

SHELL ELECTRIC HOLDINGS LIMITED

蜆壳電器控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

BOX A 甲欄	NAME(S) AND ADDRESS OF REGISTERED SHAREHOLDER(S) 已登記股東之姓名及地址	BOX B 乙欄	REGISTERED HOLDING OF PRIVATECO SHARES OF US\$0.00002 EACH AT THE RECORD DATE ON 1ST FEBRUARY, 2010 於二零一零年二月一日記錄日期所登記持有之每股面值0.00002美元之PRIVATECO股份數目。
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FORM OF ACCEPTANCE AND TRANSFER OF SHARE(S) OF US\$0.00002 EACH IN THE ISSUED SHARE CAPITAL OF SHELL ELECTRIC HOLDINGS LIMITED

蜆壳電器控股有限公司已發行股本中
每股面值0.00002美元之股份之
接納及過戶表格

The form must be completed in full
本表格每項均須填寫

Transfer Agents:
轉讓代理：

Tricor Standard
Limited
26th Floor,
Tesbury Centre
28 Queen's Road East
Wanchai, Hong Kong
卓佳標準有限公司
香港灣仔
皇后大道東28號
金鐘匯中心26樓

FOR THE CONSIDERATION stated below, the registered shareholder(s) named in Box A above ("Transferor(s)") hereby transfer(s) to the "Transferee" named below the share(s) of US\$0.00002 each in the issued share capital of SHELL ELECTRIC HOLDINGS LIMITED ("Privateco Shares") specified below.
上面甲欄所述之已登記股東（「轉讓人」）現按下列代價，將其所持有下列蜆壳電器控股有限公司已發行股本中每股面值0.00002美元之股份（「Privateco股份」）轉讓予下述之「承讓人」。

Number of Privateco Share(s) tendered (Note) 交回Privateco股份之數目（附註）	FIGURES 數目	WORDS 大寫
CONSIDERATION 代價	Cash: HK\$1.80 in cash for each Privateco Share 現金： 每股Privateco股份可得現金1.80港元	
TRANSFEEE 承讓人	Name 名稱： RED DYNASTY INVESTMENTS LIMITED Correspondence address 通訊地址： 1/E, Shell Industrial Building, 12 Lee Chung Street, Chai Wan Industrial District, Hong Kong 香港柴灣工業區利翠街十二號蜆壳工業大廈一樓 Occupation 職業： Corporation 法團	
SIGNED by the parties to this transfer, this _____ day of _____ 2010 轉讓雙方簽字日期：二零一零年 _____ 月 _____ 日		

PLEASE
DO NOT
DATE
請勿填寫日期

Signed by the Transferor(s) in the presence of:

轉讓人在下列見證下簽署：

SIGNATURE OF WITNESS 見證人簽署

Name of Witness 見證人姓名

Signature(s) of Transferor(s)
轉讓人簽署

Address 地址

Telephone number of transferor(s)
轉讓人聯絡電話

Occupation 職業

ALL JOINT
HOLDERS MUST
SIGN HERE
所有聯名股東
均須於本欄
簽署

Do not complete 請勿填寫本欄 Signed by the Transferee in the presence of: 承讓人在下列見證人見證下簽署： Name of Witness 見證人姓名 Signature of Witness 見證人簽署 Address 地址 Occupation 職業	For and on behalf of 代表 Red Dynasty Investments Limited Signature of Transferee or their duly authorized agent(s) 承讓人或其正式授權代表簽署
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Note: Insert the total number of Privateco Share(s) tendered under the Privateco Offer. If no number is inserted or a number in excess of your registered holding of Privateco Share(s) (as indicated in BOX B above) is inserted, you will be deemed to have tendered your entire registered holding of Privateco Share(s) under the Privateco Offer.

附註：請填上 閣下於Privateco收購下交回之Privateco股份總數，如無詳列數額或如所填上之數額乃超過 閣下已登記持有之Privateco股份數量（如乙欄所顯示），則 閣下將被視為就Privateco收購將名下登記持有之Privateco股份全部交回論。

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this form or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, professional accountant or other professional adviser.

