

If you are in doubt about this supplemental circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Sinotronics Holdings Limited (the “Company”) you should at once hand this supplemental circular with the enclosed form of proxy to the purchaser or the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO SHAREHOLDERS DATED 31 OCTOBER 2008
IN RESPECT OF MATTERS RELATING TO, INTER ALIA,
RE-ELECTION OF RETIRING DIRECTORS
AT THE 2008 ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company dated 31 October 2008 (the “Circular”). The notice of the annual general meeting (the “AGM”) of the Company to be held at Boardroom 3 & 4, Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 23 December 2008 at 10:00 a.m. is set out on pages 12 to 15 of the Circular. If you are unable to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this supplemental circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *for identification purpose only*



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華翔微電子控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

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Executive Directors:

Mr. Lin Wan Xin (*Chairman*)
Mr. Xiang Song (*Chief Executive Officer*)
Mr. Lin Wan Qaing
Mr. Liu Zhao Cai
Mr. Hu Zhao Rui

Registered Office:

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

Independent Non-executive Directors:

Mr. Pan Chang Chi
Mr. Cai Xun Shan
Mr. Cheung Chuen

Principal Office in Hong Kong:

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

25 November 2008

To the Shareholders

Dear Sirs or Madam,

RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

In this supplemental circular, terms used shall have the same meanings as ascribed thereto in the Circular, unless the context requires otherwise.

This supplemental circular should be read together with the circular of the Company dated 31 October 2008 (the “Circular”) which carries information on, inter alia, the re-election of retiring Directors at the AGM.

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LETTER FROM THE BOARD

On 7 November 2008, the Company announced the resignation of Mr. Tong Yiu On (“Mr. Tong”) as an executive director, qualified accountant, company secretary and authorized representative of the Company, while Mr. Tong will retire and offer himself for re-election at the AGM as stated in the Circular. Pursuant to articles 87(1) and 87(2) of the Articles of Association, one-third of the Directors (i.e. the number nearest to but not less than one-third) shall retire at least once in every three years and such retiring Directors shall be those who have been longest in office since their last election. Following Mr. Tong’s resignation, the ordinary resolution proposing for the re-election of Mr. Tong will not be put to the Shareholders at the AGM and therefore Mr. Cai Xun Shan, the independent non-executive Director, shall retire, and being eligible, to offer himself for re-election at the AGM in place of Mr. Tong. The purpose of this supplemental circular is to provide you with further information relating to the re-election of retiring Directors, including Mr. Cai Xun Shan at the AGM.

2. RE-ELECTION OF RETIRING DIRECTORS

As explained in the Circular, the terms of office of three Directors, Mr. Lin Wan Qaing, Mr. Liu Zhao Cai and Mr. Tong Yiu On, will expire at the conclusion of the AGM, and all of them, being eligible, offer themselves for re-election. Following Mr. Tong’s resignation and pursuant to articles 87(1) and 87(2) of the Articles of Association, Mr. Cai Xun Shan shall stand for re-election at the AGM in place of Mr. Tong. The biographical details of Mr. Lin Wan Qaing and Mr. Liu Zhao Cai were included in the Circular.

Mr. Cai Xun Shan will retire as Director by rotation at the AGM pursuant to articles 87(1) and 87(2) of the Articles of Association, and, being eligible, will offer himself for re-election.

Mr. Cai Xun Shan

Mr. Cai Xun Shan (蔡訓善), aged 66, is an independent non-executive Director. He studied in the Astronomy and Geography Department (天文大地系) of the Surveying Institution of the People’s Liberation Army of the PRC (中國人民解放軍測繪學院) and obtained his graduation certificate in 1962. He was appointed as the deputy manager of the Electronics Industrial Company of Fuzhou City (福州市電子工業公司) in 1984. Mr. Cai obtained a certificate from the Fujian Province Human Resources Bureau (福建省人事局) in 1989 certifying that Mr. Cai is qualified to be appointed as an economist. On 23 May 1997, Mr. Cai was appointed as the Fuzhou Municipal People’s Government’s deputy secretary and officer of its Beijing representative office (福州市人民政府副秘書長兼駐北京辦事處主任). He has been appointed as an independent non-executive Director since December 2002. Save as disclosed above, Mr. Cai did not hold any directorship in any public listed companies in the last three years and he does not hold any position in the Group.

Mr. Cai has entered into an appointment letter with the Company for a term of one year commencing from 1 January 2008 and is subject to retirement by rotation and offers himself for re-election in accordance with the Articles of Association. As at the date of this supplemental circular, Mr. Cai is entitled to a director’s remuneration of HK\$120,000 per annum, which is determined on the prevailing market rate, without any bonus payment.

LETTER FROM THE BOARD

As at the date of this supplemental circular, Mr. Cai does not have any interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO and he does not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

Save as disclosed above, there is no other matter that needs to be brought to the attention of the Shareholders nor is there any information that is required to be disclosed pursuant to Rules 13.51(2)(h)–(v) of the Listing Rules.

Including Mr. Cai, there are a total of three retiring Directors standing for re-election as Directors at the AGM. Shareholders are advised to read this supplemental circular together with the Circular for information of the voting arrangement.

3. SECOND PROXY FORM

Since the form of proxy (the “First Proxy Form”) sent together with the Circular and 2008 Annual Report contains the proposed resolution for the re-election of the resigned Director, Mr. Tong Yiu On, as retiring Director and does not contain the proposed resolution for the re-election of Mr. Cai Xun Shan as retiring Director as set out in this supplemental circular, a new form of proxy (the “Second Proxy Form”) has been prepared and is enclosed with this supplemental circular.

You are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and deposit at the Company’s Hong Kong branch share registrar and transfer office, Hong Kong Registrars Limited of Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM, i.e. 10:00 a.m. on Tuesday, 23 December 2008 (the “Closing Time”).

If you have appointed or intend to appoint proxies to attend the AGM, you are requested to pay particular attention to the special arrangements set out below.

If you have not yet lodged the First Proxy Form with the Company, you are requested to lodge the Second Proxy Form if you wish to appoint proxies to attend the AGM on your behalf. In this case, the First Proxy Form should **not** be lodged with the Company.

If you have already lodged the First Proxy Form with the Company, you should note that:

- (i) If no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. The proxy so appointed by you will be entitled to vote at his discretion or abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including a resolution for the re-election of an additional retiring Director set out in this supplemental circular.
- (ii) If the Second Proxy Form is lodged with the Company before the Closing Time, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. The Second Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed.

LETTER FROM THE BOARD

- (iii) If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Second Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourselves.

You are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

4. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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.

5. RECOMMENDATION

The Directors consider that the re-election of Mr. Cai Xun Shan as an independent non-executive Director is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the AGM in relation to the re-election of Mr. Cai.

Yours faithfully,
For and on behalf of
Sinotronics Holdings Limited
Lin Wan Xin
Chairman