



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Kingwell Group Limited  
(formerly known as Sinotronics Holdings Limited)

Date Submitted 09/04/2010

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|   |                        |                               |  |
|---|------------------------|-------------------------------|--|
| (1) Stock code : <u>1195</u> Description : <u>Ordinary Shares</u> |                        |                               |  |
|   | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                               | <u>5,000,000,000</u>   | <u>HKD0.10</u>                | <u>HKD500,000,000</u>                        |
| Increase/(decrease)   | _____                  |                               | _____  |
| Balance at close of the month                                     | <u>5,000,000,000</u>   | <u>HKD0.10</u>                | <u>HKD500,000,000</u>                        |
| (2) Stock code : <u>--</u> Description : <u>--</u>                |                        |                               |  |
|   | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                               | _____                  | _____                         | _____  |
| Increase/(decrease)   | _____                  |                               | _____  |
| Balance at close of the month                                     | _____                  | _____                         | _____  |

## 2. Preference Shares

|                                     |                          |  |   |
|-------------------------------------|--------------------------|--|---|
| Stock code : --                     | Description : --         |  |   |
|                                     | No. of preference shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                    | _____                                  | _____   |
| Increase/(decrease)                 | _____                    |  | _____   |
| Balance at close of the month       | _____                    | _____                                  | _____   |

## 3. Other Classes of Shares

|                                     |                                |  |   |
|-------------------------------------|--------------------------------|--|---|
| Stock code : --                     | Description : --               |  |   |
|                                     | No. of other classes of shares | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____                          | _____                                  | _____   |
| Increase/(decrease)                 | _____                          |  | _____   |
| Balance at close of the month       | _____                          | _____                                  | _____   |

Total authorised share capital at the end of the month (*State currency*) :

**HKD500,000,000**

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## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | 950,240,500            | --  | --                      | --                             |
| Increase/ (decrease) during the month | 111,792,000            | --  | --                      | --                             |
| Balance at close of the month         | 1,062,032,500          | --  | --                      | --                             |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed |  |   |
| 1. N/A   |                           |           |                            |        |  |   |
| Ordinary Shares  | --                        | --        | --                         | --     | --   | --  |
| 2. N/A   |                           |           |                            |        |  |   |
| ( / / ) shares   |                           |           |                            |        |  |   |
| 3. N/A   |                           |           |                            |        |  |   |
| ( / / ) shares   |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | N/A  |   |
|  |                           |           | (Preference shares)        |        | N/A  |   |
|  |                           |           | (Other class)              |        | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | N/A    |  |   |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry – dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|--|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 2. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 3. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| 4. N/A   |                                 |   |                                  |   |  |  |
| ( / / )  |                                 |   |                                  |   |  |  |
| Stock code (if listed)                                   |                                 |   |                                  |   |  |  |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |   |                                  |   |  |  |
| Subscription price                                       |                                 |   |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | ( / / )   |                                  |   |  |  |
| Total B. (Ordinary shares)                               |                                 |   |                                  |   | N/A  |  |
| (Preference shares)                                      |                                 |   |                                  |   | N/A  |  |
| (Other class)  |                                 |   |                                  |   | N/A  |  |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 3. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 4. N/A   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    | Total C. (Ordinary shares) | N/A                          |  |   |
|  |                                |                                    | (Preference shares)        | N/A                          |  |   |
|  |                                |                                    | (Other class)              | N/A                          |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:  | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--|---|
| 1. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )   |  |   |
| 2. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )   |  |   |
| 3. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares ( <i>Note 1</i> )   |  |   |
| <div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div> | N/A<br><hr/> N/A<br><hr/> N/A<br><hr/>                               |   |

## Other Movements in Issued Share Capital

| Type of Issue |              |                                       |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|--------------|---------------------------------------|---|--|---|
| 1.            | Rights issue | At price : State currency _____       | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                 | ( / / )<br><br>( / / )   | N/A   |
| 2.            | Open offer   | At price : State currency _____       | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                 | ( / / )<br><br>( / / )   | N/A   |
| 3.            | Placing      | At price : State currency <u>HK\$</u> | Class of shares issuable <u>Ordinary Share</u><br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>AGM approval date: (dd/mm/yyyy) _____ | (19/03/2010)<br><br>(17/12/2009)                                     | 111,792,000 N/A   |
| 4.            | Bonus issue  |                                       | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                 | ( / / )<br><br>( / / )   | N/A   |

|               |                      | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------|----------------------|--|---|
| Type of Issue |                      |  |   |
| 5.            | Scrip dividend       | At price : State currency _____                                      |   |
|               |                      | Class of shares issuable _____<br>(Note 1)                           |   |
|               |                      | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|               |                      | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|               |                      |  | _____ N/A   |
| 6.            | Repurchase of shares |  |   |
|               |                      | Class of shares repurchased (Note 1) _____                           |   |
|               |                      | Cancellation date : (dd/mm/yyyy) ( / / )                             |   |
|               |                      | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|               |                      |  | _____ N/A   |
| 7.            | Redemption of shares |  |   |
|               |                      | Class of shares redeemed (Note 1) _____                              |   |
|               |                      | Redemption date : (dd/mm/yyyy) ( / / )                               |   |
|               |                      | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|               |                      |  | _____ N/A   |
| 8.            | Consideration issue  | At price : State currency _____                                      |   |
|               |                      | Class of shares issuable _____<br>(Note 1)                           |   |
|               |                      | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|               |                      | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|               |                      |  | _____ N/A   |



For Main Board and GEM listed issuers

| Type of Issue              |  | No. of new shares of issuer issued during the month pursuant thereto          | No. of new shares of issuer which may be issued thereto as at close of the month |
|----------------------------|--|---|--|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____                                    | ( / / )   | N/A  |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy) _____<br>EGM approval date: (dd/mm/yyyy) _____ | ( / / )   | N/A  |
| Total E.                   |  | (Ordinary shares) 111,792,000<br>(Preference shares) N/A<br>(Other class) N/A |  |

|   |     |             |
|---|-----|-------------|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 111,792,000 |
|   | (2) | N/A         |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | Nil         |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | Nil         |
| <i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i> |     |             |

