

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**APPOINTMENT OF DIRECTORS,
RESIGNATION OF DIRECTORS,
CHANGE OF CHAIRMAN
AND
CHANGE OF MEMBERS OF AUDIT COMMITTEE
AND MEMBERS OF THE REMUNERATION COMMITTEE**

The Board regrets to announce that (i) Mr. Lin Wan Xin has resigned as chairman of the Company and chairman and member of the remuneration committee with effect from 15th January, 2010, but will remain as an executive director of the Company; and (ii) with effect from 15th January, 2010, Mr. Hu Zhao Rui has resigned as an executive director of the Company to focus on other responsibilities with respect to the operations of the Group, Mr. Pan Chang Chi and Mr. Cai Xun Shan have resigned as independent non-executive directors of the Company to pursue other undertakings and for retirement respectively.

The Board is pleased to announce that (i) Ms. Xu Yue Yue will be appointed as an executive director, acting chairman of the Company and chairman of the remuneration committee; (ii) Mr. Sze Ming Yee will be appointed as an executive director of the Company; (iii) Mr. Li Jianguo will be appointed as independent non-executive director of the Company, chairman of the audit committee and a member of the remuneration committee; and (iv) Ms. Wong Lai Wing will be appointed as independent non-executive director of the Company and member of the audit committee and the remuneration committee, all effective from 15th January, 2010.

RESIGNATION OF CHAIRMAN

The board of directors ("Board") of Sinotronics Holdings Limited ("Company") regrets to announce that, for personal reasons, Mr. Lin Wan Xin has resigned as chairman of the Company and chairman and member of the remuneration committee with effect from 15th January, 2010, but will remain as an executive director of the Company.

Mr. Lin Wan Xin has confirmed to the Board that there is no disagreement between him and the Board and that there is no other matter in relation to his resignation that needs to be brought to the attention of the shareholders. Mr. Lin Wan Xin will continue to be an executive director of the Company.

APPOINTMENT OF DIRECTORS

The Board is pleased to announce that (i) Ms. Xu Yue Yue will be appointed as an executive director, acting chairman of the Company and chairman of the remuneration committee; (ii) Mr. Sze Ming Yee will be appointed as an executive director of the Company; (iii) Mr. Li Jianguo will be appointed as independent non-executive director of the Company, chairman of the audit committee and a member of the remuneration committee; and (iv) Ms. Wong Lai Wing will be appointed as independent non-executive director of the Company, and member of the audit committee and the remuneration committee, all effective from 15th January, 2010.

Appointment of Ms. Xu Yue Yue as executive director, acting chairman and chairman of the remuneration committee

Ms. Xu Yue Yue (“Ms. Xu”), aged 31, has over 6 years experience in the electronics industry (mainly manufacture of central processing units of computers), and is the chief executive officer of a central processing unit manufacturing company in Shenzhen, PRC. Ms. Xu graduated from the Economics and Management Cadre College, Hubei Province (湖北省經濟管理幹部學院). Save as disclosed above, Ms. Xu Yue Yue has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held other major or professional appointments or any other positions in the Company or its subsidiaries.

Ms. Xu is a director of Union Day Group Limited, the controlling shareholder of the Company. Save as disclosed above, Ms. Xu does not have any other business relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Ms. Xu does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures (as defined under Part XV of the Securities and Futures Ordinance, Cap. 571 of the Laws of Hong Kong) (“Securities and Futures Ordinance”) of the Company.

Ms. Xu has entered into a service contract with the Company for a term of one year commencing from the date of her appointment and her appointment will continue thereafter until terminated by six months’ notice in writing served by either party on the other. Ms. Xu is subject to the retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Ms. Xu is entitled to a monthly salary of HK\$100,000, plus year end discretionary bonus which will depend on performance of her duties as specified in her service contract with the Company. The salary is determined by reference to her duties and responsibilities with the Company and the prevailing market rate of similar position.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Xu that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”).

Appointment of Mr. Sze Ming Yee as executive director

Mr. Sze Ming Yee (“Mr. Sze”), aged 44, has more than 15 years experience in property development and investment and is currently engaged in property development primarily in the PRC and primarily in Wenzhou. He also invests in securities in the PRC. He is a postgraduate student of Zhejiang University. Save as disclosed above, Mr. Sze has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held other major or professional appointments or any other positions in the Company or its subsidiaries.

Mr. Sze is a director of Union Day Group Limited, the controlling shareholder of the Company. Save as disclosed above, Mr. Sze does not have any other business relationship with any directors, senior management or substantial or controlling shareholders of the Company.

After the lapse of the mandatory conditional general offer on 6th January, 2010 and completion of the placing on 13th January, 2010, Union Day Group Limited, which is wholly owned by Mr. Sze, holds 345,778,539 shares, or 36.39% of the issued shares of the Company as of the date of this announcement. Mr. Sze, therefore, is deemed to be interested in 345,778,539 shares of the Company, or 36.39% of the issued shares of the Company.

