



## 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 1/F., Shell Industrial Building, 12 Lee Chung Street, Chai Wan Industrial District, Hong Kong at 9:30 a.m., on Monday, 31 December 2007 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

(1) **“THAT** the share option scheme adopted by Galactic Computing Corporation (**“Galactic”**) in November 2002 (the **“Share Option Scheme”**) be and is hereby amended in the following manners:

**(a) Introductory paragraph of Clause 6.3**

By deleting the words “at any time” and substituting therefor the words “in accordance with the terms of the offer for the grant of Options and the provisions of the Scheme” immediately before the word “during” of the existing introductory paragraph of Clause 6.3.

**AND** the amended introductory paragraph of Clause 6.3 shall read as follows:

“Subject as hereinafter provided in this Scheme, the Option may be exercised by the Grantee in accordance with the terms of the offer for the grant of Options and the provisions of the Scheme during the Option Period provided that:”

**(b) Clause 6.4**

By deleting the existing Clause 6.4 in its entirety and substituting therefor the following new Clause 6.4:

“6.4 The Board may in its absolute discretion determine and state in the letter of offer for the grant of an Option referred to in Clause 4.2 of the Scheme whether the right to exercise an Option is subject to or conditional upon the achievement of any performance target or the fulfillment of any terms and conditions.”

- (2) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Wong Yat Sheung which would entitle him to subscribe for not more than 2,982,655 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (3) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Cheung Ngam which would entitle him to subscribe for not more than 984,276 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (4) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to either Dr. Tan Huai Liang or Dr. Aleksandr Korobka which would entitle either of them to subscribe for not more than 298,266 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (5) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Gui Lin which would entitle him to subscribe for not more than 298,266 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (6) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Moore Lawrence which would entitle him to subscribe for not more than 149,133 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (7) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Lai Pok Nam which would entitle him to subscribe for not more than 149,133 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (8) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Shen Hao Ming which would entitle him to subscribe for not more than 178,959 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”

- (9) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Yang Bo which would entitle him to subscribe for not more than 134,219 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (10) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Ruan Jian which would entitle him to subscribe for not more than 134,219 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (11) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Li Mi which would entitle him to subscribe for not more than 134,219 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (12) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Shi Qing Tang which would entitle him to subscribe for not more than 149,133 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (13) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Xu Sheng Wang which would entitle him to subscribe for not more than 74,566 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (14) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Chen Song which would entitle him to subscribe for not more than 74,566 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”
- (15) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Xu Xie Jin which would entitle him to subscribe for not more than 74,566 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.”

- (16) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Huang Shan Ning which would entitle him to subscribe for not more than 74,566 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Option.
- (17) “**THAT** subject to and conditional upon the passing of resolution (1), the grant of Option under the Share Option Scheme to Mr. Xu Fei which would entitle him to subscribe for not more than 74,568 shares of US\$0.01 each in the share capital of Galactic, be and is hereby confirmed and approved and the directors of the Company and the directors of Galactic be and are hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of such Options.”

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

Hong Kong, 14 December 2007

*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.

*As at the date of this notice, the Board 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. Eddie HURIP, one non-executive Director being Mr. Simon YUNG Kwok Choi and four independent non-executive Directors, namely Dr. Leo Tung-Hai LEE, Mr. Shiu-Kit NGAI, Mr. Peter WONG Chung On and Mr. Peter LAM.*