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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: 6168)

CLARIFICATION ANNOUNCEMENT CIRCULAR AND AGM NOTICE

Reference is made to the circular of China U-Ton Holdings Limited (the “Company”) dated 29 April 2016 (the “**Circular**”) and the announcement relating to the notice of annual general meeting dated 29 April 2016 (the “**AGM Notice**”), capitalised terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the Circular.

The Company noted inadvertent errors in the Circular and AGM Notice and wishes to make the following clarifications:

1. In the first two paragraphs under “SHARE CAPITAL” in the Appendix I on page 7 of the Circular, it should be read as:

“As at the Latest Practicable Date, the total number of issued Shares comprised 1,807,620,000 Shares.”

The Repurchase Mandate will enable the Company to repurchase the Shares up to a maximum of 10% of the total number of the issued Shares of the Company as at 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 180,762,000 Shares.”;

2. In the third paragraph under “THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING” in the Appendix I on page 9 of the Circular, it should be read as:

“The 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 Shares would be in public hands. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the total number of issued Shares in hands of public falling below the prescribed minimum percentage of 25%.”; and

3. In ordinary resolution item no. 6(3) on page 16 of the Circular and page 4 of the AGM Notice, it should be read as:

“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 total number of Shares 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 total number of Shares 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 number of the issued Shares of the Company as at the date of the passing of this resolution.”

The Company also confirms that, except as clarified above, all other information contained in the Circular and AGM Notice is correct and remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Circular and AGM Notice, and in that connection the existing Circular and AGM Notice in the form as they are now will continue to be valid.

Hong Kong, 29 April 2016

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

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.