Mr. Sze has entered into a service contract with the Company for a term of one year commencing from the date of his appointment and his appointment will continue thereafter until terminated by six months' notice in writing served by either party on the other. Mr. Sze is subject to the retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Sze is entitled to a monthly salary of HK\$30,000, plus year end discretionary bonus which will depend on performance of his duties as specified in his service contract with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.

Save as disclosed above, there is no other matter concerning the appointment of Mr. Sze that needs to be brought to the attention of the shareholders nor any information that needs to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Appointment of Mr. Li Jianguo as independent non-executive director, chairman of audit committee and member of remuneration committee

Mr. Li Jianguo ("Mr. Li"), aged 61, is the president of Shenzhen Longshengshiye Company Ltd. (深圳龍升實業有限公司) since 1994. Shenzhen Longshengshiye Company Ltd. (深圳龍升實業有限公司) is principally engaged in trading business. Mr. Li was the Deputy Director of the Overseas Chinese Affairs Office of Longkou City, Government of Shandong Province from 1987 to 1993. He also worked in the Chinese Communist Party Committee in Inner Mongolian Autonomous Region from 1977 to 1986. Mr. Li has about 20 years' experience in business management. He graduated from the Foreign Language Department of Lanzhou Normal University in 1976.

Save as disclosed above, Mr. Li has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held other major or professional appointments or any other positions in the Company or its subsidiaries.

Save as disclosed above, Mr. Li does not have any other business relationship with any directors, senior management or substantial or controlling shareholders of the Company.

At the date hereof, Mr. Li does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Li has entered into a service contract with the Company for a term of one year commencing from the date of his appointment, terminable by one month notice in writing served by either party on the other. Mr. Li is subject to the retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Mr. Li is entitled to a monthly salary of HK\$10,000, as specified in his service contract with the Company. The salary is determined by reference to his duties and responsibilities with the Company and the prevailing market rate of similar position.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Li that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Appointment of Ms. Wong Lai Wing as independent non-executive director, member of audit committee and member of remuneration committee

Ms. Wong Lai Wing (“Ms. Wong”), aged 51, is the Deputy General Manager of China Tonghe Economic Development Corporation since 2004. She was the General Manager of Sunnry Oceania Pty. Ltd., Australia from 1999 to 2004. She was the Deputy General Manager in Hong Kong Jinmaoshiye Company Ltd. (香港金茂實業公司), from 1993 to 1999, responsible for domestic trading business. . She worked as the Deputy General Manager of Beijing Xingmao Enterprises Corporation (北京興茂實業公司) from 1987 to 1990. Ms. Wong also worked as an assistant researcher for China National People’s Congress from 1985 to 1986. Ms. Wong has working experience in both the government and the private sector within PRC and abroad, and is very experienced in business management. Ms. Wong graduated from the English Faculty of Wuhan Jiangnan University in 1981, and gained a MA degree of International Relations from the Monash University in Australia in 1992.

Save as disclosed above, Ms. Wong has not held any directorships in public companies the securities of which are listed on any securities exchange in Hong Kong or overseas in the past three years and has not held other major or professional appointments or any other positions in the Company or its subsidiaries.

Save as disclosed above, Ms. Wong does not have any other business relationship with any directors, senior management or substantial or controlling shareholders of the Company.

At the date hereof, Ms. Wong does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Ms. Wong has entered into a service contract with the Company for a term of one year commencing from the date of her appointment, terminable by one month notice in writing served by either party on the other. Ms. Wong is subject to the retirement by rotation and re-election pursuant to the memorandum and articles of association of the Company. Ms. Wong is entitled to a monthly salary of HK\$10,000, as specified in her service contract with the Company. The salary is determined by reference to her duties and responsibilities with the Company and the prevailing market rate of similar position.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Ms. Wong that need to be brought to the attention of the shareholders of the Company or any information that should be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

RESIGNATION OF DIRECTORS

The Board also regrets to announce that with effect from 15th January, 2010, Mr. Hu Zhao Rui has resigned as an executive director of the Company to focus on other responsibilities with respect to the operations of the Group, and Mr. Pan Chang Chi, and Mr. Cai Xun Shan have resigned as independent non-executive directors of the Company to pursue other undertakings and for retirement respectively.

Each of Mr. Hu Zhao Rui, Mr. Pan Chang Chi and Mr. Cai Xun Shan has confirmed to the Board that there is no disagreement between any one of them and the Board and that there is no other matter in relation to their resignations that needs to be brought to the attention of the shareholders.

GENERAL

The Board would like to take this opportunity to thank Mr. Lin Wan Xin for his contribution to the Company during his tenure of office as chairman, to thank Mr. Hu Zhao Rui, Mr. Pan Chang Chi and Mr. Cai Xun Shan for their contribution to the Company during their tenure of office as directors, and to welcome Ms. Xu Yue Yue, Mr. Sze Ming Yee, Mr. Li Jianguo and Ms. Wong Lai Wing in joining the Company.

Yours faithfully,
For and on behalf of
SINOTRONICS HOLDINGS LIMITED
Xiang Song
Executive Director

Hong Kong, 15th January, 2010

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

**for identification purposes only*