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SHELL ELECTRIC MFG. (HOLDINGS) COMPANY LIMITED
蜆壳電器工業(集團)有限公司

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)
(Stock Code: 00081)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“EGM”) of Shell Electric Mfg. (Holdings) Company Limited (the “**Company**”) will be held at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong, at 16:15 p.m. on Tuesday, 30 May 2006 (or so soon thereafter as the annual general meeting of the Company convened for the same day and place at 16:00 p.m. shall have concluded or adjourned) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

1. **“THAT** pursuant to Clause 8.2(b) of the share option scheme (the “**Appeon Scheme**”) of Appeon Corporation (“**Appeon**”) adopted in November 2002, approval be and is hereby generally and unconditionally granted for “refreshing” the Appeon Scheme Mandate Limit (as defined in the circular of the Company dated 9 May 2006 in relation to the EGM (the “Circular”)) under the Appeon Scheme provided that (i) the total number of shares of US\$0.01 each (“**Appeon Shares**”) in the share capital of Appeon which may be issued upon the exercise of all options to be granted under the Appeon Scheme under the limit as “refreshed” hereby shall not exceed 10% of the Appeon Shares in issue on the date of the passing of this resolution; (ii) options previously granted under the Appeon Scheme (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Appeon Scheme) shall not be counted for the purpose of calculating the Appeon Scheme Mandate Limit as “refreshed” hereby; and (iii) the maximum number of Appeon Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Appeon Scheme shall not exceed 30% of the Appeon Shares in issue from time to time.”

2. **“THAT** pursuant to Clause 8.2(b) of the share option scheme (the **“Galactic Scheme”**) of Galactic Computing Corporation (**“Galactic”**) adopted in November 2002, approval be and is hereby generally and unconditionally granted for “refreshing” the Galactic Scheme Mandate Limit (as defined in the Circular) under the Galactic Scheme provided that (i) the total number of shares of US\$0.01 each (**“Galactic Shares”**) in the share capital of Galactic which may be issued upon the exercise of all options to be granted under the Galactic Scheme under the limit as “refreshed” hereby shall not exceed 10% of the Galactic Shares in issue on the date of the passing of this resolution; (ii) options previously granted under the Galactic Scheme (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Galactic Scheme) shall not be counted for the purpose of calculating the Galactic Scheme Mandate Limit as “refreshed” hereby; and (iii) the maximum number of Galactic Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Galactic Scheme shall not exceed 30% of the Galactic Shares in issue from time to time.”

By the Order of the Board
Peter Lee Yip Wah
Company Secretary

Hong Kong, 9 May 2006

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed or notarially certified copy of that power of attorney or authority must be deposited at the registered office of the Company at Shell Industrial Building, 12 Lee Chung Street, Chai Wan Industrial District, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

The board of directors of the Company comprises nine Directors, of which four are Executive Directors, namely Mr. Billy K YUNG, Madam YUNG HO Wun Ching, Mr. LEUNG Chun Wah and Mr. Plato POON Chak Sang; and one is Non-executive Director, namely Mr. Simon YUNG Kwok Choi and four are Independent Non-executive Directors, namely Dr. Leo Tung-Hai LEE, Mr. Shiu-Kit NGAI, Mr. Peter WONG Chung On and Mr. Peter LAM.

Please also refer to the published version of this announcement in The Standard.