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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 16 June 2017 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 financial services framework agreement dated 28 April 2017 (the “2018 Financial Services 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 美的集團財務有限公司 (Midea Group Finance Co., Ltd.*) for the purposes of, among other things, setting the new annual caps in respect of the core financial services, including deposit, loan and financing, bills discounting, bills acceptance and foreign exchange services, for the three years ending 31 December 2020 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 2018 Financial Services 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, 23 May 2017

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 13 June 2017 to 16 June 2017, 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 12 June 2017.
 2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote on behalf of himself/herself. 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 to 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 English names are translations of the respective Chinese names and are included in this notice for identification purposes only.

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