

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 Extraordinary General Meeting (“EGM”) 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 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) (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 EGM or _____

of _____
to act as my/our proxy (note c) at the EGM 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 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) 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.	Ordinary Resolution No. 1 set out in the notice of EGM dated 3 May 2010		
2.	Ordinary Resolution No. 2 set out in the notice of EGM dated 3 May 2010		
3.	Ordinary Resolution No. 3 set out in the notice of EGM dated 3 May 2010		

Dated _____ 2010

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

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- 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).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words “the Chairman of the EGM or” and insert the name and address of the person appointed as your proxy in the space provided.
- 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 (“√”) 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.
- 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.
- 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.
- 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 EGM or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the EGM or poll concerned.