



# 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)

Form of proxy for use at the Extraordinary General Meeting of the Company to be held at Concord Room II-III, 8th Floor, Renaissance Harbour View Hotel, 1 Harbour Road, Wanchai, Hong Kong at 11:00 a.m. on Thursday, 31st December, 2009 (or at any adjournment thereof)

I/We <sup>(note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.50 each in the capital of Shell Electric Mfg. (Holdings) Company Limited (the "Company") hereby appoint <sup>(notes 3&4)</sup> \_\_\_\_\_ of \_\_\_\_\_ or failing him <sup>(notes 3&4)</sup> \_\_\_\_\_ of \_\_\_\_\_ or, failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Extraordinary General Meeting (or at any adjournment thereof) of the Company to be held at 11:00 a.m. on 31st December, 2009 for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said Extraordinary General Meeting ("EGM Notice") (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	SPECIAL RESOLUTION	FOR <sup>(note 5)</sup>	AGAINST <sup>(note 5)</sup>
1.	Resolution no.1 as set out in the EGM Notice		
ORDINARY RESOLUTION			
2.	Resolution no.2 as set out in the EGM Notice		

Date: \_\_\_\_\_

Signature <sup>(note 6)</sup>: \_\_\_\_\_

Notes:-

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.50 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and vote in his stead.
4. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
5. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK "✓" IN THE RELEVANT BOX UNDERNEATH THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK "✓" IN THE RELEVANT BOX UNDERNEATH THE BOX MARKED "AGAINST".**  
Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the meeting other than those referred to in the notice convening the meeting.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
7. If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
8. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority thereof, must be deposited at the Company's share registrar, Tricor Standard Limited, 26/E, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting or poll (as the case may be).
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and deposit of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. If you attend and vote at the EGM, this form of proxy will be deemed to be revoked.
11. Any alterations made in this form of proxy must be initialled by the person who signs it.