

IMPORTANT

If you are in any doubt about any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in the Company, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular is addressed to the shareholders of the Company in connection with an extraordinary general meeting of the Company to be held on Thursday, 11 February 2010. This circular is not and does not constitute an offer of, nor is it intended to invite offers for, shares in or other securities of the Company.

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SINOTRONICS HOLDINGS LIMITED

華翔微電子控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1195)

INCREASE IN AUTHORIZED SHARE CAPITAL

CHANGE OF COMPANY NAME

AND

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

Terms used in this cover page have the same meanings as defined in this circular.

A notice convening the EGM to be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 11 February 2010 is set out on pages 16 to 18 of this circular. If you are not able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit it with the Hong Kong Registrars Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

* for identification purpose only

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — General information	7
Appendix II — Principal Terms of the New Share Option Scheme	8
Notice of EGM	16

DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of the Directors
“Company”	Sinotronics Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company, including the independent non-executive director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong at 10:00 a.m. on Thursday, 11 February 2010 for the purpose of considering and approving the increase in authorized share capital of the Company, the change of company name, the termination of the Existing Share Option Scheme and adoption of the New Share Option Scheme
“Existing Share Option Scheme”	the Company’s existing share option scheme adopted on 9 January 2003
“Grantee”	any Participant who accepts an offer of the grant of option in accordance with the terms of the New Share Option Scheme, or any person who is entitled to any such option
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 January 2010, being the latest practicable date prior to the printing of this circular for inclusion of certain information in this circular
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the EGM, a summary of the principal terms of which is set out in Appendix II
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Participant”	<p>any person who satisfies the eligibility requirements in the New Share Option Scheme namely:</p> <ul style="list-style-type: none">(a) any full-time employee, director (including any non-executive director or independent non-executive director) and part time employee with weekly working hours of 15 hours or above of the Company or of any of its subsidiaries;(b) any adviser or consultant (in the areas of financial or corporate managerial) to the Company or to any of its subsidiaries; and(c) any adviser, consultant, agent, business affiliate or any person or entity who provides research or other support directly or indirectly to the Group, and any employee, adviser or consultant to the investment management company for the Company, who, at the sole determination of the Board, has contributed to the Group (the assessment criteria of which are (i) such person’s contribution to the development and performance of the Group; (ii) the quality of work performed by such person for the Group directly or indirectly; (iii) the initiative and commitment of such person in performing his or her duties; and (iv) the length of service or contribution of such person to the Group)
“PRC”	<p>the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, Macau Special Administration Region and Taiwan</p>
“Registrar”	<p>Hong Kong Registrars Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong</p>
“Share(s)”	<p>ordinary share(s) of HK\$0.10 each in the share capital of the Company</p>
“Shareholder(s)”	<p>holder(s) of the Shares</p>
“Stock Exchange”	<p>The Stock Exchange of Hong Kong Limited</p>
“HK\$” or “\$”	<p>Hong Kong dollars</p>
“%”	<p>per cent.</p>

LETTER FROM THE BOARD



SINOTRONICS HOLDINGS LIMITED

華翔微電子控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1195)

Executive Director:

Xu Yue Yue
Xiang Song
Sze Ming Yee
Lin Wan Xin
Tu Shuguang
Chan Kin

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Independent non-executive Directors:

Li Jianguo
Cheung Chuen
Wong Lai Wing

*Head office and principal place of
business in Hong Kong*

Room 1805, 18th Floor
Harbour Centre
25 Harbour Road
Wanchai
Hong Kong

20 January 2010

To the Shareholders

Dear Sir or Madam,

INCREASE IN AUTHORIZED SHARE CAPITAL

CHANGE OF COMPANY NAME

AND

**TERMINATION OF EXISTING SHARE OPTION SCHEME
AND ADOPTION OF NEW SHARE OPTION SCHEME**

INTRODUCTION

The purpose of this circular is to give you information on, among other things, the increase in authorized share capital, change of company name, termination of Existing Share Option Scheme and adoption of New Share Option Scheme together with a notice convening the EGM.

