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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 (“EGM”) 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 Thursday, 31 May 2012 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 (renewal) agreement dated 19 April 2012 (the “**Financial Services Framework (Renewal) 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 廣東威靈電機製造有限公司 (“**GD Welling**”, a wholly-owned subsidiary of the Company) and 美的集團財務有限公司 (“**Finance Company**”) for the purposes of, among other things, setting the revised annual caps and new annual caps in respect of the core financial services contemplated thereunder for the three years ending 31 December 2014 (“**Revised Annual Caps and New Annual Caps**”) and extending the duration of the existing financial services framework agreement entered into between GD Welling and the Finance Company on 13 April 2010 for another two years up to 31 December 2014, including the Revised Annual Caps and New Annual Caps contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) any one of the directors of the Company (“**Directors**”) 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 Financial Services Framework (Renewal) Agreement, including the Revised Annual Caps and 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**  
**Tang Wai Ying, Tracy**  
*Company Secretary*

Hong Kong, 11 May 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 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.
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, unless the contrary is stated therein, 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.

*As at the date of this notice, the Board of Directors 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.*