

# Welling

## WELLING HOLDING LIMITED

### 威靈控股有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 382)

**PROXY FORM FOR EXTRAORDINARY GENERAL MEETING OF  
THE SHAREHOLDERS OF THE COMPANY TO BE HELD  
AT 10:30 A.M. ON MONDAY, 5 FEBRUARY 2018  
(or as soon thereafter as the Court Meeting (as defined below)  
shall have been concluded or adjourned)  
(or any adjournment thereof)**

I/We, being the registered holder(s) of Welling Holding Limited (the "Company"), hereby appoint the proxy<sup>(Note 1)</sup> as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING**<sup>(Note 1)</sup> to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company to be held at Lotus Room, 6/F, Marco Polo Hongkong Hotel, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 5 February 2018 at 10:30 a.m. (the "EGM") (or as soon thereafter as the meeting of certain shareholders of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned (the "Court Meeting")) and at any adjournment thereof in respect of the resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the notice convening the EGM.

<b>Registered Holder(s)</b> (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)		
Registered Name		
Registered Address		
Certificate No. <sup>(Note 8)</sup>	Signature <sup>(Note 4)</sup>	
Registered Holding <sup>(Note 2)</sup>		
Date		

<b>Proxy</b> <sup>(Note 1)</sup> (Complete in ENGLISH BLOCK CAPITALS.)		
Full Name		No. of Shares <sup>(Note 3)</sup>
Full Address		

SPECIAL RESOLUTION		FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>
1.	To approve, <i>inter alia</i> , the Scheme and the reduction of the share capital of the Company, to increase the share capital of the Company 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, to 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, 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 to authorise the Directors to allot and issue such new Shares and to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital.		

**Notes:**

- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- Please insert the number of shares registered in the name of the holder(s).
- Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
- This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST".** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited 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 fixed for holding the meeting or any adjournment thereof.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish. In the event that you attend and vote at the meeting or any adjournment thereof after having lodged your form of proxy, your form of proxy will be revoked.
- Please provide one certificate number, if possible, to facilitate processing.
- For the avoidance of doubt, we do not accept any special instructions written on this proxy form.