



**SHELL ELECTRIC HOLDINGS LIMITED**

**蜆壳電器控股有限公司**

*(Incorporated in Bermuda with limited liability)*

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Shell Electric Holdings Limited** (the “Company”) will be held at 1/F., Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong on Monday, the 25th day of July, 2011 at 9:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements, the directors’ report and the independent auditor’s report for the year ended 31st December, 2010.
2. To re-elect Directors for the ensuing year.
3. To re-appoint BDO Limited as auditor and to authorise the Board of Directors to fix their remuneration.

By order of the Board  
**Shell Electric Holdings Limited**  
**Billy K YUNG**  
*Director*

Hong Kong, 23rd June, 2011

*Head office and principal place of business:*

Shell Industrial Building,  
12 Lee Chung Street,  
Chai Wan,  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one proxy or, if he is a holder of more than one share, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Pursuant to Bye-law 66, a resolution put to the vote of the meeting shall be decided by way of a poll.
3. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the head office and principal place of business of the Company at Shell Industrial Building, 12 Lee Chung Street, Chai Wan, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Thursday, 21st July, 2011 to Monday, 25th July, 2011, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the meeting, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Transfer Agent, Tricor Standard Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 20th July, 2011.
5. With regard to item 3 in the notice of this meeting, the Board of Directors currently consist of five Directors, namely, Mr. Billy K YUNG, Madam YUNG HO Wun Ching, Madam HSU Vivian, Mr. David CHOW Kai Chiu and Mr. Eddie HURIP. Pursuant to Bye-law 84 of the Bye-laws of the Company, Mr. Billy K YUNG and Madam HSU Vivian would retire and, being eligible, offer themselves for re-election.
6. If a shareholder wishes to nominate a person to stand for election as a Director, (i) his/her notice of intention to propose a resolution at the above meeting; and (ii) a notice executed by the nominated candidate of his/her willingness to be appointed together with that candidate's information, have to be validly served on the Board of Directors at the head office of the Company, as early as practicable, **and not later than 5:00 p.m. on Thursday, 7th July, 2011.**