



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 8th day of August, 2016 at 9:30 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, 2015.
2. To declare a final dividend.
3. To re-elect Directors for the ensuing year.
4. 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
YUNG Kwok Kee Billy
Director

Hong Kong, 7th July, 2016

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, 4th August, 2016 to Monday, 8th August, 2016, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the members' entitlement to attend and vote at the meeting. In order to be eligible 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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 3rd August, 2016.

The register of members of the Company will be closed from Monday, 15th August, 2016 to Wednesday, 17th August, 2016, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the members' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong Transfer Agent, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 12th August, 2016.

5. With regard to item 3 in the notice of this meeting, the Board of Directors currently consist of four Directors, namely, Mr. YUNG Kwok Kee Billy, Madam HSU Vivian, Mr. CHOW Kai Chiu David and Madam LI Pik Mui Cindy. Pursuant to Bye-law 84 of the Bye-laws of the Company, Mr. CHOW Kai Chiu David would retire and, being eligible, offer himself for re-election. Pursuant to Bye-law 83 of the Bye-laws of the Company, Madam LI Pik Mui Cindy would retire and, being eligible, offer herself for re-election.
6. If a member 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, **preferably before 5:00 p.m. on Tuesday, 19th July, 2016.**