* *for identification purpose only*

LETTER FROM THE BOARD

INCREASE IN AUTHORISED SHARE CAPITAL

The Company proposes to increase its authorised share capital from HK\$100,000,000 divided into 1,000,000,000 Shares to HK\$500,000,000 divided into 5,000,000,000 Shares by creating an additional 4,000,000,000 unissued Shares. The Directors have no present intention of issuing new shares or convertible instrument from such part of the share capital.

CHANGE OF COMPANY NAME

A special resolution will be proposed at the EGM to approve the change of the Company's existing registered name "Sinotronics Holdings Limited" to one of the names set out below in the following order of priority:

- (1) Kingwell Group Limited 京維集團有限公司
- (2) Kinwell Group Limited 京維集團有限公司
- (3) Sinoway Group Limited 京維集團有限公司

As the new Chinese name to be adopted need approval by the Registrar of Companies in the Cayman Islands, which takes a few weeks, the Board proposed that a special resolution for change to one of the new names set out above in the above order of priority be adopted at the EGM, subject to approval by the Registrar of Companies in the Cayman Islands.

The proposed change of name will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands.

The proposed change of Company name will not affect any rights of the existing Shareholders. All existing share certificates in issue bearing the present name of the Company shall continue to be evidence of title to such shares and valid for trading, settlement and registration purposes. There will not be any arrangement for exchange of the existing share certificates. Once the change of Company name has become effective, new share certificates will be issued under the new name of the Company. Further announcement in respect of the trading arrangement and other related matters will be made upon the change of name becoming effective.

TERMINATION OF EXISTING SHARE OPTION SCHEME AND ADOPTION OF NEW SHARE OPTION SCHEME

The Directors proposed to adopt the New Share Option Scheme, the principal terms of which are set out in Appendix II. Adoption of the New Share Option Scheme is conditional upon (i) the approval of the New Share Option Scheme at EGM; and (ii) the Stock Exchange granting approval of the listing of, and permission to deal in, the shares of the Company which may be issued upon the exercise of the options granted under the New Share Option Scheme.

Application will be made to the Stock Exchange for the approval of the listing of, and permission to deal in, the shares of the Company which may be issued upon the exercise of the options which may be granted up to 10% of the total number of Shares in issue as at the date of EGM under the New Share Option Scheme.

LETTER FROM THE BOARD

Purposes of the Share Option Scheme

The Existing Share Option Scheme was adopted by the Company on 9 January 2003 which will expire on 9 January 2013. All options entitled to be granted under the Existing Share Options Scheme had been granted. The Directors considered that the New Share Option Scheme, which will be valid for 10 years from the date of its adoption, will provide the Company with more flexibility in long term planning of granting of the share options to eligible persons in a longer period in the future, e.g. considering granting share options after the expiry of the Existing Share Option Scheme. This can provide appropriate incentives or rewards to eligible persons for their contributions or potential contributions to the Group.

Value of the options

The Directors consider it inappropriate to value the options that can be granted under the New Share Option Scheme on the assumption that they had been granted at the Latest Practicable Date, as various determining factors for the calculation of such value cannot be reasonably fixed at this stage. It would not be meaningful and to certain extent would be misleading to the Shareholders if the value of the options is calculated based on a set of speculated assumptions. However, the information on value of the option granted in any financial period will be provided to the Shareholders based on Black-Scholes option pricing model, the binomial model or a comparable generally accepted methodology as at the end of the relevant financial period for any interim or final results of the Company.

Adoption of the New Share Option Scheme

There will be no material difference between the terms of the Existing Share Option Scheme and the proposed New Share Option Scheme. A resolution will be proposed at EGM to approve the adoption of the New Share Option Scheme and to grant the general authority to the Directors to grant options under the New Share Option Scheme for the subscription of Shares representing up to 10% of the issued share capital of the Company as at EGM and simultaneously terminate the Existing Share Option Scheme.

EGM

There is set out on pages 16 to 18 of this circular a notice convening the EGM to be held at 10:00 a.m. on Thursday, 11 February 2010 at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong, at which ordinary resolutions will be proposed to consider and, if thought fit, to approve the increase of authorised share capital, the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme and a special resolution will be proposed to approve the change of company name. No Shareholder is required to abstain from voting for any resolution at the EGM.

A form of proxy for use at the EGM is enclosed. If you are not able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the Registrar at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider the increase in authorized share capital, the change of company name and the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme are fair and reasonable and in the interests of the Company and the Shareholders as a whole. They recommend Shareholders to vote in favour of all resolutions proposed at the EGM.

