

Welling

WELLING HOLDING LIMITED

威靈控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 382)

PROXY FORM

Form of proxy for use by shareholders at the Annual General Meeting ("AGM") to be convened at Beijing Suite III, 3/F., Prince Hotel, Harbour City, 23 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on 18 May 2010 at 11:30 a.m. (or any adjournment thereof).

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.10 each of Welling Holding Limited (the "Company") hereby appoint the Chairman of the AGM or _____
of _____
to act as my/our proxy (note c) at the AGM to 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 11:30 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (note d).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1.	To receive and approve the audited consolidated financial statements, the reports of the Directors and the Auditor of the Company for the year ended 31 December 2009.		
2.	To declare a final dividend for the year ended 31 December 2009.		
3.	(a) To re-elect Mr. Cai Qiwu as a Director of the Company.		
	(b) To re-elect Mr. Qu Fei as a Director of the Company.		
	(c) To re-elect Ms. Yuan Liqun as a Director of the Company.		
	(d) To re-elect Mr. Zheng Weikang as a Director of the Company.		
	(e) To re-elect Mr. Tan Jinsong as a Director of the Company.		
	(f) 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.		
5.	To grant a general mandate to the Directors of the Company to allot, issue and deal in additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To grant a general mandate to the Directors of the Company to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
7.	To extend the general mandate granted to the Directors of the Company to issue shares by the number of shares repurchased under the general mandate granted by the above resolution no. 6.		

Dated _____ 2010

Shareholder's signature X _____ X (notes e, f, g, h and i)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the AGM as your proxy, please delete the words "the Chairman of the AGM or" and insert the name and address of the person appointed as your proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("√") in the boxes marked "For". If you wish to vote against any resolutions, please tick ("X") in the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those set out in the notice convening the AGM.
- e 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.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g 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 AGM or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the AGM or poll concerned.