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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in China U-Ton Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)*

**(Stock code: 8232)**

#### PROPOSALS FOR

- (I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS; AND  
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

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The notice convening the annual general meeting of the Company (the “AGM”) to be held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty on 6 June 2014 (Friday) at 10:00 a.m. is set out on pages 15 to 20 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.chinauton.com](http://www.chinauton.com).

Hong Kong, 28 April 2014

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**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF  
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to higher market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be convened and held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, on 6 June 2014 (Friday) at 10:00 a.m., a notice of which is set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company as amended or modified from time to time
“Board”	the board of Directors
“Bright Warm”	Bright Warm Limited, a limited liability company incorporated on 4 January 2011 in accordance with the laws of the BVI and wholly owned by Mr. Jiang Changqing. Bright Warm is holding approximately 62.71% of the total issued share capital of the Company as at the Latest Practicable Date
“Companies Law”	the Companies Law (as revised) of the Cayman Islands
“Company”	China U-Ton Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability with its Shares listed on GEM
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, modified or otherwise supplemental from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	24 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Date”	12 June 2012, on which dealings in Shares first commenced on GEM
“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
“Memorandum”	the memorandum of association of the Company as amended from time to time
“Ordillia”	Ordillia Group Limited, a limited liability company incorporated on 29 September 2006 in accordance with the laws of the BVI and wholly owned by Mr. Li. Ordillia is holding approximately 8.91% of the total issued share capital of the Company as at the Latest Practicable Date
“PRC”	the People’s Republic of China which shall, for the purpose of this circular, exclude Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them during the relevant period to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Retiring Directors”	the Directors retiring at the AGM and, being eligible, offering themselves for re-election at the AGM, in accordance with the Articles of Association
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the transfer of listing of the Shares from GEM to the Main Board
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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LETTER FROM THE BOARD

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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)*

**(Stock code: 8232)**

*Executive Directors:*

Mr. Jiang Changqing (*Chairman*)

Ms. Guo Aru

Mr. Li Qingli (*Compliance Officer*)

*Independent Non-executive Directors:*

Mr. Meng Fanlin

Mr. Wang Haiyu

Ms. Li Xiaohui

*Registered office:*

Clifton House, 75 Fort Street

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Head office and principal place  
of business in the PRC:*

Donggang Road, Shijiazhuang

Hebei Province

China

28 April 2014

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**

**(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;  
(II) RE-ELECTION OF DIRECTORS; AND  
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND  
ADOPTION OF NEW MEMORANDUM AND  
ARTICLES OF ASSOCIATION**

**Introduction**

The purpose of this circular is to provide you with information on the resolutions to be proposed at the AGM for (a) granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors to allot, issue, deal with new Shares and repurchase existing Shares; and (b) re-election of Retiring Directors; and (c) amendment to the Articles of Association and adoption of the amended and restated Memorandum and Articles of Association, and give you notice of the AGM at which the resolutions will be proposed to consider and, if thought fit, approve such matters.

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## LETTER FROM THE BOARD

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### **Proposed grant of Issue Mandate, Repurchase Mandate and Extension Mandate**

At the annual general meeting of the Company held on 24 May 2013, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general and unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the AGM at which the following resolutions, among other matters, will be proposed:

- (a) to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The full text of above resolutions are set out in resolutions numbered 6(1) to 6(3) under the notice of the AGM contained in pages 15 to 20 of this circular.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the date by which the next annual general meeting of the Company is required by the Companies Law or the Articles of Association to be held; or (c) the revocation or variation by ordinary resolution(s) of the Shareholders in a general meeting.

Under the GEM Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.



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## LETTER FROM THE BOARD

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### **Proposed Re-election of the Retiring Directors**

At the Latest Practicable Date, the Board comprises (i) three executive Directors namely Mr. Jiang Changqing, Ms. Guo Aru and Mr. Li Qingli; and (ii) three independent non-executive Directors namely Mr. Meng Fanlin, Mr. Wang Haiyu and Ms. Li Xiaohui.

Pursuant to Article 108 of the Articles of Association, at each annual general meeting one-third of Directors for the time being (or, if the number is not 3 or a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years. Accordingly, Mr. Jiang Changqing and Mr. Li Qingli as executive Director will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election thereat.

