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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 Beijing Suite III, 3/F., Prince Hotel, Harbour City, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 18 May 2010 at 12:00 noon (or sooner immediately after the conclusion of the annual general meeting of the Company held at the same place and on the same date) for the purposes of considering and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the sales and purchase framework agreement (“Renewed Midea Framework Agreement”) dated 13 April 2010 entered into between the Company and 美的集團有限公司 (“Midea”) in respect of the sale and purchase of products or raw materials by the Company and its subsidiaries to or from Midea and its subsidiaries and associates (a copy of which is produced to this meeting and marked “A” and signed by the Chairman of this meeting for identification purpose) and the transactions contemplated thereunder or incidental thereto subject to the proposed annual caps for the three years ending 31 December 2012 set out therein be and are hereby approved and the directors of the Company (the “Directors”) be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or to implement and/or give effect to the Renewed Midea Framework Agreement and the transactions 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.”
2. **“THAT** the purchase framework agreement (“Wellkey Framework Agreement”) dated 13 April 2010 entered into between the Company and 佛山市威奇電工材料有限公司 (“Wellkey”) in respect of the purchase of raw materials by the Company and its subsidiaries from Wellkey (a copy of which is produced to this meeting and marked “B” and signed by the Chairman of this meeting for identification purpose) and the transactions contemplated thereunder or incidental thereto subject to the proposed annual caps for the three years ending 31 December 2012 set out therein be and are hereby approved and the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or

to implement and/or give effect to the Wellkey Framework Agreement and the transactions 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.”

3. “**THAT** the financial services framework agreement (“Financial Services Framework Agreement”) dated 13 April 2010 entered into between 廣東威靈電機製造有限公司 (“GD Welling”) and 美的集團財務有限公司 (“Finance Company”) in respect of the provision of financial services (including but not limited to deposit, loan, bills discounting, foreign exchange and guarantee services) by the Finance Company to GD Welling and its subsidiaries (a copy of which is produced to this meeting and marked “C” and signed by the Chairman of this meeting for identification purpose) and the transactions contemplated thereunder or incidental thereto subject to the proposed annual caps for the three years ending 31 December 2012 set out therein be and are hereby approved and the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection with or to implement and/or give effect to the Financial Services Framework Agreement and the transactions 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, 3 May 2010

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. 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. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice in writing of such determination was received by the Company 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 one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

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, 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 joint holding.
5. The register of members of the Company will be closed from 13 May 2010 to 18 May 2010, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the EGM, all share certificates with completed transfer forms must be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 12 May 2010.

As at the date of this notice, 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. GAO Fazhong, Ms. YUAN Liquan, 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.