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TRANSTECH OPTELECOM SCIENCE HOLDINGS LIMITED

高 科 橋 光 導 科 技 股 份 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8465)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board announces that the Company has submitted a formal application to the Stock Exchange on 30 May 2019, for the Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

The Board considers that the Transfer of Listing will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also believes that the Main Board enjoys an enhanced status among investors which could result in a larger investor base leading to greater trading liquidity in the Shares, and that the listing of the Shares on the Main Board will be beneficial to the future growth, business development and financial flexibility of the Group. Additionally, the Group has been improving its sales efforts in the ASEAN markets, and it is believed that through its enhanced listing status as a Main Board listed issuer on the Stock Exchange, given the fact that a number of the Group's competitors are Main Board listed issuers on the Stock Exchange, the Group will be able to capture more business opportunities and develop its business with a stronger corporate image, and better promote itself as a prominent market player in the optical telecommunication products manufacturing industry. The Transfer of Listing will not involve the issue of any new Shares by the Company.

Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the SFO.

The Board announces that the Company has submitted a formal application to the Stock Exchange on 30 May 2019, for the Transfer of Listing pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed and traded on GEM since 20 July 2017. The Group is principally engaged in manufacturing and sales of optical fibres, optical fibre cables, optical cable cores and other related products. The Board considers that the Transfer of Listing will enhance the profile of the Group and the attractiveness of the Shares to institutional and retail investors. The Board also believes that the Main Board enjoys an enhanced status among investors which could result in a larger investor base leading to greater trading liquidity in the Shares, and that the listing of the Shares on the Main Board will be beneficial to the future growth, business development and financial flexibility of the Group. Additionally, the Group has been improving its sales efforts in the ASEAN markets, and it is believed that through its enhanced listing status as a Main Board listed issuer on the Stock Exchange, given the fact that a number of the Group's competitors are Main Board listed issuers on the Stock Exchange, the Group will be able to capture more business opportunities and develop its business with a stronger corporate image, and better promote itself as a prominent market player in the optical telecommunication products manufacturing industry.

There has been no change in the principal business of the Group since the Listing and up to the date of this announcement. As at the date of this announcement, the Board has no immediate plan to change the nature of the business of the Group following the Transfer of Listing. The Transfer of Listing will not involve the issue of any new Shares by the Company.

NO CHANGE IN CONTROLLING SHAREHOLDERS

At the time of the Listing, Futong HK owned 195,000,000 Shares, being 75% of the entire issued share capital of the Company. Futong HK is wholly-owned by Futong Optical Communication which is in turn wholly-owned by Futong China. Futong China is owned as to 80% by Futong Investments. As Futong Investments is owned as to 100% by Mr. Wang, Mr. Wang is deemed to be interested in the same number of Shares held by Futong HK under the SFO.

As of the date of this announcement, Futong HK owns 195,000,000 Shares, or 75% of the entire issued share capital of the Company, and the Directors confirm that there has been no change in the Company's controlling shareholders and the shareholding held by them directly or indirectly in the Company since the Listing up to the date of this announcement.

MAIN BOARD LISTING RULES IMPLICATIONS

The Transfer of Listing will not affect the current business objective and strategies of the Group. Given the Company has not experienced any change in principal businesses and controlling shareholders since the Listing, pursuant to Rule 9A.01A of the Main Board Listing Rules and the transitional arrangements set out in Appendix 28 to the Main Board Listing Rules, the Company is qualified as an Eligible Issuer and is not required to publish a listing document. The Company has appointed a sponsor in relation to the Transfer of Listing.

CONDITIONS OF THE TRANSFER OF LISTING

The Transfer of Listing is conditional upon, among other things:

- (1) the Company's fulfilment of all the applicable listing requirements on the Main Board as stipulated in the Main Board Listing Rules;
- (2) the Listing Committee granting approval for the listing of, and permission to deal in on the Main Board all Shares in issue; and
- (3) all other relevant approvals or consents required in connection with the implementation of the Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

GENERAL

The Board would like to emphasise that the definitive timetable for the Transfer of Listing has not yet been finalised. Further announcement(s) will be made by the Company to keep the Shareholders and potential investors of the Company informed of the progress of the Transfer of Listing as and when appropriate.

Shareholders and potential investors should be aware that the implementation of the Transfer of Listing is subject to, among others, the conditions of the Transfer of Listing set out in this announcement being fulfilled. There is no assurance that the approval will be obtained from the Stock Exchange for the Transfer of Listing. Accordingly, the Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

“Board”	the board of directors of the Company
“Company”	Transtech Optelecom Science Holdings Limited (高科橋光導科技股份有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed and traded on GEM
“controlling shareholder(s)”	has the meaning ascribed to it in the Main Board Listing Rules
“Directors”	director(s) of the Company

“Eligible Issuer”	has the meaning ascribed to it in the Main Board Listing Rules
“Futong China”	富通集團有限公司 (Futong Group Co., Ltd.*), a company incorporated in the PRC and one of the Company’s controlling shareholders
“Futong HK”	Hong Kong Futong Optical Fiber Company Limited (富通光纖(香港)有限公司), a company incorporated in Hong Kong and one of the Company’s controlling shareholders
“Futong Investments”	杭州富通投資有限公司 (Hangzhou Futong Investments Co., Ltd*), a company established in the PRC on 27 February 2012 and one of the Company’s controlling shareholders
“Futong Optical Communication”	杭州富通光通信投資有限公司 (Hangzhou Futong Optical Communication Investments Co., Ltd.*), a company incorporated in the PRC and one of the Company’s controlling shareholders
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM (as may be amended, supplemented or otherwise modified from time to time)
“Group”	the Company and its subsidiaries
“Listing”	the listing of the Shares on GEM on 20 July 2017
“Listing Committee”	the listing committee of the Stock Exchange
“Main Board”	the stock market (excluding the options market) operated by the Stock Exchange which is independent from and in parallel with GEM and which, for avoidance of doubt, excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as may be amended, supplemented or otherwise modified from time to time)
“Mr. Wang”	Mr. Wang Jianyi (王建沂), one of the Company’s controlling shareholders
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as may be amended, supplemented or otherwise modified from time to time)
“Share(s)”	share(s) of the Company

“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the proposed transfer of the listing of the Shares from GEM to the Main Board pursuant to Chapter 9A and Appendix 28 of the Main Board Listing Rules

By Order of the Board
Transtech Optelecom Science Holdings Limited
Mr. Hu Guoqiang
Chairman

Hong Kong, 30 May 2019

As at the date of this announcement, the executive Directors of the Company are Mr. Hu Guoqiang, Mr. He Xingfu, Mr. Yu Jiangping, Mr. Xu Muzhong and Mr. Pan Jinhua and the independent non-executive Directors of the Company are Mr. Li Wei, Mr. Leong Chew Kuan, and Mr. Lau Siu Hang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules and the Main Board 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.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its publication and will also be published on the “Listed Company Information” page of the Stock Exchange’s website of www.hkexnews.hk and on the website of the Company at transtechoptel.com.

The English text of this announcement shall prevail over the Chinese text in case of inconsistencies.

** If there is any inconsistency between the Chinese names of the PRC entities mentioned in this announcement and their English translation, the Chinese version shall prevail.*