Yours faithfully,
For and on behalf of the Board of
SINOTRONICS HOLDINGS LIMITED
Xu Yue Yue
Acting Chairman

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. GENERAL

The English text of this document shall prevail over the Chinese text for the purpose of interpretation.

PRINCIPAL TERMS OF NEW SHARE OPTION SCHEME

This Appendix summaries the principal terms of the New Share Option Scheme but does not form part of, nor is it intended to be, part of the New Share Option Scheme nor should it be taken as affecting the interpretation of the rules of the New Share Option Scheme. The Directors reserve the right at any time prior to EGM to make such amendments to the New Share Option Scheme as they may consider necessary or appropriate provided that such amendments do not conflict in any material aspects with the summary in this Appendix.

The following is a summary of the principal terms of the New Share Option Scheme which is proposed to be adopted by the Company as a share incentive scheme for the Company at EGM:

(a) Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is to provide Participants with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and its Shareholders as a whole.

(b) Administration of the New Share Option Scheme

The Share Option Scheme shall be subject to the administration of the Board, and the decision of the Board shall be final and binding on all parties. The Board shall have the right to (i) interpret and construe the provisions of the Scheme, (ii) determine the persons who will be offered options under the New Share Option Scheme, and the number of Shares and subscription price of the options, (iii) to make such appropriate and equitable adjustments to the terms of options granted under the New Share Option Scheme as it deems necessary, and (iv) make such other decisions or determinations as it shall deem appropriate in relation to the grant of options and/or the administration of the New Share Option Scheme. The interpretation of the New Share Option Scheme by the Board must be in accordance with Chapter 17 of the Listing Rules and any interpretation of the New Share Option Scheme if it amounts to alteration thereof referred to in paragraph (w) below must comply with the requirements referred to in paragraph (w) below.

(c) Who may join

The Board may at any time within ten years after the adoption date of the New Share Option Scheme make an offer to any Participant, as the Board may in its absolute discretion select, to take up an option pursuant to which such Participant may, during the period of the option, subscribe for such number of Shares as the Board may determine at a subscription price determined in accordance with (d) below. A Date of Grant of option shall be a business day.

(d) Price of Shares

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer but shall be no less than the highest of:

- (i) the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant;
- (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the 5 business days immediately preceding the Date of Grant; and
- (iii) the nominal value of a Share on the Date of Grant.

(e) Maximum number of Shares

- (i) The overall limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time ("Scheme Limit").
- (ii) The Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the Shares in issue upon adoption of the New Share Option Scheme (the "Scheme Mandate Limit"). Options lapsed in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the Scheme Mandate Limit.
- (iii) The Company may renew the Scheme Mandate Limit at any time subject to prior shareholders' approval. However, the Scheme Mandate Limit as renewed shall not exceed 10% of the Shares in issue as at the date of the aforesaid shareholders' approval. Options previously granted under the New Share Option Scheme, and other share option schemes (including those outstanding, lapsed in accordance with the schemes or exercised options) shall not be counted for the purpose of calculating the limit as renewed. A circular must be sent to shareholders in connection with the meeting at which their approval will be sought.
- (iv) The Company may also seek separate shareholders' approval for granting options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before the aforesaid shareholders' meeting where such approval is sought. A circular must be sent to shareholders containing a generic description of the identified Participants, the number and terms of the options to be granted, the purpose of granting options to the identified Participants, and how these options serve such purpose.
- (v) The total number of Shares issued and to be issued upon exercise of the options granted and to be granted to each Participant or Grantee (as the case may be) (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the

Shares in issue (the “Individual Limit”). Any further grant of options in excess of the Individual Limit shall be subject to shareholders’ approval with such Participant or Grantee (as the case may be) and his associates (as such term is defined in the Listing Rules) abstaining from voting. A circular must be sent to the shareholders disclosing the identity of the Participant or Grantee (as the case may be) and the number and terms of the options granted and to be granted. The number and terms of options to be granted to such Participants or Grantee, as the case may be, shall be fixed before shareholders’ approval is sought and the date of the board meeting for proposing such further grant shall be taken as the Date of Grant of an option for the purpose of calculating the subscription price.

