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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)*

### **DESPATCH OF NOTICE OF EXTRAORDINARY GENERAL MEETING**

The Directors are pleased to announce that the following notice of an extraordinary general meeting to be held on 9 January 2003 at 10:00 a.m. are despatched on 21 September 2002 to all the members of Sinotronic Holdings Limited:

#### **Notice of Extraordinary General Meeting**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Sinotronics Holdings Limited (the “Company”) will be held at Salon IV, Main Floor, Grand Hyatt Hotel at 1 Harbour Road, Wanchai, Hong Kong on Thursday, 9 January 2003 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without modifications as ordinary resolutions:

#### **ORDINARY RESOLUTION NO. 1**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board (as defined in the circular of the Company dated 21 December 2002 accompanying the notice convening this meeting (the “Circular”)) of, and permission to deal on the Main Board in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) in issue and any Shares which may fall to be issued pursuant to the exercise of options which were granted under the existing share option scheme of the Company conditionally adopted on 8 May 2001 (the “Existing Scheme”) or may, prior to its termination, be granted thereunder or which may be granted under the Proposed Share Option Scheme (as defined in the Circular) if the same having been approved, and upon the publication by the Company of a notice in respect of the proposed withdrawal of the listing of the Shares on the Growth Enterprise Market of the Stock Exchange (the “Proposed Withdrawal”) which shall be published not less than five clear Business Days (as defined in the Circular) prior to the effective date of the Proposed Withdrawal, the Proposed Withdrawal with effect from such date and time as the Board of Directors (or any committee thereof) may designate insofar as such date and time being acceptable to the Stock Exchange be and is hereby approved, and any one Director or the Secretary be and is hereby authorised to do all such acts for and on behalf of the Company as he may in his absolute discretion deem necessary, desirable or expedient to give effect to the transactions contemplated hereunder.”

## **ORDINARY RESOLUTION NO. 2**

“**THAT** conditional upon passing of the Ordinary Resolution No. 1 set out in the notice convening this meeting and the approval of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the notice period required under Rule 9.19(3) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange in connection with the Proposed Withdrawal (as defined in the said Ordinary Resolution No. 1) be reduced to a minimum period of five clear days on which the Stock Exchange is open for the business of dealings in securities.”

## **ORDINARY RESOLUTION NO. 3**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting approval of the listing on the Main Board (as defined in the circular of the Company dated 21 December 2002 accompanying the notice convening this meeting (the “Circular”)) of, and permission to deal on the Main Board in, the shares of HK\$0.10 each in the share capital of the Company (“Shares”) in issue and any Shares which may fall to be issued pursuant to the exercise of options which were granted under the existing share option scheme of the Company conditionally adopted on 8 May 2001 (the “Existing Scheme”) or may, prior to its termination, be granted thereunder or which may be granted under the Proposed Share Option Scheme (as defined in the Circular), the rules of which are set out in the document marked “A” produced to this meeting and signed for the purpose of identification by the Chairman of the meeting:

- (A) the Existing Scheme be terminated immediately upon the Proposed Share Option Scheme becoming unconditional; and
- (B) the Proposed Share Option Scheme be and is hereby approved and adopted and the Board of Directors (or any committee thereof) be and are hereby authorised, at their absolute discretion, to grant options to subscribe for shares in the Company thereunder and to allot, issue and deal with shares in the Company pursuant to the exercise of subscription rights under any options which may be granted under the Proposed Share Option Scheme and to do all such acts as they may in their absolute discretion consider necessary or expedient to give effect to the Proposed Share Option Scheme.”

## **ORDINARY RESOLUTION NO. 4**

“**THAT:**

- (A) conditional upon passing of the Ordinary Resolution No. 1 set out in the notice convening this meeting and subject to paragraph (C) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) to exercising all the power of the Company to allot, issue and deal with additional shares in the Company (the “Shares”) and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants or similar rights to subscribe for or acquire Shares or such convertible or exchangeable securities and to make or grant offers, agreements and options in respect thereof;

(B) the mandate referred to in paragraph (A) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;

(C) the aggregate nominal amount of share capital to be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted or issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (A) above, otherwise than pursuant to:

(i) a Rights Issue (as hereinafter defined in this Resolution);

(ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights or convertible securities issued by the Company or any securities which are exchangeable into Shares;

(iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or

(iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (A) shall be limited accordingly;

(D) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Members in general meeting,

whichever is the earliest; and

“Rights Issue” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares registered on the register of Members on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company); and

(E) the general mandate of the kind referred to in paragraph (A) of this Resolution which was granted to the Directors previously and is still in effect prior to the conclusion of this Meeting be and is hereby revoked.”

### **ORDINARY RESOLUTION NO. 5**

**“THAT:**

(A) conditional upon passing of the Ordinary Resolution No. 1 set out in the notice convening this meeting and subject to paragraph (B) of this Resolution, the exercise by the Directors of all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase its own shares (the “Share”) be and is hereby generally and unconditionally approved;

(B) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly;

(C) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting,

whichever is the earliest; and

(D) the general mandate of the kind referred to in paragraph (A) of this Resolution which was granted to the Directors previously and is still in effect prior to the conclusion of this meeting be and is hereby revoked.”

### **ORDINARY RESOLUTION NO. 6**

**“THAT** conditional upon the passing of Ordinary Resolutions No. 1, 4 and 5 set out in the notice convening this meeting, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the shares in the Company repurchased by the Company pursuant to and in accordance with the repurchase mandate granted under Ordinary Resolution No. 5 since the granting of such

repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

**Notes:**

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote on his behalf. A proxy need not be a member of the Company. A proxy form for use at the meeting is enclosed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of authority, at Hong Kong Registrars Limited, the branch share registrar of the Company in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

By order of the Board  
**SINOTRONICS HOLDINGS LIMITED**  
**Tong Yiu On**  
*Company Secretary*

Hong Kong, 21 December 2002

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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 [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least seven days from the day of this posting.*

*\* For identification only*