

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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: 81)

- (1) APPOINTMENT OF HONORABLE CHAIRMAN;
(2) APPOINTMENT AND RESIGNATION OF DIRECTORS AND
SENIOR MANAGEMENT;
(3) RE-DESIGNATION OF EXISTING DIRECTOR;
AND
(4) CHANGE OF REGISTERED OFFICE**

APPOINTMENT OF HONORABLE CHAIRMAN OF THE BOARD

Mr. KONG Qingping has been appointed as the Honorable Chairman (but not a Director) of the Board, with effect from the next day after the Despatch Date.

APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

The board is also pleased to announce that each of Mr. HAO Jian Min, Mr. CHEN Bin, Mr. YU Shangyou, Mr. XIANG Hong, Mr. ZHU Bing Kun has been appointed as a Director, with effect from the next day after the Despatch Date. With effect from the next day after the Despatch Date, (i) Mr. HAO Jian Min has been appointed as the Chairman of the Board and a non-executive Director; and (ii) each of Mr. CHEN Bin, Mr. YU Shangyou, Mr. XIANG Hong and Mr. ZHU Bing Kun has been appointed as an executive Director.

In addition, with effect from the Completion Date and unless objected by the SFC (i) Mr. CHEN Bin has been appointed as the Chief Executive Officer and general manager of the Company; and (ii) Mr. XIANG Hong has been appointed as the Chief Financial Officer of the Company.

Ms. CHIANG Yuet Wah, Connie has been appointed as company secretary of the Company with effect from the next day after the Despatch Date.

RE-DESIGNATION OF EXISTING DIRECTOR

The Board is pleased to announce that the executive Director, Mr. Billy K YUNG (i) has resigned from the Group Chairman and Chief Executive of the Company with effect from the Completion Date; and (ii) has been re-designated from Chairman of the Board and executive Director to respectively Vice-Chairman of the Board and non-executive Director of the Company with effect from the next day following the Despatch Date, unless objected by the SFC.

RESIGNATION OF EXISTING DIRECTORS

In addition, each of Madam YUNG HO Wun Ching, Mr. LEUNG Chun Wah and Mr. Eddie HURIP has resigned from as Directors, and such resignations will take effect after the close of the COLI Offer.

Mr. HUEN Po Wah has resigned as the company secretary of the Company and such resignation will take effect from the next day after the Despatch Date.

CHANGE OF REGISTERED OFFICE

The registered office of the Company has been changed to 11th Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong with effect from the next day after the Despatch Date.

APPOINTMENT OF HONORABLE CHAIRMAN OF THE BOARD

Mr. KONG Qingping has been appointed as the Honorable Chairman (but not a Director) of the Board, with effect from the next day after the Despatch Date.

APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

The Board is also pleased to announce that each of Mr. HAO Jian Min, Mr. CHEN Bin, Mr. YU Shangyou, Mr. XIANG Hong, Mr. ZHU Bing Kun has been appointed as a Director, with effect from the next day after the Despatch Date. With effect from the next day after Despatch Date, (i) Mr. HAO Jian Min has been appointed as the Chairman of the Board and a non-executive Director; and (ii) each of Mr. CHEN Bin, Mr. YU Shangyou, Mr. XIANG Hong and Mr. ZHU Bing Kun has been appointed as an executive Director.

In addition, with effect from the Completion Date, (i) Mr. CHEN Bin has been appointed as the Chief Executive Officer and general manager of the Company; and (ii) Mr. XIANG Hong has been appointed as the Chief Financial Officer of the Company.

Ms. CHIANG Yuet Wah, Connie has been appointed as company secretary of the Company with effect from the next day after the Despatch Date.

RE-DESIGNATION OF EXISTING DIRECTOR

The Board is pleased to announce that the executive Director, Mr. Billy K YUNG (i) has resigned from the Group Chairman and Chief Executive of the Company with effect from the Completion Date; and (ii) has been re-designated from Chairman of the Board and executive Director to respectively Vice-Chairman of the Board and non-executive Director of the Company with effect from the next day following the Despatch Date, unless objected by the SFC.

Mr. Billy K YUNG, aged 56, has been the Group Chairman and Chief Executive of the Company and the executive Director prior to the above re-designation, and is the eldest son of Madam YUNG HO Wun Ching, an executive Director. He is also the elder brother of Mr. Simon YUNG Kwok Choi, a non-executive Director and a substantial Shareholder. Mr. Billy K YUNG is also a member of the remuneration committee. He received a Bachelor degree in Electrical Engineering from University of Washington and a Master degree in Industrial Engineering from Stanford University. He has over 30 years of experience in managing manufacturing, retailing, transportation, semi-conductor, computer hardware and software business in USA, Hong Kong and China. He has also over 25 years of experience in real-estate investment and development in USA, Canada, Holland, Hong Kong, Taiwan, Macau and China. He is also a director in various members of the Group. Save as disclosed above, he has not held any directorship in other public listed companies in the last three years or any other positions with the Company or other members of the Group.

Save as disclosed above, he does not have any relationship with any other Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Mr. Billy K YUNG is interested in approximately 263.65 million Shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance, of which approximately 37.32 million Shares are beneficially interested by Mr. Billy K YUNG, approximately 10.00 million shares are jointly owned by Mr. Billy K YUNG and Madam Vivian Hsu (the spouse of Mr. Billy K YUNG) and approximately 216.33 million Shares are held by the Trust.

