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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)

**NOTICE OF WITHDRAWAL OF LISTING ON
THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED,
RESULTS OF EXTRAORDINARY GENERAL MEETING,
REDUCTION OF NOTICE PERIOD IN RESPECT OF
THE PROPOSED WITHDRAWAL,
ADOPTION OF THE PROPOSED SHARE OPTION SCHEME AND
GENERAL MANDATES TO ISSUE SECURITIES
AND REPURCHASE SHARES**

Financial adviser to Sinotronics Holdings Limited

**Deloitte & Touche
Corporate Finance Ltd**

The Board is pleased to announce that ordinary resolutions approving, among others, the withdrawal of the listing of the Shares on GEM was passed by the Shareholders at the Extraordinary General Meeting held on 9 January 2003. Notice is hereby given that the last day of dealings in the Shares on GEM will be Friday, 17 January 2003 and the listing of the Shares on GEM will be withdrawn with effect from 9:30 a.m. on Monday, 20 January 2003. It is expected that dealings in the Shares on the Main Board (stock code: 1195) will commence at 9:30 a.m. on Monday, 20 January 2003.

The Proposed Withdrawal and the Introduction will not have any effect on the existing share certificates of the Company and such share certificates will continue to be evidence of legal title. In addition, the Proposed Withdrawal and the Introduction will not involve any exchange of the existing share certificates of the Company. No change is proposed to be made to the board lot size, trading currency of the Shares and the share registrars of the Company in connection with the Proposed Withdrawal and the Introduction. Shares will continue to be traded in board lots of 4,000 Shares each following the Introduction.

Warning:

There is no assurance that permission will be obtained from the Stock Exchange for the Introduction. Shareholders and potential investors should be aware that the implementation of the Proposed Withdrawal and the Introduction are subject to the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Withdrawal and the Introduction may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

Unless otherwise defined, terms used in this announcement shall have the same meanings as defined in the announcement of Sinotronics Holdings Limited (the “Company”) dated 20 December 2002 in relation to the proposed voluntary withdrawal of listing of the Shares of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Board is pleased to announce that ordinary resolutions were duly passed by the Shareholders at the Extraordinary General Meeting held on 9 January 2003 to approve the following:

1. the Proposed Withdrawal and the proposed reduction of the notice period required under Rule 9.19(3) of the GEM Listing Rules in connection with the Proposed Withdrawal;
2. the proposed termination of the Share Option Scheme and the proposed adoption of the Proposed Share Option Scheme;
3. the general mandates to issue securities and repurchase Shares; and
4. the extension of the general mandate to issue securities by the aggregate nominal amount of Shares repurchased pursuant to the proposed general mandate to repurchase Shares.

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The Proposed Withdrawal and the Introduction will be conditional upon, among other things:

- (1) the Listing Committee of the Stock Exchange granting the listing on the Main Board of, and permission to deal on the Main Board in, the Shares in issue and any Shares which may fall to be allotted and issued pursuant to the exercise of any options which were granted under the Share Option Scheme or may, prior to its termination, be granted thereunder, or which may be granted under the Proposed Share Option Scheme approved and adopted by the Shareholders in the Extraordinary General Meeting; and
- (2) the publication of this notice.

The adoption of the Proposed Share Option Scheme will be conditional upon:

- (1) the Listing Committee of the Stock Exchange granting the listing on the Main Board of, and permission to deal on the Main Board in, the Shares in issue and any Shares which may fall to be allotted and issued pursuant to the exercise of any options which were granted under the Share Option Scheme or may, prior to its termination, be granted thereunder, or which may be granted under the Proposed Share Option Scheme approved and adopted by the Shareholders in the Extraordinary General Meeting; and
- (2) commencement of dealings in the Shares on the Main Board.

The Directors confirm that the Company has not granted any options under the Share Option Scheme. The Directors further confirm that the Company has no present intention to grant any options under the Share Option Scheme prior to its proposed termination.

The listing of the Shares on the Main Board by way of introduction will be treated as a new listing. As a result, the closing price on the last day of dealings in the Shares on GEM will not be disclosed as the previous closing price of the Shares on the date of commencement of dealings in the Shares on the Main Board.

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

Hong Kong, 9 January 2003

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 on the "Latest Company Announcements" page for seven days from the day of its posting.

* *For identification purpose only*