary, desirable, appropriate or expedient in connection with and/or to implement and/or give effect to the 2016 Midea Framework Agreement including the new annual caps contemplated thereunder and to agree to such verification, announcement or waiver as are, in the opinion of the Directors, in the interests of the Company.”

By order of the Board  
**Welling Holding Limited**  
**Cheung Wai Yu**  
*Company Secretary*

Hong Kong, 10 May 2016

Notes:

1. For the purpose of ascertaining the shareholders' rights of attending and voting at the meeting, the register of members of the Company will be closed from 26 May 2016 to 31 May 2016, both days inclusive, during which period no transfer of shares shall be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2016.
  2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
  3. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjourned meeting.
  4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or poll concerned. The instrument of proxy shall be valid as well for any adjournment of the above meeting.
  5. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
  6. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 美的集團股份有限公司(Midea Group Co., Ltd.\*) and its associates are required to abstain from voting on the above ordinary resolution.
  7. Voting of the ordinary resolution as set out in this notice will be by poll.
- \* The Chinese name of this PRC entity has been translated into English in this notice for reference only. In the event of any discrepancy between the Chinese name of such PRC entity and its respective English translation, the Chinese version shall prevail.

As at the date of this notice, the Board of Directors of the Company comprises six Executive Directors, Mr. Xiang Weimin (Chairman), Mr. Zhong Lin (Chief Executive Officer), Ms. Pan Xinling, Mr. Li Li, Ms. Yuan Liqun and Mr. Li Feide, and three independent non-executive Directors, Mr. Tan Jinsong, Mr. Lam Ming Yung and Ms. Cao Zhoutao.