(f) Grant of options to connected persons

The grant of options to any Director, chief executive or substantial shareholder of the Company or their respective associates shall be approved by the independent non-executive Directors of the Company (excluding any independent non-executive Director who is the proposed Grantee of the option). Where any grant of options to a Director, chief executive, substantial shareholder (as that term is defined in the Listing Rules), or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue for the time being; and
- (ii) having an aggregate value, based on the closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant, in excess of HK\$5 million,

such grant of options shall be approved by the Shareholders (voting by way of poll). All connected persons (as defined in the Listing Rules) of the Company shall abstain from voting at such general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular to be sent to the Shareholders in connection therewith.

(g) Time of exercise of option

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period to be notified by the Board to each Grantee but may not be exercised after the expiry of ten years from the Date of Grant. The Board may provide restrictions on the exercise of an option during the period an option may be exercised.

(h) Rights personal to Grantee

An option shall be personal to the Grantee and shall not be assignable or transferable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any option.

(i) Rights on cessation of employment by death

If the Grantee who is an employee or executive director (but not a non-executive director) of the Group, dies before exercising the option in full and none of the events which would be a ground for termination of his or her employment under (k) below then exists, the personal representative(s) of the Grantee shall be entitled within a period of 12 months from the date of death to exercise the option up to the entitlement of such Grantee as at the date of death, failing which the option will lapse.

(j) Rights on cessation of employment for other reasons

If the Grantee who is an employee or director, ceases to be an employee or executive director (but not a non-executive director) of the Group for any reason other than on his or her death or the termination of his/her employment or directorship on one or more of the grounds specified in (k) below, the option shall lapse on the date of cessation of such employment or directorship and not be exercisable unless the Board otherwise determines in which event the option shall be exercisable to the extent and within such period as the Board may determine. The date of cessation of employment or directorship shall be the last actual working day on which the Grantee was physically at work with the Company or the relevant Subsidiary, whether salary is paid in lieu of notice or not.

(k) Rights on cessation of employment by dismissal

If a Grantee who is an employee or executive director (but not a non-executive director), ceases to be an employee or executive director (but not a non-executive director) of the Group by reason of the termination of his or her employment or directorship on the grounds that he or she has been guilty of serious misconduct, or appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has become bankrupt or has made any arrangement or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or on any other ground on which an employer would be entitled to terminate his or her employment summarily, his or her option will lapse and not be exercisable on the date of termination of his or her employment or directorship.

(l) Cancellation of options

Any option granted but not exercised may be cancelled if the Grantee so agrees. If such cancellation has been approved by the Shareholders in a general meeting, options may be re-issued after such cancellation, provided that there are available unissued options within the limits mentioned in paragraph (e) above and the re-issued options shall only be granted in compliance with the terms of the New Share Option Scheme. The relevant Grantees and their respective associates shall abstain from voting at any such Shareholders' meeting to approve the cancellation and any vote taken at the general meeting for approving such cancellation shall be taken by poll. If cancellation takes place without Shareholders' approval, such options may not be re-issued.

(m) Effects of alterations to share capital

- (i) In the event of any alteration in the capital structure of the Company whilst any option remains exercisable or the New Share Option Scheme remains in effect, and such event arises from a capitalization of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company, then, in any such case the Company shall instruct the Auditors or independent financial adviser to the Company to certify in writing the adjustment, if any, that ought in their opinion fairly and reasonably to be made either generally or as regards any particular Grantee, to:
 - (aa) the number or nominal amount of Shares subject to option(s) already granted and to the New Share Option Scheme (insofar as it is/they are unexercised); and/or
 - (bb) the subscription price of any option(s),and an adjustment as so certified by the Auditors or the independent financial adviser to the Company shall be made, provided that:
 - (i) the Auditor or financial adviser shall confirm to the Directors in writing that the adjustment (other than any made on a capitalisation issue) satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules;
 - (ii) no such adjustment shall be made the effect of which would be to enable a Share to be issued at less than its nominal value;
 - (iii) such adjustment must give a Participant the same proportion of the equity capital of the Company as that to which that person was previously entitled; and
 - (iv) the issue of securities of the Company as consideration in a transaction shall not be regarded as a circumstance requiring any such adjustment.
- (ii) If there has been any alteration in the capital structure of the Company as referred to in paragraph (i) above, the Company shall, upon receipt of a notice from a Grantee, inform the Grantee of such alteration and shall either inform the Grantee of the adjustment to be made in accordance with the certificate of the Auditors or the independent financial adviser to the Company obtained by the Company for such purpose or, if no such certificate has yet been obtained, inform the Grantee of such fact and instruct the Auditors or the independent financial adviser to the Company as soon as practicable thereafter to issue a certificate in that regard in accordance with paragraph (i) above.

