

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated 6 June 2012 (the “Prospectus”) issued by China U-Ton Holdings Limited (the “Company”) for detailed information about the Company and the Placing described below before deciding whether or not to invest in the Company.

Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.



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
**Placing Price : HK\$0.34 per Placing Share (excluding
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

SUMMARY

- The Placing Price is HK\$0.34 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.34 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting underwriting fees and related expenses payable by the Company in connection therewith, are estimated to be approximately HK\$111.4 million.
- The 420,000,000 Placing Shares offered by the Company under the Placing have been moderately over-subscribed. There is no over allocation of the Shares to the places under the Placing as at the date of this announcement and hence the Over-allotment Option has not been exercised by the Lead Manager.
- Pursuant to the Placing, 420,000,000 Shares have been conditionally allocated to a total of 134 selected professional, institutional and other investors. The Directors confirm that all places under the Placing and their ultimate beneficial owners (i) are independent of and are not connected persons of the Company, nor any of the Directors, chief executives, Substantial Shareholders, or any of its subsidiaries or any of their respective associates or any other Shareholders of the Company or any nominees of the foregoing as required under the GEM Listing Rules; and (ii) are not connected clients of Lead Manager or of any distributors. The Directors confirm that none of the places has been allocated with more than 10% of the total issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue.
- Immediately after completion of the Placing and the Capitalisation Issue, the Company will comply with the public float requirement under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.
- All Share certificates will only become valid certificates of title of the Shares which they relate provided that the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms at or before 8:00 a.m. (Hong Kong time) on the Listing Date, i.e. Tuesday, 12 June 2012.
- The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Tuesday, 12 June 2012. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8232.

- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

The Placing Price is HK\$0.34 per Placing Share (excluding brokerage fee of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).

Based on the Placing Price of HK\$0.34 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting underwriting fees and related expenses payable by the Company in connection therewith, are estimated to be approximately HK\$111.4 million. The net proceeds from the Placing will be applied for such purposes as set out in the section headed “Business objective and future plans - Reason for the Placing and details of the use of proceeds” in the Prospectus.

LEVEL OF INDICATION OF INTERESTS UNDER THE PLACING

The 420,000,000 Shares offered by the Company under the Placing were moderately over-subscribed. There is no over allocation of the Shares to the placees under the Placing as at the date of this announcement and hence the Over-allotment Option has not been exercised by the Lead Manager.

RESULTS OF ALLOCATION

Pursuant to the Placing, 420,000,000 Shares have been conditionally allocated to a total of 134 selected professional, institutional and other investors. The distribution of the Placing Shares is set out as below:

	Aggregate number of Placing Shares allocated	Aggregate percentage of the total number of Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	84,200,000	20.05%	5.01%
Top 5 placees	176,130,000	41.94%	10.48%
Top 10 placees	242,600,000	57.76%	14.44%
Top 25 placees	345,210,000	82.19%	20.55%

Number of Placing Shares allocated	Number of placees
10,000 to 100,000	60
100,001 to 500,000	17
500,001 to 1,000,000	6
1,000,001 to 2,000,000	10
2,000,001 above	<u>41</u>
Total	<u><u>134</u></u>

The Directors confirm that all placees under the Placing and their ultimate beneficial owners (i) are independent of and are not connected persons of the Company, nor any of the Directors, chief executives, Substantial Shareholders, or any of its subsidiaries or any of their respective associates or any other Shareholders of the Company or any nominees of the foregoing as required under the GEM Listing Rules; and (ii) are not connected clients of Lead Manager or of any distributors.

The Directors confirm that none of the placees has been allocated with more than 10% of the total issued share capital of the Company immediately after the completion of the Placing and the Capitalisation Issue.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time when the Shares commence dealings on GEM and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the Company will comply with the public float requirement under Rule 11.23(7) and Rule 11.23(8) of the GEM Listing Rules.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance by the Company 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 such other date as determined by HKSCC. 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. The Share certificates issued in respect of the Placing Shares will be deposited into CCASS on 11 June 2012 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Lead Manager (for itself and on behalf of the Underwriters) is entitled to terminate the Underwriting Agreement by notice in writing to the Company upon 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. on the Listing Date, i.e. Tuesday, 12 June 2012. In the event that the Underwriting Agreement is terminated, the Placing will lapse and an announcement will be published by the Company on the Stock Exchange website at www.hkexnews.hk and the Company's website at www.chinauton.com accordingly.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 12 June 2012. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange website at www.hkexnews.hk and the Company's website at www.chinauton.com. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Shares is 8232. The Company will not issue any temporary documents of title. No receipts will be issued for application monies paid.

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

Hong Kong, 11 June 2012

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

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 respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or in this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.chinauton.com