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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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual 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 2012 at 11:30 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the Directors and the Auditor for the year ended 31 December 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. (a) To re-elect Mr. Qu Fei as an executive Director of the Company.  
(b) To re-elect Ms. Yuan Liqun as an executive Director of the Company.  
(c) To re-elect Mr. Zheng Weikang as an executive Director of the Company.  
(d) To re-elect Mr. Lam Ming Yung as an independent non-executive Director of the Company.  
(e) To authorise the Board of Directors of the Company to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as the Company’s Auditor and to authorise the Board of Directors of the Company to fix their remuneration.

By way of special business, to consider and, if thought fit, pass with or without amendments, each of the following resolutions as an Ordinary Resolution and a Special Resolution respectively.

## ORDINARY RESOLUTIONS

### 5. “THAT

- (a) subject to paragraph (b) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with unissued shares in the capital of the Company (“Share(s)”) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise dealt with during or after the Relevant Period be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital allotted, issued, granted or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted or otherwise dealt with by the Directors of the Company pursuant to the approval in paragraphs (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable law of Hong Kong to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any

restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, or otherwise in accordance with the Hong Kong Code on Share Repurchases, the Listing Rules, the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or the applicable law of Hong Kong to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.”

7. **“THAT** conditional on the passing of resolutions numbered 5 and 6 above, the general mandate granted to the Directors of the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate nominal amount of the shares which may be allotted, issued, granted or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued, granted or otherwise dealt with by the Directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above.”

## SPECIAL RESOLUTION

8. “**THAT** the Articles of Association of the Company be and are hereby amended by adding Article 115A immediately after the existing Article 115 as follows:

- 115A.(a) A meeting of the Board or of a committee of the Board may consist of a conference by means of telephone, video conference or other form of communications device, facilities or means of communication between Directors or members of the committee of the Board where some or all of whom are in different places provided that each Director or member of the committee of the Board who participates in the meeting is able to communicate with each of the other participating Directors or, as the case may be, members of the committee of the Board simultaneously and instantaneously;
- (b) the Directors or members of a committee of the Board participating in the meeting in the aforesaid manner shall be deemed for all purposes to be present in person at such meeting;
- (c) a quorum is deemed to be present if those conditions in respect of at least the number of Directors or members of the committee of the Board required to form a quorum are satisfied; and
- (d) a meeting held in this way is deemed to take place at the place where the largest group of participating Directors or members of the committee of the Board is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.”

By order of the Board  
**Welling Holding Limited**  
**Tang Wai Ying, Tracy**  
*Company Secretary*

Hong Kong, 29 March 2012

*Registered office:*  
Suite 3904, 39/F  
Tower 6, The Gateway  
Harbour City  
9 Canton Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

*Notes:*

1. A proxy need not be a member of the Company.
2. 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 registrars 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.

3. Delivery of an instrument appointing a proxy shall not preclude a member 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 as for the above meeting.
4. 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.
5. 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 28 May 2012 to 31 May 2012, 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, shareholders should ensure that all transfers accompanied by the relevant share certificates must be lodged with the share registrars 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 2012.
6. For the purpose of determining the identity of shareholders who are entitled to the final dividend, the register of members of the Company will be closed from 6 June 2012 to 7 June 2012, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the proposed final dividend, shareholders should ensure that all transfers accompanied by the relevant share certificates must be lodged with the share registrars 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 5 June 2012.

*As at the date of this announcement, the Board of Directors of the Company comprises seven executive Directors, namely, Mr. CAI Qiwu (Chairman), Mr. JIANG Deqing (Chief Executive Officer), Mr. QU Fei, Mr. CHEN Jianhong, Ms. YUAN Liqun, Mr. LI Jianwei and Mr. ZHENG Weikang, and three independent non-executive Directors, namely, Mr. TAN Jinsong; Mr. LAM Ming Yung and Ms. CHEN Chunhua.*