Particulars of each of the Retiring Directors proposed to be re-elected at the AGM which are required to be disclosed by the GEM Listing Rules are set out in Appendix II to this circular.

### **Proposed amendments to the Articles of Association and adoption of new Memorandum and Articles of Association**

Reference is made to the announcement of the Company dated 11 April 2014.

The Board proposes to amend the Articles of Association to reflect certain amendment to be adopted in the Articles of Association following the Transfer of Listing. The Board also proposes to adopt a new set of amended and restated Memorandum and Articles of Association containing the aforesaid proposed amendments to the Articles of Association in substitution for and to the exclusion of the existing Memorandum and Articles of Association with effect from the date of listing of the Shares on the Main Board of the Stock Exchange.

The proposed amendments to the Articles of Association are as follow:

- (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;” and

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## LETTER FROM THE BOARD

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- (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 of Association set out above, other provisions in the Memorandum and Articles of Association remain unchanged.

The proposed amendments to the Articles of Association and the proposed adoption of an amended and restated Memorandum and Articles of Association are subject to the approval of Shareholders by way of special resolutions at the AGM.

Shareholders are advised that the Memorandum and Articles of Association are available in English and Chinese. The Chinese translation of the Memorandum and Articles of Association is for reference only. In case of any inconsistency, the English version shall prevail.

### **AGM**

A notice of the AGM is set out on pages 15 to 20 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, save where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, any vote of shareholders at a general meeting must be taken by poll. Therefore all resolutions proposed at the AGM will be voted by poll. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **Responsibility Statement**

This circular, 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 circular 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 misleading.

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## LETTER FROM THE BOARD

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### **Recommendation**

The Directors consider that the proposed resolutions set out in the notice of the AGM including (a) the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (b) the re-election of the Retiring Directors; and (c) the amendments to the Articles of Association and the adoption of the amended and restated Memorandum and Article of Association referred to in this circular, are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors, together with their associates, intend to vote in favour of the relevant resolutions in respect of their respective shareholdings in the Company and recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### **Further Information**

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.*

### **GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase shares, either directly or indirectly, on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that (i) the shares of such company proposed to be purchased must be fully paid up (ii) such Company has previously sent to its shareholders an explanatory statement containing all the necessary information as required under Rule 13.08 and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders in compliance with Rule 13.09, either by way of a general mandate or by specific approval of a particular transaction, passed as a general meeting duly held and convened.

### **SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 1,695,120,000 Shares in issue.

The Repurchase Mandate will enable the Company to repurchase the Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution at the AGM. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares will be issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 169,512,000 Shares.

The Repurchase Mandate, unless revoked varied by way of an ordinary resolution of the Shareholders in general meeting, will expire at the conclusion of the next annual general meeting of the Company, which is expected to be convened on or before 30 June 2015.

### **FUNDING OF REPURCHASE**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Companies Law provides that the Shares may only be repurchased out of profits of the Company, out of the share premium account or out of the proceeds of a fresh issue of shares made for the purposes of the repurchase or in the manner provided under the Companies Law. The premium, if any, payable on repurchase must have been provided for out of either or both of the profits of the Company or out of the share premium account before or at the time the Shares are repurchased, or in the manner provided under the Companies Law.

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## **APPENDIX I      EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE**

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### **REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

### **EFFECT OF EXERCISING THE REPURCHASE MANDATE**

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the most recent published audited accounts as at 31 December 2013, in the event that the Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### **CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules) currently intends to sell any Shares to the Company under the Repurchase Mandate if resolution of the same is approved by the Shareholder.

No connected person (as defined in the GEM Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so if the resolution regarding the Repurchase Mandate is approved by the Shareholders.

### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

### **THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code.

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not presently aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The GEM Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

### SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) since 12 June 2012, being the date of listing of the Shares on GEM, up to and including the Latest Practicable Date.

### SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM in each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Share prices	
	Highest HK\$	Lowest HK\$
<b>2013</b>		
April	0.97	0.79
May	0.93	0.78
June	0.87	0.77
July	0.90	0.80
August	1.11	0.80
September	0.92	0.84
October	0.93	0.85
November	0.89	0.82
December	1.20	0.86
<b>2014</b>		
January	1.29	1.11
February	1.45	1.22
March	1.40	1.28
April (up to the Latest Practicable Date)	1.35	1.30

The particulars of Directors who are subject to re-election at the AGM and which are required to be disclosed under the GEM Listing Rules are set out below:

**Mr. Jiang Changqing (姜長青) (“Mr. Jiang”)**

*Qualifications and experience*

Mr. Jiang, aged 48, is our founder, chairman, and was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012. He joined Hebei Changtong as a director since its incorporation in June 2000 and joined Beijing U-Ton in July 2010 when he was firstly appointed as the manager, and has been appointed as the director of Beijing U-Ton since April 2011 and has been primarily responsible for overall corporate strategies, planning, management and business development of our Group. Mr. Jiang was a director of Hebei Deer between April 2005 and October 2010 and a director of Partnerfield since December 2010. Mr. Jiang has approximately 20 years’ working experience in the telecommunications industry specialising in optical fiber deployment technology and has over five years’ experience in in-sewer deployment methods such as in-sewer, pipe jacking and cable troughing which utilise micro-ducts, mini-cables and related techniques. Prior to the establishment of our Group, Mr. Jiang worked at Hengshui Technology Intelligence Office (衡水科技情報所) from March 1998 to June 2000 responsible for the management of the operations. Mr. Jiang worked in a department of People’s Liberation Army of the PRC from October 1981 to June 1993 and was mainly responsible for coaching telecommunication equipment maintenance and construction. Mr. Jiang obtained a diploma in law through self-studying from the Hebei University (河北大學) in June 1996.

*Interests in Shares*

As at the Latest Practicable Date, 1,062,980,000 Shares are held by Bright Warm, the entire issued share capital of which is beneficially owned by Mr. Jiang. By virtue of the SFO, Mr. Jiang is deemed to be interested in the Shares held by Bright Warm.

Moreover, as at the Latest Practicable Date, Ms. Guo Aru was interested in 10,195,000 Shares in the Company directly. As Ms. Guo Aru is Mr. Jiang’s wife, Mr. Jiang is deemed to be interested in the Shares held by Ms. Guo Aru by virtue of the SFO.

Save as disclosed above, Mr. Jiang did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

*Others*

Mr. Jiang entered into a service agreement with the Company with a term of three years from 12 June 2012 and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to RMB400,000 as annual salary. The remuneration committee

of the Company will make recommendations to the Board on the remuneration and compensation packages with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Mr. Jiang is the spouse of Ms. Guo Aru, an executive Director of the Company. Save as disclosed above, Mr. Jiang is not connected with any existing Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, Mr. Jiang does not hold any directorship in other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

There is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

#### **Mr. Li Qingli (李慶利) (“Mr. Li”)**

##### *Qualifications and experience*

Mr. Li, aged 45, was appointed as a Director on 31 March 2011 and redesignated as an executive Director with effect from 27 May 2012 and is mainly responsible for the management of the low-voltage equipment integration services of our Group. Mr. Li has been a director of Shijiazhuang Qiushi and has been responsible for its daily operations and management since its incorporation in March 1999. Mr. Li has been a director of Hebei Deer since its incorporation in October 2003 and a director of Partnerfield since September 2005. Mr. Li worked at Shijiazhuang Changan Xunbo Telecommunication Equipment Operation Office (石家莊市長安迅波通信器材經營處) from March 1994 to March 1999. Mr. Li worked as an external welfare officer at Plant 4511 (4511廠) from September 1991 to March 1994. Mr. Li obtained a diploma in wireless construction from the Guilin University of Electronic Technology (桂林電子科技大學) (formerly known as Guilin Institute of Electronic Technology (桂林電子工業學院)) in June 1991. Mr. Li obtained a Qualification Certificate of Junior Professional Rank (初級專業技術職務任職) from The Title Reform Leading Group Office of Shijiazhuang (石家莊職稱改革領導小組辦公室) in December 1994 qualifying him as an assistant engineer specialising in electrons.

##### *Interests in Shares*

As at the Latest Practicable Date, 151,000,000 Shares are held by Ordillia, the entire issued share capital of which is beneficially owned by Mr. Li. By virtue of the SFO, Mr. Li is deemed to be interested in the Shares held by Ordillia.

