



Amendment of September 15, 2005

to the

Public Tender Offer

by

Gatebrook Limited, Cyprus

a wholly-owned indirect subsidiary of Johnson Electric Holdings Limited

for all publicly held

Registered Shares with a Nominal Value of CHF 50 each of

Saia-Burgess Electronics Holding AG, Murten, Switzerland

Tender Agent:



Lombard Odier Darier Hentsch

Financial Advisor:



Saia-Burgess Electronics Holding AG, Murten
Registered shares with a nominal value of CHF 50 each

Securities Number
873861

ISIN
CH0008738616

Ticker Symbol
SBEN

English Translation of the Governing French and German Amendment

A. Introduction

Gatebrook published on August 27, 2005, a competing public tender offer to the shareholders of Saia-Burgess Electronics Holding AG (**Saia-Burgess**). Gatebrook's Offer is endorsed by the board of directors of Saia-Burgess, who issued on August 31, 2005, a report to the shareholders recommending that they accept Gatebrook's Offer with respect to all of their shares.

With recommendation of September 8, 2005, the Swiss Takeover Board required that Gatebrook Limited (**Gatebrook**) publish an amendment to the offer prospectus published on August 27, 2005 (the **Offer Prospectus**), to amend and clarify certain information set out in the Offer Prospectus, and to obtain a second report of a review body pursuant to Article 25 of the Stock Exchange Act.

This amendment is an integral part of the Offer Prospectus that Gatebrook published on August 27, 2005. Subject to the amendments made hereby, the Offer Prospectus and the Offer remain unchanged and in full force and effect. Terms defined in the Offer Prospectus are used in this amendment with the same meaning given to them in the Offer Prospectus.

With recommendation of September 8, 2005, the Swiss Takeover Board has extended the cooling-off period until the publication of this amendment. The timetable for Gatebrook's Offer has been adjusted accordingly. The new indicative timetable is set out in Section I. of this amendment to the Offer Prospectus.

B. Scope of the Offer

As stated in Section B.2 of the Offer Prospectus, this Offer is not made with respect to the 527 Saia-Burgess Shares held as treasury shares by Saia-Burgess and its subsidiaries.

Assuming that Saia-Burgess and its subsidiaries do not dispose of these 527 Saia-Burgess Shares, the Offer accordingly is for a maximum of 655,973 Saia-Burgess Shares, as set out in the following overview as at August 25, 2005:

Saia-Burgess Shares issued	615,950
Maximum number of Saia-Burgess Shares that could be issued until the end of the Additional Acceptance Period utilizing the conditional capital	40,550
less treasury shares held by Saia-Burgess and its subsidiaries	(527)
Maximum number of Saia-Burgess Shares to which the Offer pertains (provided that Saia-Burgess and its subsidiaries do not dispose of their treasury shares)	655,973

C. Persons Acting in Concert

As stated in Section C.6 of the Offer Prospectus, Ms Wang Koo Yik Chun is a beneficiary of various family discretionary trusts which in aggregate are directly or indirectly interested in 58.13% of the issued share capital in Johnson Electric Holdings Limited (**Johnson Electric**). The family trusts hold a part of their shares in Johnson Electric via the nominees HSBC Nominees (Hong Kong) Limited and Horsford Nominees Limited. These nominees are only the legal but not the beneficial owners of the shares in Johnson Electric which they are holding for the various family discretionary trusts of which Ms Wang Koo Yik Chun is a beneficiary.

The nominees HSBC Nominees (Hong Kong) Limited and Horsford Nominees Limited are **not** acting in concert with Gatebrook with respect to this Offer. All persons acting in concert with Gatebrook are set out in Section C.6 of the Offer Prospectus.

D. Shareholders of Gatebrook and Johnson Electric

As stated in Section C.2 of the Offer Prospectus, Gatebrook is a wholly owned, indirect subsidiary of Johnson Electric. The direct shareholders of Gatebrook are JEA Limited, British Virgin Islands, holding 99.99% of the shares in Gatebrook, and Gether Success Ltd., British Virgin Islands, holding 0.01% of the shares in Gatebrook. Gatebrook's share capital amounts to CYP 10,000 and is divided into 10'000 shares (and not 100,000 shares as stated in the Offer Prospectus) with a nominal value of CYP 1 each (and not CYP 0.1 as stated in the Offer Prospectus).

JEA Limited and Gether Success Ltd. are wholly owned subsidiaries of Johnson Electric.

As stated in Section C.3 of the Offer Prospectus, Ms Wang Koo Yik Chun is a beneficiary of various family discretionary trusts which in aggregate are directly or indirectly interested in 58.13% of the issued share capital in Johnson Electric. The family trusts hold a part of their shares in Johnson Electric via the nominees HSBC Nominees (Hong Kong) Limited and Horsford Nominees Limited, which are the legal holders of 1,571,295,360 shares (equal to 42.77% of all shares in Johnson Electric) and 560,915,520 shares (equal to 15.26% of all shares in Johnson Electric) respectively.

