

KINGWELL GROUP LIMITED

京維集團有限公司

(formerly known as Sinotronics Holdings Limited

前稱華翔微電子控股有限公司*)

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1195)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the share capital of KINGWELL GROUP LIMITED (the "Company") hereby appoint the Chairman of the meeting ^(note 3) or failing him, _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting (or at 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 24th May, 2010 at 10:00 a.m. in respect of the undermentioned resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolutions		For ^(note 4)	Against ^(note 4)
1.	To approve the issue and allotment of the Convertible Bonds and the Conversion Shares		
2.	To approve the Acquisition Agreement		
3.	To approve the refreshment of the general mandate to issue Shares		
4.	To approve the amendment of the Share Option Scheme		
5.	To approve the refreshment of the existing scheme mandate limit of the Share Option Scheme		

Date: _____

Signature: ^(note 5) _____

Notes:

1. Full name(s) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITALS.
2. Please insert the number of ordinary 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 in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "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.
4. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST". Failure to tick a box will entitle your proxy to cast your vote 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.
5. 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 executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. 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.
7. To be valid, 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, must be deposited at the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the said Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.

* for identification purpose only