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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)**

### GRANT OF SHARE OPTIONS

The board of directors (the “Board”) of Welling Holding Limited (the “Company”) announces that on 9 January 2009, 375,000,000 share options (“Options”) to subscribe for the ordinary shares of HK\$0.10 each in the share capital of the Company (“Shares”) were granted, subject to acceptance of the grantees (“Grantees”), under the share option scheme of the Company adopted on 27 June 2003 (“Share Option Scheme”).

The Board of the Company announces that on 9 January 2009, 375,000,000 Options to subscribe for the Shares were granted, subject to acceptance of the Grantees under the Share Option Scheme.

Among the 375,000,000 Options, 171,000,000 Options were granted to the directors of the Company with details as follows:

<i>Name of Grantees</i>	<i>Relationship with the Company</i>	<i>No. of Options granted</i>
Mr. Cai Qiwu	Executive Director	68,000,000
Mr. Jiang Deqing	Executive Director	36,000,000
Mr. Gao Fazhong	Executive Director	25,000,000
Mr. Qu Fei	Executive Director	22,000,000
Ms. Tan Xuemei	Non-executive Director	5,000,000
Ms. Chen Chunhua	Independent Non-executive Director	5,000,000
Mr. Chan Wai Dune	Independent Non-executive Director	5,000,000
Mr. Lam Ming Yung	Independent Non-executive Director	5,000,000
<b>Total</b>		<b>171,000,000</b>

Each Option shall entitle the holder of the Options to subscribe for one Share upon exercise of such Option at an exercise price of HK\$0.157 per Share, which is the highest of (i) the nominal value of a Share; (ii) the closing price of HK\$0.155 per Share as stated in the daily quotation sheets issued by The Stock Exchange of Hong Kong Limited (“Stock Exchange”) on the date of grant of Options; and (iii) the average closing price of HK\$0.157 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant of Options.

The Options granted shall be exercisable during the option period subject to a vesting scale in four tranches of 25% and the achievement of the performance target of the net profit attributable to the equity holders of the Company of the relevant period as set out below:

1. the first 25% of the Options granted to each Grantee shall be exercisable within seven years after 31 March 2010 provided that the net profit attributable to the equity holders of the Company for the financial year ended 31 December 2009 as disclosed in the final results announcement of the Company is not less than 100% of the net profit attributable to the equity holders of the Company for the financial year ended 31 December 2008 (excluding the results from discontinued business) (“Net Profit of 2008”);
2. the second 25% of the Options granted to each Grantee shall be exercisable within six years after 31 March 2011 provided that the net profit attributable to the equity holders of the Company for the financial year ended 31 December 2010 as disclosed in the final results announcement of the Company is not less than 150% of the Net Profit of 2008;
3. the third 25% of the Options granted to each Grantee shall be exercisable within five years after 31 March 2012 provided that the net profit attributable to the equity holders of the Company for the financial year ended 31 December 2011 as disclosed in the final results announcement of the Company is not less than 200% of the Net Profit of 2008; and
4. the remaining 25% of the Options granted to each Grantee shall be exercisable within four years after 31 March 2013 provided that the net profit attributable to the equity holders of the Company for the financial year ended 31 December 2012 as disclosed in the final results announcement of the Company is not less than 280% of the Net Profit of 2008.

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

Hong Kong, 12 January 2009

As at the date of this announcement, the directors of the Company are:

*Executive directors:* Mr. Cai Qiwu (*Chairman*), Mr. Jiang Deqing (*Chief Executive Officer*), Mr. Qu Fei, Mr. Gao Fazhong, Ms. Yuan Liqun, Mr. Li Jianwei and Mr. Zheng Weikang

*Non-executive director:* Ms. Tan Xuemei

*Independent non-executive directors:* Mr. Chan Wai Dune, Mr. Lam Ming Yung and Ms. Chen Chunhua