Save as disclosed above, Mr. Li did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.



*Others*

Mr. Li entered into a service agreement with the Company with a term of three years from 12 June 2012 and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. He is entitled to RMB300,000 as annual salary. The remuneration committee of the Company will make recommendations to the Board on the remuneration and compensation packages with reference to his responsibilities, work load, the time devoted to the Group and the performance of the Group. The principal elements of his remuneration package include salary and allowance, but exclude discretionary bonus.

Mr. Li is not connected with any existing Directors, senior management, substantial Shareholders or controlling Shareholders.

Save as disclosed above, Mr. Li does not hold any directorship in other listed company in Hong Kong or overseas in the past three years prior to the Latest Practicable Date.

There is no information relating to Mr. Li that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## NOTICE OF AGM

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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)*

**(Stock code: 8232)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China U-Ton Holdings Limited (the “Company”) will be held at 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty on 6 June 2014 (Friday) at 10:00 a.m. (the “AGM”) for the following purposes:

1. To receive and approve the audited consolidated financial statements together with the directors’ report and the independent auditor’s report of the Company for the year ended 31 December 2013.
2. To re-elect Mr. Jiang Changqing as an executive director of the Company.
3. To re-elect Mr. Li Qingli as an executive director of the Company.
4. To authorize the board of directors of the Company to fix the remuneration of the directors of the Company (“Directors”).
5. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of Directors to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

#### ORDINARY RESOLUTIONS

6. (1) **“THAT:**
  - (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (“GEM Listing Rules”), the exercise by the Directors during the Relevant Period (as hereinafter defined in this resolution) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to

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make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such power be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the shares in the capital of the company to be issued either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of options which may be granted under any share option scheme or under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other person of shares or rights to acquire shares of the Company; or (iii) any scrip dividend schemes or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iv) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed 20 per cent of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting prior to the next annual general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

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“Rights Issue” means an offer of shares of the Company or issue of option, warrants or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(2) **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal value of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution (being 1,695,120,000 Shares), and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

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- (3) “**THAT** conditional upon the ordinary resolutions set out in paragraphs 6(1) and 6(2) of the notice convening this meeting being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal in any unissued shares pursuant to the ordinary resolution set out in paragraph 6(1) of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal value of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to the ordinary resolution set out in paragraph 6(2) of the notice convening this meeting, provided that such extended amount shall not exceed 10 per cent of the total nominal value of the share capital of the Company in issue at the date of the passing of this resolution.”

To consider and, if thought fit, pass the following resolutions as special resolutions:

### SPECIAL RESOLUTIONS

7. “**THAT**, with effect from the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, the articles of association of the Company be amended by
- (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;”; and
- (iii) 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);”.
8. “**THAT** subject to the passing of resolution numbered 7 above and, with effect from the listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited, the adoption of an amended and restated memorandum and articles of association of the Company (incorporating the amendments stated in resolution numbered 7 above and all previous amendments to the existing memorandum and articles of

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association of the Company, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification) in substitution for and to the exclusion of the existing memorandum and articles of association of the Company be and is hereby approved.”

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

Hong Kong, 28 April 2014

**Notes:**

1. A member entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and, on a poll, vote in his stead. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and, on a poll, vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
3. The register of members of the Company will be closed from 4 June 2014 to 6 June 2014, both days inclusive, during which period no transfer of shares will be registered. In order to determine the identity of the shareholders who are entitled to attend and vote at the meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong share registrar, Tricor Investor Services Limited at 22nd Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 3 June 2014.
4. According to Rule 17.47(4) of the GEM Listing Rules, save when the chairman in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted on by a show of hands, any vote of Shareholders at general meeting of the Company must be taken by poll. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.
5. With regard to ordinary resolutions set out in paragraphs 2, 3, 4 and 6 of this notice, a circular giving details of the re-electing of Directors and general mandates to issue and to repurchase Shares will be despatched to Shareholders. The biographical details of the retiring Directors who are subject to re-election at the meeting are set out in Appendix II to the circular.

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6. As at the date of this notice, 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.
7. This announcement, for which the directors of the Company 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.
8. This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be posted on the website of the Company at [www.chinauton.com](http://www.chinauton.com).