(n) Rights on a general offer

In the event of a general offer by way of takeover (other than by way of scheme of arrangement) being made to all the holders of Shares (or all such holders other than the offeror, any person controlled by the offeror and any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional prior to the expiry date of the relevant

option, the Company shall forthwith give notice thereof to the Grantee and the Grantee shall be entitled to exercise the option either to its full extent or to the extent notified by the Company at any time within such period as shall be notified by the Company.

In the event of a general offer by way of scheme of arrangement being made to all the Shareholders and has been approved by the necessary number of Shareholders at the requisite meetings, the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option either to its full extent or to the extent notified by the Company.

(o) Rights on voluntary winding-up

In the event a notice is given by the Company to its shareholders to convene a Shareholders' meeting for the purpose of considering and, if thought fit, approving a resolution to voluntarily wind up the Company, the Grantee may at any time thereafter (but before such time as shall be notified by the Company) exercise the option either to its full extent or to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed Shareholders' meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such option.

(p) Rights on compromise or arrangement

In the event of a compromise or arrangement, other than a scheme of arrangement in connection with a general offer mentioned in paragraph (n) above, between the Company and its members or creditors being proposed in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall first give notice to all Grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement and the Grantee may at any time thereafter but before such time as shall be notified by the Company exercise the option either to its full extent or to the extent notified by the Company, and the Company shall as soon as possible and in any event no later than three days prior to the date of the proposed meeting, allot, issue and register in the name of the Grantee such number of fully paid Shares which fall to be issued on exercise of such option.

(q) Ranking of Shares

The Shares to be allotted and issued upon the exercise of an option will rank *pari passu* with the fully paid Shares in issue on the date the name of the Grantee is registered on the register of members of the Company. Prior to the Grantee being registered on the register of members of the Company, the Grantee shall not have any voting rights, or rights to participate in any dividends or distributions of any rights arising on a liquidation of the Company, in respect of the Shares to be issued upon the exercise of the option.

The Shares issued on exercise of the options will on issue be identical to the then existing issued Shares of the Company.

(r) Amount payable on acceptance

The amount payable on acceptance of an option is HK\$1.00 or such other amount as decided by the Board. The offer of the option shall be accepted by the Participants within 7 days or such other period as the Board may decide from the date of the offer, otherwise the offer shall be deemed to have been irrevocably declined.

(s) Minimum period or performance target

Subject to any terms specifically imposed by the Board, there is no minimum period for which an option must be held before it can be exercised and no performance target which must be achieved before the options can be exercised.

(t) Period of the New Share Option Scheme

Subject to earlier termination by the Company in general meeting or by the Board, the New Share Option Scheme shall be valid and effective for a period of ten years from the date of its adoption, being the date on which the New Share Option Scheme becomes unconditional and effective. After the expiry of the ten-year period, no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in force and effect in respect of options granted under the New Share Option Scheme but not yet exercised at the time of its termination. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the New Share Option Scheme and which remain unexpired immediately prior to the end of the ten-year period shall continue to be exercisable thereafter.

(u) Termination of the New Share Option Scheme

The Company by ordinary resolution in general meeting or the Board may at any time terminate the operation of the New Share Option Scheme and in such event no further options will be offered or granted but in all other respects the provisions of the New Share Option Scheme shall remain in full force and effect in respect of options granted under the New Share Option Scheme but not yet exercised at the time of its termination. Options complying with the provisions of Chapter 17 of the Listing Rules which are granted during the life of the New Share Option Scheme and which remain unexpired immediately prior to the termination of the operation of the New Share Option Scheme shall continue to be exercisable thereafter.