If you have sold or transferred all your shares of US\$0.00002 each ("Privateco Shares") in the issued share capital of SHELL ELECTRIC HOLDINGS LIMITED ("Privateco"), you should at once hand this form of acceptance and transfer and the accompanying offer and response document (the "Document") dated 26th February, 2010 or around that date to the purchaser or the transferee, or to the bank or the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

HOW TO COMPLETE THIS FORM

You should read the Document before completing this form. To accept the voluntary unconditional cash offer for the Privateco Shares (the "Privateco Offer") made by Access Capital Limited ("Access Capital") on behalf of Red Dynasty Investments Limited ("Red Dynasty") to acquire your Privateco Shares at a cash price of HK\$1.80 each, you should duly complete and sign this form and forward this entire form by post or by hand, marked "Privateco Offer" on the envelope, to, which should also reach, Tricor Standard Limited (the "Transfer Agent") at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by no later than 4:00 p.m. on Friday, 19th March, 2010 or such later date as stated in the Document. All words and expressions defined in the Document shall, unless the context otherwise requires, have the same meanings when used in this form.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE PRIVATECO OFFER

To: Access Capital and Red Dynasty

1. My/Our execution of this form of acceptance and transfer overleaf (whether or not such form is dated) which shall be binding on my/our successors and assignees shall constitute:

- (i) my/our irrevocable acceptance of the Privateco Offer made by Access Capital on behalf of Red Dynasty as contained in the Document for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of Privateco Shares specified in this form or, if no such number is specified, in respect of all Privateco Shares in respect of which I/we am/are registered as the holder(s);
- (ii) my/our irrevocable instruction and authority to Red Dynasty and/or Access Capital and/or their respective agent(s), in relation to the number of Privateco Shares tendered under the Privateco Offer, to send a cheque crossed "Not Negotiable — Account Payee Only" drawn in my/our favour for the consideration to which I/we shall have become entitled under the terms of the Privateco Offer, by ordinary post at my/our risk to the person named below or, if no name and/or address is stated below, to me/to the first-named Privateco Shareholder of joint registered holders of Privateco Shares at the address shown in the register of members of Privateco;

(Here insert name and address of the person to whom the cheque is to be sent if different from the registered Privateco Shareholder or the first-named Privateco Shareholder of joint registered holders of Privateco Shares.)

Name: (in block capitals) _____

Address: (in block capitals) _____

- (iii) my/our irrevocable instruction and authority to Red Dynasty and/or Access Capital or such person or persons as any of Red Dynasty or Access Capital may direct to complete and execute any document on my/our behalf including but without limitation to insert a date in this form or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to do any other act, that may be necessary or expedient for the purpose of vesting my/our Privateco Shares in Red Dynasty;
 - (iv) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our Privateco Shares tendered under the Privateco Offer to Red Dynasty or such person or persons as it may direct free from all rights of pre-emption, options, liens, claims, charges, encumbrances, equities and third party rights and together with all rights attaching or accruing thereto including the right to receive all dividends and distributions declared, made or paid on or after the date of the issue of my/our Privateco Shares; and
 - (v) my/our agreement to ratify each and every act or thing which may be done or effected by Red Dynasty and/or Access Capital and/or their respective agent(s) or such person or persons as it/they may direct on the exercise of any of the authorities contained herein.
2. In the event of the Privateco Offer lapsing or in the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Privateco Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we hereby irrevocably authorise and request you to return to me/us this form duly cancelled, by ordinary post at my/our risk to the person named in paragraph 1(ii) above or, if no name and/or address is stated above, to me or the first-named Privateco Shareholder (in the case of joint registered holders of Privateco Shares) at the address shown in the register of members of Privateco.
 3. I/We understand and agree that cheque(s) issued for acceptance of the Privateco Offer not presented for payment within six months from the date of issue of the relevant cheques will not be honoured and be of no further effect, in such circumstances, I/we should contact Red Dynasty for payment.
 4. I/We hereby warrant that I/we have the full right, power and authority to sell and pass the title and ownership of such Privateco Shares to Red Dynasty by way of acceptance of the Privateco Offer.
 5. I/We hereby warrant and undertake to Red Dynasty and/or Access Capital that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of Privateco in connection with my/our acceptance of the Privateco Offer, including the obtaining of any governmental, exchange control or other consent which may be required to comply with other necessary formalities or legal requirements.
 6. I/We undertake to Red Dynasty and/or Access Capital that I/we shall be responsible for the payment of any transfer or other taxes payable in respect of the jurisdiction where my/our address is located as set out in the register of members of Privateco.
 7. I/We acknowledge that, save as expressly provided in the Document and in this form, all acceptances, instructions, authorities and undertaking hereby given shall be irrevocable.
 8. I/We understand that no acknowledgement of receipt of this form by the Transfer Agent will be given.

PERSONAL DATA

Personal Information Collection Statement

This personal information collection statement informs you of the policies and practice of Red Dynasty and the Transfer Agent in relation to personal data and the Personal Data (Privacy) Ordinance of Hong Kong (the "Privacy Ordinance").

