



SINOTRONICS HOLDINGS LIMITED

華翔微電子控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

Form of Proxy for Annual General Meeting to be held on 23rd December, 2005

I/We¹, _____
of _____
being the registered holder(s) of _____
shares² of HK\$0.10 each in the capital of Sinotronics Holdings Limited (the "Company"), HEREBY APPOINT the Chairman
of the Meeting, or³ _____
of _____
as my/our proxy to attend the Annual General Meeting (or any adjournment thereof) of the Company to be held at Boardroom 3-4,
Mezzanine Floor, Renaissance Harbour View Hotel, No. 1 Harbour Road, Wanchai, Hong Kong on 23rd December, 2005 at 10:00 a.m. and
vote and act for me/us and on my/our behalf in respect of the undermentioned resolutions as indicated.

	Ordinary Resolutions	For ⁴	Against ⁴
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditors of the Company for the year ended 30th June, 2005.		
2.	To approve the final dividend for the year ended 30th June, 2005.		
3(i).	To re-elect Mr. Liu Zhao Cai as executive Director.		
3(ii).	To re-elect Mr. Xiang Song as executive Director.		
3(iii).	To authorise the Board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint the auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
5A.	To grant a general mandate to the Board of Directors to repurchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of the passing of this resolution.		
5B.	To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of the passing of this resolution.		
5C.	Conditional on the passing of resolutions 5A and 5B, to extend the general mandate granted by resolution 5B by adding thereto the shares purchased pursuant to the general mandate granted by resolution 5A.		
5D.	To refresh the general scheme limit of the share option scheme of the Company.		
	Special Resolution		
5E.	To approve the amendments to the articles of association of the Company.		

Signature⁷: _____

Dated this _____ day of _____, 2005.

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a "√" in the spaces opposite to each of the resolutions how you wish the proxy to vote on your behalf. In the absence of any such indication the proxy may vote for or against the resolutions or may abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- To be valid, you are requested to lodge this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, at the Company's Hong Kong branch share registrars, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned Meeting.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- The proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you.

* For identification purpose only