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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)*

**(Stock Code: 1195)**

**UNION DAY GROUP LIMITED**

**朝聯集團有限公司**

*(Incorporated in British Virgin Islands  
with limited liability)*

**MANDATORY CONDITIONAL GENERAL CASH OFFER  
BY YU MING INVESTMENT MANAGEMENT LIMITED ON BEHALF OF  
UNION DAY GROUP LIMITED  
FOR ALL ISSUED SHARES OF SINOTRONICS HOLDINGS LIMITED  
(OTHER THAN THOSE SHARES ALREADY OWNED  
OR AGREED TO BE ACQUIRED BY  
UNION DAY GROUP LIMITED AND PARTIES  
ACTING IN CONCERT WITH IT)**

**LAPSE OF GENERAL OFFER**

**Financial adviser to Union Day Group Limited**



禹銘投資管理有限公司  
YU MING INVESTMENT MANAGEMENT LIMITED

As at 4:00 p.m. on Wednesday, 6th January, 2010, being the First Closing Date, the Offeror has received valid acceptances in respect of 8,300 Shares under the General Offer, representing approximately 0.001% of the issued shares and voting rights of the Company.

As at the First Closing Date, the total number of Shares in respect of which the Offeror has received valid acceptances under the General Offer, together with the Shares already owned or acquired by the Offeror and parties acting in concert with it before or during the Offer Period, totaled less than 50% of the voting rights of the Company, the General Offer did not become unconditional and lapsed on 6th January, 2010.

Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of the existing Shares tendered for acceptance under the General Offer will be returned to the relevant Shareholders on or before 16th January, 2010 by ordinary post to the address shown on the relevant Form(s) of Acceptance.

\* for identification purposes only

Reference is made to the joint announcement dated 25th November, 2009 (the “Announcement”) and the composite document dated 16th December, 2009 (the “Composite Document”) jointly issued by Sinotronics Holdings Limited (the “Company”) and Union Day Group Limited (the “Offeror”) in relation to the mandatory conditional general cash offer. Unless the context otherwise requires, terms used herein shall have the same meanings as those defined in the Composite Document.

## ACCEPTANCE LEVEL AS AT THE FIRST CLOSING DATE

As at 4:00 p.m. on Wednesday, 6th January, 2010, the Offeror has received valid acceptances in respect of 8,300 Shares under the General Offer, representing approximately 0.001% of the issued share capital and voting rights of the Company.

As at the First Closing Date, the total number of Shares in respect of which the Offeror has received valid acceptances under the General Offer, together with the Shares already owned or acquired by the Offeror and parties acting in concert with it before or during the Offer Period, totaled less than 50% of the voting rights of the Company, the General Offer did not become unconditional and lapsed on 6th January, 2010.

Prior to the commencement of the Offer Period, the Offeror and parties acting in concert with it held 230,131,780 Shares, representing approximately 41.17% of the total issued share capital of the Company as at the date of the Announcement. During the Offer Period, the Offeror and parties acting in concert with it acquired 115,646,759 Shares under the Open Offer. Upon completion of the Open Offer and as at the date of this announcement, the Offeror held, controlled or directed 345,778,539 Shares, representing approximately 41.24% of the issued share capital of the Company. Save for the acquisition of the Sale Shares by the Offeror under the Placing and the subscription of 115,646,759 Open Offer Shares under the Open Offer, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any interest in the share capital or voting rights in the Company during the Offer Period up to the date of this announcement. Neither the Offeror nor any person acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period up to the date of this announcement.

Set out below is a table showing the shareholding structure of the Company upon completion of the Open Offer and as at the date of this announcement:

	<b>Before the Open Offer</b>		<b>Upon completion of the Open Offer and as at the date of this announcement</b>	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
The Offeror	230,131,780	41.17%	345,778,539	41.24%
Sub-Underwriters ( <i>Note 1</i> )				
Mr. Zhan Hongwei	–	0.00%	–	0.00%
The Offeror ( <i>Note 2</i> )	–	0.00%	–	0.00%
<b>Subtotal of the Offeror and parties acting in concert with it</b>	<b>230,131,780</b>	<b>41.17%</b>	<b>345,778,539</b>	<b>41.24%</b>
Other Shareholders	328,833,220	58.83%	492,668,961	58.76%
Total	<u>558,965,000</u>	<u>100.00%</u>	<u>838,447,500</u>	<u>100.00%</u>

Notes:

- (1) The Offeror and Mr. Zhan Hong Wei were the Sub-Underwriters for the Open Offer on a fully underwritten basis. Mr. Zhan Hong Wei is a party acting in concert with the Offeror.
- (2) The sub-underwriting obligation of the Offeror under the Sub-underwriting Agreements for the Open Offer included underwriting of 169,482,500 Open Offer Shares. Subsequent to the Sub-underwriting Agreements, Mr. Lin placed his entire shareholding to the Offeror. The Offeror has given irrevocable undertaking to the Company to take up all of its entitlement under the Open Offer. Upon deduction of the Offeror's entitlement under the Open Offer as a Shareholder, the underwriting obligation of the Offeror under the Sub-underwriting Agreement had been reduced to 54,416,610 Open Offer Shares.

Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title in respect of the existing Shares tendered for acceptance under the General Offer will be returned to the relevant Shareholders on or before 16th January, 2010 by ordinary post to the address shown on the relevant Form(s) of Acceptance.

By order of the Board  
**UNION DAY GROUP LIMITED**  
**Sze Ming Yee**  
*Director*

By order of the Board  
**SINOTRONICS HOLDINGS LIMITED**  
**Lin Wan Xin**  
*Chairman*

Hong Kong, 6th January, 2010

*As at the date of this announcement, the Board comprises Mr. Lin Wan Xin, Mr. Xiang Song, Mr. Hu Zhao Rui, Mr. Tu Shuguang and Mr. Chan Kin as executive Directors, and Mr. Pan Chang Chi, Mr. Cai Xun Shan and Mr. Cheung Chuen as independent non-executive Directors. The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*As at the date of this announcement, the directors of the Offeror are Mr. Sze Ming Yee and Ms. Xu Yue Yue. The directors of the Offeror jointly and severally accept full responsibility for the accuracy of information contained in this announcement (other than those relating to the Company) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Company) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in the announcement misleading.*