1. Reasons for the collection of your personal data

To accept the Privateco Offer for your Privateco Shares, you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed.

2. Purposes

The personal data which you provide on this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification of compliance with the terms and application procedures set out in this form;
- conducting or assisting to conduct signature verification, and any other verification or exchange of information;
- distributing communications from Red Dynasty and/or its subsidiaries or agents such as Access Capital and the Transfer Agent;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purposes in connection with the business of Red Dynasty or the Transfer Agent; and
- any other incidental or associated purposes relating to the above and/or to enable Red Dynasty and/or Access Capital to discharge their obligations to Privateco Shareholders and/or under applicable regulations, and any other purposes to which Privateco Shareholders may from time to time agree or be informed of.

3. Transfer of personal data

The personal data provided in this form will be kept confidential but Red Dynasty, Access Capital and/or the Transfer Agent may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- Red Dynasty and/or its subsidiaries or agents such as Access Capital and the Transfer Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Transfer Agent in connection with the operation of its business;
- any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, professional accountants, licensed securities dealers or registered institutions in securities; and
- any other persons or institutions whom Red Dynasty, Access Capital and/or the Transfer Agent consider(s) to be necessary or desirable in the circumstances.

4. Access and correction of personal data

The Privacy Ordinance provides you with the rights to ascertain whether Red Dynasty, Access Capital and/or the Transfer Agent hold(s) your personal data, to obtain a copy of that data, and to correct any data that is incorrect. In accordance with the Privacy Ordinance, Red Dynasty, Access Capital and the Transfer Agent have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to Red Dynasty, Access Capital or the Transfer Agent (as the case may be).

BY SIGNING THIS FORM YOU AGREE TO ALL OF THE ABOVE

個人資料

個人資料收集聲明

本個人資料收集聲明知會閣下有關Red Dynasty及轉讓代理就有關個人資料及香港之個人資料(私隱)條例(「私隱條例」)之政策及實務做法。

1. 收集閣下個人資料之原因

倘閣下欲就閣下之Privateco股份接納Privateco收購，則閣下須提供所需之個人資料。若未能提供所需資料，可能會導致閣下之接納不予受理或遭延誤。

2. 資料用途

閣下於本表格所提供之個人資料可以任何方式被採用、持有及/或保存，以作下列用途：

- 處理閣下之接納及核實是否遵守本表格所呈列之條款及申請程序而作出；
- 進行或協助進行核對簽名，以及校對或交換任何其他資料；
- 送遞Red Dynasty及/或其附屬公司或代理人(例如卓怡及轉讓代理)所發出之通訊；
- 編製統計資料及股東資料；
- 遵照法例、規則或規例(不論法定或在其他方面)之要求作出披露；
- 披露有關資料以便進行申索或獲得所有權；
- 與Red Dynasty或轉讓代理之業務有關之任何其他用途；及
- 與上述有關之任何其他附帶或相關用途及/或令Red Dynasty及/或卓怡得以履行彼等對Privateco股東及/或適用法規項下之責任，以及Privateco股東可能不時同意或獲知會之任何其他用途。

3. 向他人提供個人資料

本表格所載之個人資料將會保密，但Red Dynasty、卓怡及/或轉讓代理可作出必要之查詢以確定個人資料之準確性，以便資料可作任何上述用途，尤其可能會向下列任何及所有人士及實體披露、取得或提供該等個人資料(不論在香港或香港以外地方)：

- Red Dynasty及/或其附屬公司或代理人(例如卓怡及轉讓代理)；
- 任何向轉讓代理提供與其業務運作有關之行政、電訊、電腦、付款或其地服務之代理人、承包商或第三方服務供應商；
- 任何監管或政府機構；
- 與閣下有案務往來或將有某務往來之任何其他人士或機構，例如銀行、律師、專業會計師或持牌證券交易商或註冊證券機構；及
- Red Dynasty、卓怡及/或轉讓代理在該情況下認為必需或適當之任何其他人士或機構。

4. 查閱及更正個人資料

私隱條例賦予閣下權利確定Red Dynasty、卓怡及/或轉讓代理是否持有閣下之個人資料，索取資料副本及更正任何不確資料。根據私隱條例，Red Dynasty、卓怡及轉讓代理有權就處理任何查閱資料之查詢收取合理費用。所有關於查閱資料或更正資料或查閱關於政策及實務做法及所持之資料類別之查詢，應向Red Dynasty、卓怡或轉讓代理(視乎情況而定)提出。

閣下簽署本表格即表示同意上述各項