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## **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)

## **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that the ordinary resolutions set out in the notice of EGM dated 7th May, 2010 were duly passed by way of poll at the EGM held on 24th May, 2010.

Reference is made to the Company's circular dated 7th May, 2010 (the "Circular"). Terms used in this announcement shall have the same meanings as defined in the Circular, unless the context otherwise requires.

### **RESULTS OF EGM**

The Board is pleased to announce that the ordinary resolutions set out in the notice of EGM dated 7th May, 2010 were duly passed by way of poll at the EGM held on 24th May, 2010.

The voting results of the EGM are as follows (details of the ordinary resolutions are set out in the Circular):

Ordinary resolutions		Number of Shares validly voting	
		For	Against
1.	To create and issue Convertible Bonds by the Company at the initial conversion price of HK\$0.28 per Share (subject to adjustment), and to allot and issue up to 450,000,000 new Shares which would fall to be issued upon the conversion of the Convertible Bonds	464,862,106 (100%)	0 (0%)
2.	To approve the Acquisition Agreement and the allotment and issue of the Convertible Bonds to the Vendors as part of the consideration	464,862,106 (100%)	0 (0%)
3.	To refresh the general mandate to issue Shares	119,081,567 (99.9983%)	2,000 (0.0017%)

Ordinary resolutions		Number of Shares validly voting	
		For	Against
4.	To amend the Share Option Scheme	464,860,106 (99.9996%)	2,000 (0.0004%)
5.	To refresh the Scheme Mandate Limit of the Share Option Scheme	464,860,106 (99.9996%)	2,000 (0.0004%)

As at the date of the EGM, the total number of issued Shares of the Company was 1,062,032,500 Shares.

As disclosed in the Circular, the Controlling Shareholders and its associates, which own 345,778,539 Shares representing approximately 32.56% of the total issued share capital of the Company, were required to abstain from voting in favour of the ordinary number 3 at the EGM and they had so abstained from voting on this resolution. As such, the total number of Shares entitling the holders to attend and vote for or against the ordinary resolution number 3 was 716,253,961 Shares, representing approximately 67.44% of the issued share capital of the Company. No Shareholders were entitled to attend and vote only against the ordinary resolution number 3.

The total number of Shares entitling the holders to attend and vote for or against the ordinary resolution number 1 to 2 and 4 to 5 was 1,062,032,500 Shares. No Shareholders were entitled to attend and vote only against the ordinary resolution number 1 to 2 and 4 to 5.

The Company's branch share registrar, Hong Kong Registrar Limited, was appointed as the scrutineers for the purposes of the vote-taking at the EGM.

By Order of the Board  
**KINGWELL GROUP LIMITED**  
**Xu Yue Yue**  
*Executive Director*

Hong Kong, 24th May, 2010

*As at the date of this announcement, the Board comprises Ms. Xu Yue Yue, Mr. Xiang Song, Mr. Sze Ming Yee, Mr. Lin Wan Xin, Mr. Chan Kin and Mr. Tu Shuguang as executive Directors, and Mr. Li Jianguo, Mr. Cheung Chuen and Ms. Wong Lai Wing as independent non-executive Directors.*

\* *for identification purposes only*