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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)

ANNOUNCEMENT

**PROPOSED LISTING ON THE MAIN BOARD OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF INTRODUCTION
PROPOSED WITHDRAWAL OF LISTING ON
THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

The Company is proposing to list the Shares on the Main Board by way of introduction. An advance booking of an application for the proposed listing has been made to the Stock Exchange on 27 September 2002. The Company has also informed the Stock Exchange of its intention to voluntarily withdraw the listing of the Shares on GEM conditional upon, among other things, the approval of the application for the proposed listing of the Shares on the Main Board.

The Directors consider that listing of the Shares on the Main Board will enable the Company to gain further recognition from larger institutional investors.

The Introduction and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

The Directors announce that on 27 September 2002 the Company submitted an advance booking of an application to the Stock Exchange for the proposed listing of the Shares on the Main Board by way of introduction and informed the Stock Exchange of its intention to voluntarily withdraw the listing of the Shares on GEM subject to the conditions set out in the paragraph headed “Conditions of the Proposed Withdrawal” below. The Directors would like to emphasize that the Introduction and the Proposed Withdrawal are at a preliminary stage and the exact timetable of the Introduction and the Proposed Withdrawal has not yet been confirmed. There is no assurance that the Company will proceed with the Introduction and the Proposed Withdrawal.

REASONS FOR THE INTRODUCTION

The Group is an electronic manufacturing services provider in the PRC offering a full range of solutions to electronics ODMs and CEMs throughout the production cycle of PCBs, which covers layout design, development, prototyping, fabrication and testing. In order to provide comprehensive solutions to customers, the Group also assists its customers to arrange PCB assembly and sub-system testing.

Since the listing of the Shares on GEM on 17 May 2001, the Group has experienced considerable growth and has gained an increased public profile. Nevertheless, the Directors consider that listing of the Shares on the Main Board will enable the Company to gain further recognition from larger institutional investors.

The Introduction will not affect the current business objectives and strategies of the Group. The Company will continue with its present business operations and will continue to pursue its business objective as stated in the prospectus of the Company dated 11 May 2001.

In view of the above, the Directors consider that the listing of the Shares on the Main Board can further increase the public profile and recognition of the Company and is expected to provide a synergy which is beneficial and complimentary to the future growth and development of the Group.

CONDITIONS OF THE PROPOSED WITHDRAWAL

If the Company proceeds with the Introduction, the Proposed Withdrawal will be conditional upon, among other things:

- (i) the passing of an ordinary resolution by the Shareholders at the Extraordinary General Meeting to approve the Proposed Withdrawal;
- (ii) the publication of a notice of the Proposed Withdrawal as required by the GEM Listing Rules after the approval of the Shareholders has been obtained at the Extraordinary General Meeting; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares and any Shares which may be issued upon the exercise of options granted under the share option scheme of the Company on the Main Board.

In this regard, the Extraordinary General Meeting will be convened at an appropriate time to seek the approval of the Shareholders on the Proposed Withdrawal if the Company proceeds with the Introduction.

Warning:

There is no assurance that the Stock Exchange will approve the Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal is subject to certain conditions, including those set out above, being fulfilled and thus may or may not be implemented. Accordingly, the Introduction and the Proposed Withdrawal may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

GENERAL

A circular containing, among other things, further details of the Proposed Withdrawal, the expected timetable and a notice convening the Extraordinary General Meeting will be despatched to the Shareholders as soon as practicable if the Company proceeds with the Introduction. A listing document in relation to the Introduction will also be despatched to the Shareholders for their information if the Company proceeds with the Introduction and the Listing Committee of the Stock Exchange gives a preliminary indication of the approval of the Introduction. In relation to the Proposed Withdrawal, the Company intends to apply for a waiver to reduce the minimum three month's notice period to the Shareholders for the Proposed Withdrawal as required under Rule 9.19(3) of the GEM Listing Rules to a minimum of five clear business days, subject to, among other things, prior approval of the Shareholders for the reduction of notice period. Further announcements will be made to keep the Shareholders and investing public informed of the progress of the Introduction and the Proposed Withdrawal including, among other things, the timetable.

DEFINITIONS

“CEMs”	contract manufacturers or contract electronics manufacturers
“Company”	Sinotronics Holdings Limited, a company incorporated in the Cayman Islands on 29 September 2000 with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extraordinary General Meeting”	an extraordinary general meeting of the Company to be convened for the purpose of considering and approving, among others, the Proposed Withdrawal
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Introduction”	the proposed listing of the Shares on the Main Board by way of introduction pursuant to the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the securities market operated by the Stock Exchange prior to the establishment of GEM and which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“ODMs”	original design manufacturers
“PCB”	printed circuit board
“PRC”	People's Republic of China which, for the purposes of this announcement, excludes Hong Kong and Macau

“Proposed Withdrawal”	the proposed voluntary withdrawal of the listing of the Shares on GEM
“Shareholder(s)”	registered holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Sinotronics Holdings Limited
Lin Wan Qaing
Chairman

Hong Kong, 27 September 2002

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least seven days from the date of its posting.

** For identification purposes only*