



SINOTRONICS HOLDINGS LIMITED

華翔微電子控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1195)

SECOND PROXY FORM

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

I/We^(Note 1) _____
of _____
being the registered holder(s) of^(Note 2) _____ ordinary shares of HK\$0.1 each in the capital of SINOTRONICS HOLDINGS LIMITED (the "Company"), HEREBY APPOINT^(Note 3) the Chairman of the Meeting, or^(Note 3) failing him _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual 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 23 December 2008 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 receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 30 June 2008.		
2.	To approve a final dividend of HK0.4 cent for the year ended 30 June 2008.		
3.	(a) (i) To re-elect Mr. Lin Wan Qiang as an executive director.		
	(ii) To re-elect Mr. Liu Zhao Cai as an executive director.		
	(iii) To re-elect Mr. Cai Xun Shan as an independent non-executive director.		
	(b) To authorise the board of directors to fix their remuneration.		
4.	To re-appoint KPMG as auditors and to authorize 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.		

Dated this _____ day of _____ 2008. Signature ^(Note 5) _____

Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITALS.
- Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- 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 SECOND PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
- 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.
- This Second Proxy Form 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.
- 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.
- To be valid, this Second Proxy Form, 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.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this Second Proxy Form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- If you have already lodged the proxy form (the "First Proxy Form") sent together with the circular of the Company dated 31 October 2008 and 2008 Annual Report, you should note that:
 - If no Second Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. The proxy so appointed by you will be entitled to vote at his discretion or abstain from voting on any resolution properly put to the AGM other than those referred to in the notice convening the AGM and the First Proxy Form, including a resolution for the re-election of an additional retiring director set out in the supplemental circular of the Company dated 25 November 2008.
 - If the Second Proxy Form is lodged with the Company before 48 hours prior to the time appointed for holding the AGM, i.e. 10:00 a.m. on Tuesday, 23 December 2008 (the "Closing Time"), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. The Second Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed.
 - If the Second Proxy Form is lodged with the Company after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Second Proxy Form after the Closing Time. If you wish to vote at the AGM, you will have to attend in person and vote at the AGM yourselves.

* for identification purpose only