

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.



CHINA U-TON HOLDINGS LIMITED

中國優通控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8232)

**(I) PROPOSED TRANSFER OF LISTING FROM
THE GROWTH ENTERPRISE MARKET
TO THE MAIN BOARD
OF THE STOCK EXCHANGE OF HONG KONG LIMITED; AND
(II) PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION**

Financial Advisor to the Company



Guotai Junan Capital Limited

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 11 April 2014 for the transfer of listing of the Shares from GEM to the Main Board under the transfer of listing arrangement pursuant to the relevant provisions of the GEM Listing Rules and the Main Board Listing Rules. The Proposed Transfer will not involve any issue of new Shares by the Company.

The Board proposes to amend the Articles to reflect certain amendments to be adopted in the Articles following the Proposed Transfer.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the conditions set out below being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

(I) PROPOSED TRANSFER

The Board is pleased to announce that the Company has submitted a formal application to the Stock Exchange on 11 April 2014 for the transfer of listing of the Shares from GEM to the Main Board under the transfer of listing arrangement pursuant to the relevant provisions of the GEM Listing Rules and the Main Board Listing Rules.

The Directors would like to emphasise that the definitive timetable for the Proposed Transfer has not yet been finalised. There is no assurance that the Company will proceed with the Proposed Transfer.

The Proposed Transfer will not involve any issue of new Shares by the Company.

CONDITIONS OF THE PROPOSED TRANSFER

The Proposed Transfer is conditional upon, among other things:

- (a) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, (i) the 1,695,120,000 Shares in issue; and (ii) the 152,880,000 Shares which may fall to be issued pursuant to the exercise of the share options that may be granted under the Share Option Scheme on the Main Board; and
- (b) all other relevant consents required or in connection with the implementation of the Proposed Transfer having been obtained, and the fulfillment of all conditions which may be attached to such consents, if any.

There is no assurance that permission will be obtained from the Stock Exchange for the Proposed Transfer. Shareholders and potential investors should be aware that the implementation of the Proposed Transfer is subject to, among other things, the conditions set out above being fulfilled and thus may or may not become effective. Accordingly, the Proposed Transfer may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR THE PROPOSED TRANSFER

The Company has been listed on GEM since 12 June 2012. The Group is principally engaged in the provision of deployment services of optical fibers in the PRC.

The Directors believe that the listing of the Shares on the Main Board will enhance the profile of the Group and improve the trading liquidity of the Shares. The Directors also believe that following the Proposed Transfer, the Company could gain a wider recognition among larger institutional and retail investors. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. No change in nature of the business of the Group is contemplated by the Directors following the Proposed Transfer.

GENERAL

The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer as and when appropriate.

(II) PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF NEW MEMORADUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles to reflect certain amendments to be adopted in the Articles following the Proposed Transfer.

The Board also proposes to adopt a new set of amended and restated Memorandum and Articles containing the proposed amendments to the Articles as set out below in substitution for and to the exclusion of the existing Memorandum and Articles with effect from the date of listing of the Shares on the Main Board of the Stock Exchange.

The proposed amendments to the Articles are as follows:-

- (i) by deleting the existing Article 1(a) in its entirety and substituting therefor the following:

“(a) Table “A” of the Companies Law (as revised) shall not apply to the Company.”;

- (ii) by deleting the existing definition of “Companies Law” in the existing Article 1 in its entirety and substituting therefor the following new definition:

““Companies Law” means the Companies Law (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;”;

- (iii) by deleting the existing definition of “Listing Rules” in the existing Article 1 in its entirety and substituting therefor the following new definition:

““Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time);”.

Save for the proposed amendments to the Articles set out above, other provisions in the Memorandum and Articles remain unchanged.

This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules. The proposed amendments to the Articles and the adoption of a new set of Memorandum and Articles are subject to the approval of the Shareholders by way of special resolutions at the forthcoming annual general meeting of the Company (the “AGM”).

A circular containing, among other things, details of the proposed amendments to the Articles and the adoption of a new set of Memorandum and Articles and a notice convening the AGM will be despatched to Shareholders in due course.

DEFINITIONS

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	China U-Ton Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	The memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Proposed Transfer”	the proposed transfer of listing of the Shares from GEM to the Main Board
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 27 May 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 11 April 2014

* *For identification purpose only*

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 this announcement misleading.

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

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the website of the Company at <http://www.chinauton.com>.