As already disclosed in the Offer Prospectus, there is, to the best knowledge of Gatebrook and Johnson Electric, no person (or group of persons acting in concert), including any nominee, that legally or beneficially holds 5% or more of the issued share capital of Johnson Electric other than Ms Wang Koo Yik Chun, HSBC Nominees (Hong Kong) Limited and Horsford Nominees Limited.

E. Conditions

The Offer is subject, *inter alia*, to the following condition:

- j) The shareholders of Johnson Electric shall have approved the Offer in such manner as may be required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

This condition j) has been satisfied following publication of the Offer. The Swiss Takeover Board additionally requires Gatebrook to waive this satisfied condition j), which waiver is effected by publication of this amendment to the Offer Prospectus.

All other conditions of the Offer have, to date, not been satisfied or waived by Gatebrook and remain in full force and effect.

F. Taxes

Gatebrook stated in Section H.5 of the Offer Prospectus that it will apply for a tax ruling with the Federal Tax Administration regarding the practice of so called indirect partial liquidation (*indirekte Teilliquidation*). In the meantime, the Swiss Federal Tax Administration has issued the tax ruling requested by Gatebrook, confirming that the sale of Saia-Burgess Shares to Gatebrook under this Offer will not be deemed as an indirect partial liquidation for Swiss federal income tax purposes.

As stated in the Offer Prospectus, Gatebrook will not apply for tax rulings with cantonal tax authorities. Therefore, Gatebrook cannot exclude that the sale of Saia-Burgess Shares to Gatebrook will be subject to income tax according to the cantonal and communal practice of indirect partial liquidation so that the offer price less nominal value of the sold Saia-Burgess Shares is subject to cantonal and communal income taxes.

G. Report of the Review Body Regarding the Offer Prospectus Pursuant to Article 25 of the Federal Act on Stock Exchanges and Securities Trading (Stock Exchange Act)

As auditors recognized in accordance with the Stock Exchange Act for reviewing public takeover offers, we have reviewed, taking into account the exemptions that Gatebrook requested, the offer prospectus of August 27, 2005 and the amendment to the offer prospectus (together, the **Offer Documents**). The report of the Board of Directors of Saia-Burgess of August 31, 2005, and the fairness opinion of Bank Sarasin & Co. Ltd. of August 10, 2005, have not been, and will not be, reviewed by us.

The Offer Documents are the responsibility of the offeror. Our responsibility is to issue an opinion thereon based on our review.

Our review was conducted in accordance with the standards promulgated by the Swiss profession, which require that a review of the Offer Documents be planned and performed to verify the formal completeness in accordance with the Stock Exchange Act and its ordinances and to obtain reasonable assurance about whether the offer prospectus is free from material misstatements. We have examined, on a test basis, evidence supporting the information in the Offer Documents. Furthermore, we have verified the compliance with the Stock Exchange Act and its ordinances. We believe that our review provides a reasonable basis for our opinion.

In our opinion:

- the Offer Documents comply with the Stock Exchange Act and its ordinances, taking into account the exemptions that the Swiss Takeover Board approved;
- the Offer Documents are complete and accurate;
- the requirement for equal treatment of the offer recipients has been complied with;
- the provisions regarding the minimum price have been adhered to; and
- the financing of the Offer is secured and the necessary funds will be available on the closing date.

KPMG Fides Peat

Jürg Meisterhans
Certified public accountant

Reto Benz
Certified public accountant

Zurich, September 14, 2005

H. Applicable Law and Place of Jurisdiction

The Offer (as amended hereby), and all rights and obligations arising under or in connection with this Offer, shall be governed by Swiss law. **Exclusive place of jurisdiction for all disputes arising out of or in connection with the Offer (as amended) is Zurich 1.**

I. Indicative Timetable

Start of the Offer Period:	September 15, 2005
End of the Offer Period:	September 28, 2005, 16:00 hours CEST
Publication of the provisional interim result*:	September 29, 2005
Publication of the definitive interim result*:	October 3, 2005
Start of the Additional Acceptance Period*:	October 3, 2005
End of the Additional Acceptance Period*:	October 14, 2005, 16:00 hours CEST
Publication of the provisional definitive result*:	October 17, 2005
Publication of the definitive result*:	October 20, 2005

Settlement Date / Payment of the Offer Price*:

October 24, 2005

*Gatebrook reserves the right to extend the Offer Period once or several times (provided that, where required, the Takeover Board approves such extension) in which case the subsequent dates will be postponed.

This amendment to the Offer Prospectus may be obtained free of charge in German, French, or English from Lombard Odier Darier Hentsch & Cie, Corporate Finance, Sihlstrasse 20, P.O. Box, 8021 Zurich, Switzerland (telephone: +41 (0)44 214 13 54, fax: +41 (0)44 214 13 39, e-mail: cofi.zh.prospectus@lodh.com).