

Unless otherwise defined, capitalised terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of China U-Ton Holdings Limited (the “**Company**”) dated 6 June 2012.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



中国优通控股
China UT Holding

CHINA U-TON HOLDINGS LIMITED

中國優通控股有限公司

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 420,000,000 Shares (Subject to the Over-allotment Option)
Placing Price : HK\$0.34 per Placing Share (payable in full on application, plus brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal value : HK\$0.10 per Share
Stock code : 8232

Sole Sponsor



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Capital Limited

Sole Bookrunner and Lead Manager



國泰君安國際
GUOTAI JUNAN INTERNATIONAL

Guotai Junan Securities (Hong Kong) Limited

Copies of the Prospectus required by the GEM Listing Rules and the Companies Ordinance are available, for information purposes only, after 4:00 p.m. on Wednesday, 6 June 2012 and thereafter during normal office hours from 9:00 a.m. to 5:00 p.m. at the offices of (i) Guotai Junan Securities (Hong Kong) Limited at 27/F., Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong; (ii) Ample Orient Capital Limited at Unit A, 14/F, Two Chinachem Plaza, 135 Des Voeux Road Central, Hong Kong; (iii) Ever-Long Securities Company Limited at 18th Floor, Dah Sing Life Building, 99-105 Des Voeux Road Central, Hong Kong; (iv) Hong Kong International Securities Limited at 23rd Floor, Arion Commercial Centre, 2-12 Queen's Road West, Hong Kong; (v) South China Securities Limited at 28th Floor, Bank of China Tower, No. 1 Garden Road, Central, Hong Kong from Thursday, 7 June 2012 up to and including Tuesday, 12 June 2012 (both days inclusive).

Pursuant to the Underwriting Agreement, the Company is initially offering 420,000,000 Shares for subscription by way of Placing at the Placing Price on and subject to the terms and conditions as set forth in the Prospectus. In addition, the Company has also granted the Over-allotment Option to the Lead Manager under the Underwriting Agreement pursuant to which the Lead Manager may at any time up to the 30th day after the Listing Date, i.e. Thursday, 12 July 2012, to exercise the Over-allotment Option to require the Company to allot and issue up to 63,000,000 Shares at the Placing Price, representing 15% of initial number of the Placing Shares, on the same terms as those applicable to the Placing, to cover over-allocations (if any) in connection with the Placing.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set forth in the Prospectus. The Placing is conditional upon the fulfillment of the conditions as set out in the section headed "Structure and conditions of the Placing — Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived by the Lead Manager (for itself and on behalf of the Underwriters)) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will not proceed and all money received will be refunded to applicants of the Placing without interests and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published on the GEM website at www.hkexnews.hk and the website of the Company at www.chinauton.com on the next business day immediately following the date of such lapse.

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth in the section headed "Underwriting —

Grounds for termination” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 12 June 2012. Such events include, among other things, any act of God, war, riot, public disorder, civil commotion, fire, flood, tsunami, explosion, epidemic, terrorism, strike or lock-out.

Application has been made to the Listing Division of the Stock Exchange for the listing of, and permission to deal in, the Shares of the Company issued and to be issued pursuant to the Placing, the exercise of the Over-allotment Option, the Capitalisation Issue and the exercise of any option that may be granted under the Share Option Scheme as described in the Prospectus on the GEM.

If the Listing Division of the Stock Exchange grants the approval of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the Company complies with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Tuesday, 12 June 2012, or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

No receipt will be issued for application monies received. The Company will not issue temporary documents of title.

Share certificates will only become valid documents of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 12 June 2012.

Announcement of the level of indication of interest in the Placing and the basis of allocations of the Placing Shares will be published on the GEM website at www.hkexnews.hk and the Company’s website at www.chinauton.com on or before Monday, 11 June 2012.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 12 June 2012. Shares will be traded in board lots of 10,000 Shares each. The GEM stock code for the Shares is 8232.

By order of the Board
China U-Ton Holdings Limited
Jiang Changqing
Executive Director

Hong Kong, 6 June 2012

As at the date of this announcement, the executive Directors are Mr. Jiang Changqing, Ms. Guo Aru and Mr. Li Qingli, the independent non-executive Directors are Mr. Meng Fanlin, Mr. Wang Haiyu and Ms. Li Xiaohui.

This announcement and a copy of the Prospectus will remain on the GEM website at www.hkexnews.hk and in the case of this announcement, on the “Latest Company Announcements” page for 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at www.chinauton.com.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material aspects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this announcement misleading.