There is no specific term of office with the Company but Billy K YUNG is subject to retirement by rotation and re-election at the AGM and vacation of office in accordance with the provisions of the Articles of Association. For the year ended 31 December 2009, he received a Director's fee of HK\$120,000 per annum as approved by the Shareholders at the annual general meeting of the Company in 2009, and emoluments of HK\$4,614,383 per annum for being the Group Chairman and Chief Executive and a member of the remuneration committee. His emoluments are determined by reference to his duties and responsibilities with the Company and the Company's remuneration policy and after considering the market emoluments for directors of other listed companies.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to the above re-designation and there is no information which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

RESIGNATION OF EXISTING DIRECTORS

In addition, each of Madam YUNG HO Wun Ching, Mr. LEUNG Chun Wah and Mr. Eddie HURIP has resigned from as Directors of the Company, and such resignations will take effect after the close of the COLI Offer.

Mr. HUEN Po Wah has resigned as company secretary of the Company and such resignation will take effect from the next day after the Despatch Date.

CHANGE OF REGISTERED OFFICE

The registered office of the Company has been changed to 11th Floor, Three Pacific Place, 1 Queen's Road East, Hong Kong with effect from the next day after the Despatch Date.

BIOGRAPHIES OF THE NEWLY APPOINTED DIRECTORS AND COMPANY SECRETARY

The followings set out the biographies of each of Mr. HAO Jian Min, Mr. CHEN Bin, Mr. YU Shangyou, Mr. XIANG Hong, Mr. ZHU Bing Kun and Ms. CHIANG Yuet Wah, Connie:

Mr. HAO Jian Min

Aged 45, graduated from Shenyang Jianzhu University and is a Master of Harbin Institute of Technology and MBA of Fordham University in USA. Mr. Hao joined China Overseas Holdings Limited ("COHL") in 1989. He is now an executive director, vice chairman and chief executive officer of COLI. Mr. Hao is also a director of COHL and certain of its subsidiaries. He has 23 years' experience in construction and property business.

Mr. CHEN Bin

Aged 40, BEng. (Southeast University), MBA (Kellogg-HKUST), Senior Engineer. He joined China State Construction Engineering Corporation in 1993. Mr. Chen has been appointed as an executive director of COLI in November 2006. He was also a director of COHL since March 2004 and has about 17 years' management experience in construction business and personnel administration.

Mr. YU Shangyou

Aged 51, Mr. Yu graduated from Ohio University with a Master degree. He has more than twenty-eight years of experiences in the financial fields including corporate finance and investment, asset management, corporate strategy, mergers and acquisitions, corporate operation and risk management.

“COLI Group”	COLI and its subsidiaries
“COLI Offer”	the voluntary unconditional cash offer to be made by J.P. Morgan Securities (Asia Pacific) Limited on behalf of the Offeror to acquire all the issued Shares other than those already held or agreed to be acquired by the Offeror and parties acting in concert with it
“COLI Offer Document”	the offer document and the form of acceptance and transfer to be despatched to the Shareholders pursuant to the COLI Offer
“Company”	Shell Electric Mfg. (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Group Restructuring (as defined in the circular of the Company dated 8 December 2009), the Capital Reorganisation as defined in the circular of the Company dated 8 December 2009) and the Subscription Agreement
“Completion Date”	the date of Completion, being 10 February 2010
“Despatch Date”	the day on which the COLI Offer Document is despatched to the Shareholders pursuant to the COLI Offer
“Director(s)”	director(s) of the Company
“Joint Announcements”	the joint announcement of COLI, the Company and Red Dynasty Investments Limited dated 29 September 2009 and the joint announcement of COLI and the Company dated 12 February 2010 in relation to, among others, Completion
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Offeror”	COLI or one or more special purpose vehicles wholly-owned by COLI
“SFC”	Securities and Futures Commission of Hong Kong
“Shareholder(s)”	holder(s) of the Shares
“Shares”	ordinary share(s) of HK\$0.01 each in the capital of the Company

“Subscription”	the subscription by the Offeror of 157,045,368 new Shares pursuant to the Subscription Agreement
“Subscription Agreement”	the agreement dated 9 September 2009 entered into among the Company, COLI and Mr. Billy K YUNG in respect of, among other things, the Subscription
“Trust”	a discretionary trust holding approximately 216.33 million Shares as at the date of this announcement established for the benefit of Mr. Billy K YUNG’s immediate family members including Madam Vivian Hsu, the spouse of Mr. Billy K YUNG, and his four children pursuant to the trust deed dated 5th November, 1990, with UBS Trustees (B.V.I.) Limited being the trustee and Mr. Billy K YUNG being the primary liaison who can give written directions to the trustee in respect of investment of the Shares owned by the trust (including voting and disposal of the Shares)

By Order of the board of
Shell Electric Mfg. (Holdings) Company Limited
Billy K Yung
Director

Hong Kong, 12 February 2010

As at the date of this announcement, the Board comprises eight Directors, of which four are executive Directors, namely Mr. Billy K YUNG, Madam YUNG HO Wun Ching, Mr. LEUNG Chun Wah and Mr. Eddie HURIP; one non-executive Director, being Mr. Simon YUNG Kwok Choi, and three independent non-executive Directors, namely Mr. Peter WONG Chung On, Mr. Peter LAM and Mr. Lawrence LEUNG Man Chiu.

The Directors (except for Mr. Simon YUNG Kwok Choi who is not contactable by the Company) jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.