(v) Lapse of option

An option shall lapse automatically and not be exercisable, to the extent not already exercised, on the earliest of:

- (i) the expiry of the option period;
- (ii) the expiry of the periods referred to in paragraph (i), (j) or (o) respectively;

- (iii) subject to any court of competent jurisdiction not making an order the effect of which is to prohibit the offeror from acquiring the remaining shares in the general offer, the expiry of the period referred to in paragraph (n) above;
- (iv) subject to the scheme of arrangement referred to in paragraph (n) or paragraph (p) above becoming effective, the expiry of the period for exercising an option relating thereto;
- (v) the date on which the Grantee who is an employee (including an executive director but excluding a non-executive director) ceases to be an employee or director by reason of the termination of his or her employment or directorship on grounds including, but not limited to, misconduct, bankruptcy, insolvency and conviction of any criminal offence;
- (vi) the date of the commencement of the winding-up of the Company; or
- (vii) the date on which the Grantee sells, transfers, charges, mortgages, encumbers or creates any interest in favour of any third party over or in relation to the option in breach of the New Share Option Scheme.

(w) Alterations to the New Share Option Scheme

The alteration of the New Share Option Scheme are governed by Chapter 17 of the Listing Rules and the New Share Option Scheme cannot be altered to the advantage of Grantees or prospective Grantees of options except with the prior sanction of an ordinary resolution of the Company in general meeting with Participants and their associates abstaining from voting. Furthermore, the provisions in the New Share Option Scheme relating to the matters set out in Rule 17.03 of the Listing Rules must not be altered except with the prior approval of the Shareholders in general meeting. Any alteration to the terms and conditions of the New Share Option Scheme which are of a material nature or any change in the terms of options granted or any change to the authority of the Board must be approved by the Shareholders, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. Any amended terms of the New Share Option Scheme or the options under such scheme must still comply with the relevant requirements of Chapter 17 of the Listing Rules.



SINOTRONICS HOLDINGS LIMITED

華翔微電子控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1195)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Sinotronics Holdings Limited (“**Company**”) will be held at 10:00 a.m. on Thursday, 11 February 2010 at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the authorized share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 shares of par value of HK\$0.10 each in the share capital of the Company (“**Shares**”) to HK\$500,000,000 divided into 5,000,000,000 Shares by creating an additional 4,000,000,000 unissued Shares”
2. “**THAT**
 - (i) subject to the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the Shares to be issued and allotted by the Company under the proposed share option scheme of the Company (the “**Scheme**”), the rules of which are set out in a document submitted to the meeting marked “A” and signed for the purpose of identification by the chairman of the Meeting, such Scheme be and is hereby approved and adopted as the Company’s share option scheme and the directors of the Company (“**Directors**”) be and are hereby authorised to take all such steps as they may deem necessary, desirable or expedient to carry into effect, waive or amend the Scheme subject to the terms of the Scheme and Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);
 - (ii) the Directors be and are hereby authorised to grant options to subscribe for Shares in accordance with the rules of the Scheme up to a maximum of 10% of the Shares in issue upon the increase of authorized share capital by resolution 1 as at the date of passing of this resolution, to issue and allot Shares pursuant to the exercise of the options so granted, to administer the Scheme in accordance with its terms and to take all necessary actions incidental thereto as the Directors deem fit; and

* *for identification purpose only*

NOTICE OF EGM

- (iii) conditional upon the Scheme becoming unconditional, the existing share option scheme of the Company which was adopted by the Company on 9 January 2003 be terminated with effect from the date on which such resolution shall become unconditional.

SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Sinotronics Holdings Limited” to one of the names set out below in the following order of priority:

- (1) Kingwell Group Limited 京維集團有限公司
- (2) Kinwell Group Limited 京維集團有限公司
- (3) Sinoway Group Limited 京維集團有限公司

with effect from the date of entry of the new name on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid name change.”

By order of the board of directors of
SINOTRONICS HOLDINGS LIMITED
Xu Yue Yue
Acting Chairman

Hong Kong, 20 January 2010

Head office and principal place of business in Hong Kong:

Room 1805, 18th Floor

Harbour Centre

25 Harbour Road

Wanchai, Hong Kong

Notes:

1. Every shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a shareholder of the Company.
2. Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

NOTICE OF EGM

3. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the Meeting should it/he/she so desire.