

## FORMS RELATING TO LISTING

### FORM F

#### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

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**Company name:** China U-Ton Holdings Limited

**Stock code (ordinary shares):** 8232

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 11 June 2012

#### **A. General**

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 12 June 2012

Name of Sponsor(s): Guotai Junan Capital Limited

Names of directors:  
*(please distinguish the status of the directors*  
*- Executive, Non-Executive or Independent*  
*Non-Executive)*

*Executive Directors*

Mr. Jiang Changqing

Ms. Guo Aru

Mr. Li Qingli

*Independent non-executive Directors*

Mr. Meng Fanlin

Mr. Wang Haiyu

Ms. Li Xiaohui

Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Number of ordinary shares	Percentage of shareholding upon listing
Bright Warm Limited (Note 1)	1,008,000,000	60%
Mr. Jiang Changqing (Note 1)	1,008,000,000	60%
Ms. Guo Aru (Note 2)	1,008,000,000	60%
Ordillia Group Limited (Note 3)	252,000,000	15%
Mr. Li Qingli (Note 3)	252,000,000	15%
Ms. Ren Yanping (Note 4)	252,000,000	15%

Notes:

1. Bright Warm Limited is a company incorporated in the BVI and the entire issued share capital of which is beneficially owned by Mr. Jiang Changqing, one of the controlling shareholders and executive Directors. Therefore, Mr. Jiang Changqing is also deemed to have the interest owned by Bright Warm Limited by virtue of the SFO.
2. Ms. Guo Aru is the spouse of Mr. Jiang Changqing. Therefore, Ms. Guo Aru is deemed or taken to be interested in the 1,008,000,000 shares which Mr. Jiang Changqing is interested in by virtue of the SFO.
3. Ordillia Group Limited is a company incorporated in the BVI and the entire issued share capital of which is beneficially owned by Mr. Li Qingli, one of the substantial shareholders and executive Directors. Therefore, Mr. Li Qingli is also deemed to have the interest owned by Ordillia Group Limited by virtue of the SFO.
4. Ms. Ren Yanping is the spouse of Mr. Li Qingli. Therefore, Ms. Ren Yanping is deemed or taken to be interested in the 252,000,000 shares which Mr. Li Qingli is interested in by virtue of the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

Head office and principal place of business: Room 20-905, East Zone, Century Garden  
Donggang Road, Shijiazhuang  
Hebei Province  
China

Web-site address (if applicable): www.chinauton.com

Share registrar: *Principal share registrar and transfer office*  
Appleby Trust (Cayman) Ltd.  
Clifton House  
75 Fort Street,  
P.O. Box 1350  
Grand Cayman, KY1-1108  
Cayman Islands

*Hong Kong branch share registrar and transfer office*  
Tricor Investor Services Limited  
26th Floor, Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Auditors: Deloitte Touche Tohmatsu  
*Certified Public Accountants*  
35/F, One Pacific Place  
88 Queensway  
Hong Kong

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## **B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

We are principally engaged in the provision of deployment services of optical fibers in the PRC.

## **C. Ordinary shares**

Number of ordinary shares in issue: 1,680,000,000

Par value of ordinary shares in issue: HK\$0.1

Board lot size (in number of shares): 10,000 Shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

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## **D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

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**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the "Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Jiang Changqing  
*Executive Directors*

Guo Aru  
*Executive Directors*

Li Qingli  
*Executive Directors*

Meng Fanlin  
*Independent non-executive Directors*

Wang Haiyu  
*Independent non-executive Directors*

Li Xiaohui  
*Independent non-executive Directors*

#### **NOTES**

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*