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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 an extraordinary general meeting (the “**EGM**”) of the abovenamed company (the “**Company**”) will be held at 10:30 a.m. (or if later immediately after the conclusion or adjournment of the meeting of the registered holders of the shares of the Company (other than those beneficially owned by Midea International Corporation Company Limited and parties acting in concert with it) (the “**Scheme Shares**”) convened at the direction of the High Court of Hong Kong Special Administrative Region for the same day and place) on Monday, 5 February 2018 at Lotus Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, the following as a special resolution:

#### SPECIAL RESOLUTION

“**THAT:**

- (A) the proposed scheme of arrangement (the “**Scheme**”) between the Company and the registered holders of the Scheme Shares (the “**Scheme Shareholders**”), in the form of the print thereof which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved by the High Court of the Hong Kong Special Administrative Region, be and is hereby approved;
- (B) for the purposes of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the “**Effective Date**”):
  - (i) the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;

- (ii) subject to and forthwith upon the said reduction of capital taking effect, the share capital of the Company shall be increased to its former amount by the creation of such number of new shares of the Company (the “**New Shares**”) as is equal to the number of Scheme Shares cancelled; and
  - (iii) the Company shall apply the credit arising in the Company’s books of account as a result of the said reduction of capital in paying up the New Shares which shall be allotted and issued, credited as fully paid, to Midea International Corporation Company Limited (the “**Offeror**”);
- (C) the directors of the Company be and are hereby authorised to make application to The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect; and
- (D) the directors of the Company be and are hereby unconditionally authorised to allot and issue the shares referred to in paragraph (B)(iii) above and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital, including (without limitation) the giving, on behalf of the Company, of consent to any modifications of, or additions to, the Scheme, which the High Court may see fit to impose and to do all other acts and things as considered by them to be necessary or desirable in connection with the implementation of the Scheme and in relation to the proposal for the privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By order of the Board  
**Welling Holding Limited**  
**Fu Yongjun**  
*Chairman*

Hong Kong, 11 January 2018

*Notes:*

- (i) At the EGM, the above resolution will be voted on by way of poll.
- (ii) A white form of proxy for use at the EGM is enclosed with the scheme document.
- (iii) A member entitled to attend and vote at the EGM is entitled to appoint another person, whether a member of the Company or not, as his proxy to attend and vote instead of him.
- (iv) In order to be valid, the white form of proxy, together with power of attorney under which it is signed (if any) or a notarially certified copy thereof (in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised) if any, must be lodged at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong by 10:30 a.m. on Friday, 2 February 2018. Completion and return of the white form of proxy will not preclude a member from attending the EGM or any adjournment thereof and voting in person. In such event, his form of proxy shall be deemed to be revoked.
- (v) In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and 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 share.
- (vi) For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 29 January 2018 to Monday, 5 February 2018, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. (Hong Kong time) on Friday, 26 January 2018.
- (vii) If a tropical cyclone warning signal No.8 or above is or is expected to be hoisted or a black rainstorm warning signal is or is expected to be in force at any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify members of the date, time and venue of the rescheduled meeting.

*As at the date of this notice, the board of directors of the Company comprises six executive Directors, namely Mr. Fu Yongjun (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, namely Mr. Tan Jinsong, Mr. Lam Ming Yung and Ms. Cao Zhoutao.*