
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Ju Teng International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the 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 the transferee(s).

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巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO THE ARTICLES OF ASSOCIATION,
RE-ELECTION AND APPOINTMENT OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:00 p.m. on 25 May 2006 is set out on pages 21 to 27 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

2 May 2006

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at 3:00 p.m. on 25 May 2006, the notice of which is set out on pages 21 to 27 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Ju Teng International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“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 General Mandate
“General 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 Annual General Meeting
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Prospectus”	the prospectus of the Company dated 25 October 2005
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% 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 Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“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
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“%”	per cent.

For the purpose of this circular, unless otherwise indicated, the exchange rate at NT\$1 = HK\$0.242 have been used, where applicable, for the purpose of illustration only and not constitute a representation that any amount have been, could have been or may be exchanged.

LETTER FROM THE BOARD



巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

Executive Directors:

Mr. Cheng Li-Yu
Mr. Cheng Li-Yen
Mr. Huang Kuo-Kuang
Mr. Tsui Yung Kwok

Non-executive Director:

Mr. Horng Tsai-Chin

Independent non-executive Directors:

Mr. Yu Chwo-Ming
Mr. Tsai Wen-Yu
Mr. Lo Ching Pong

Registered office:

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681 GT
George Town, Grand Cayman
Cayman Islands
British West Indies

*Head office and principal place
of business in Hong Kong:*

Suites 3311-3312
Jardine House
1 Connaught Place
Central
Hong Kong

2 May 2006

*To the Shareholders, and for information only,
the holders of options of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
RE-ELECTION AND APPOINTMENT OF DIRECTORS**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia, (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) special resolutions relating to the proposed amendments to the Articles of Association and the adoption of the new Articles of Association; and (c) an ordinary resolution relating to the proposed re-election and appointment of the Directors.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to a written resolution passed by the then Shareholders on 6 October 2005, the Directors were granted (a) a general 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 immediately following the completion of the Share Offer (as defined in the Prospectus) and the Capitalisation Issue (as defined in the Prospectus); (b) a general 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 immediately following the completion of the Share Offer and the Capitalisation Issue; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the General 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 on the Stock Exchange 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 may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

The General Mandate and the Repurchase Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the pre-IPO share option scheme and/or share option scheme of the Company.

LETTER FROM THE BOARD

Under the 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 Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Stock Exchange has made certain amendments to the Listing Rules including, among other matters, the implementation of the Code on Corporate Governance Practices (“CG Code”), being Appendix 14 to the Listing Rules, which came into effect on 1 January 2005. Appendices 3 and 13 to the Listing Rules have also been recently revised to the effect that the listed issuer shall have the power by ordinary resolution in general meeting to remove any director before the expiration of his period of office and such amendment came into effect on 1 March 2006.

To align with the CG Code and the amended Appendices 3 and 13 to the Listing Rules, it is proposed the Articles of Association be amended, inter alia, to the effect that:

- (a) all Directors appointed by the Board to fill a casual vacancy should be subject to election by the Shareholders at the first general meeting after their appointment;
- (b) all Directors should be subject to retirement by rotation at least once every three years; and
- (c) any Director can be removed by an ordinary resolution before expiration of his period of office.

Special resolutions in relation to, inter alia, the above proposed amendments to the Articles of Association will be put forth as special business at the Annual General Meeting to be considered, and if thought appropriate, approved by the Shareholders. A full text of the special resolutions in relation to, inter alia, the proposed amendments to the Articles of Association is contained in resolution numbered 7 set out on pages 24 to 25 of this circular.

RE-ELECTION AND APPOINTMENT OF DIRECTORS

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

LETTER FROM THE BOARD

By virtue of Article 112 of the Articles of Association, the office of all the Directors, namely Messrs. Cheng Li-Yu, Cheng Li-Yen, Huang Kuo-Kuang, Tsui Yung Kwok, all being executive Directors, Mr. Horng Tsai-Chin, being non-executive Director, and Messrs. Yu Chwo-Ming, Tsai Wen-Yu and Lo Ching Pong, all being independent non-executive Directors, will end at the Annual General Meeting. Mr. Lo Ching Pong has given notice to the Company that he, due to personal reason, will not offer himself for re-election upon expiry of his office at the Annual General Meeting. All other Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

To fill the place of Mr. Lo Ching Pong, the Board has recommended that Mr. Yip Wai Ming be appointed as an independent non-executive Director by the Shareholders at the Annual General Meeting. It is also proposed that Mr. Hsieh Wan-Fu and Mr. Lo Jung-Te be appointed as additional executive Directors with effect from the conclusion of the Annual General Meeting.

Biographical information of each of the Directors proposed to be re-elected or appointed at the Annual General Meeting is set out in Appendix II to this circular.

ACTIONS TO BE TAKEN

Set out on pages 21 to 27 of this circular is a notice convening the Annual General Meeting at which resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, Repurchase Mandate and Extension Mandate;
- (b) the amendments to Articles of Association;
- (c) the adoption of the new Articles of Association; and
- (d) the re-election and appointment of Directors.

A form of proxy for use at the Annual General Meeting is enclosed herewith. You are requested to complete 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL AT THE ANNUAL GENERAL MEETING

Pursuant to article 72 of the Articles of Association, a resolution put to vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for poll) a poll is demanded:

- (a) by the chairman of such meeting;
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at such meeting;
- (c) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the rights to vote at the meeting; or
- (d) by any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

RECOMMENDATIONS

The Board considers that the ordinary resolutions and special resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL

Your attention is drawn to the additional information set out in the Appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board
Ju Teng International Holdings Limited
Cheng Li-Yu
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities 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 Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

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

Subject to the passing of the proposed resolutions granting the Repurchase Mandate and on the basis that no new Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases 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.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles

of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position compared with the position disclosed in the audited financial statement of the Company for the year ended 31 December 2005 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during the period from 3 November 2005 (the date of listing of the Shares on the Stock Exchange) up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
November	1.500	1.310
December	1.700	1.460
2006		
January	1.840	1.500
February	2.500	1.700
March	2.375	2.050
April (up to the Latest Practicable Date)	2.550	2.050

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

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

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued share capital of the Company:

Name	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Southern Asia Management Limited	Beneficial owner	395,947,439 Shares (L)	39.59%
Shine Century Assets Corp.	Interest of a controlled corporation	395,947,439 Shares (L) (Note 2)	39.59%
East Asia International Trustees Limited	Trustee (other than a bare trustee)	395,947,439 Shares (L) (Note 2)	39.59%
Extrawell Developments Limited	Beneficial owner	182,282,174 Shares (L)	18.23%
Mr. Cheng Li-Yu	Founder and beneficiary of a discretionary trust	395,947,439 Shares (L) (Note 2)	39.59%
	Beneficial owner	2,800,000 Shares (L)	0.28%
Ms. Lin Mei Li	Interest of a spouse	398,747,439 Shares (L) (Note 3)	39.87%
Mr. Cheng Li-Yen	Beneficiary of a discretionary trust	395,947,439 Shares (L) (Note 2)	39.59%
Willsley Capital Co., Ltd.	Beneficial owner	53,622,158 Shares (L)	5.36%

APPENDIX I

EXPLANATORY STATEMENT
ON THE REPURCHASE MANDATE

Name	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Mr. Wang Duan	Interest of a controlled corporation	53,622,158 Shares (L) (Note 4)	5.36%
Ms. Wang Fan	Interest of a spouse	53,622,158 Shares (L) (Note 5)	5.36%

Notes:

- The letter “L” denotes the person’s long position in the Shares.
- These Shares are registered in the name of Southern Asia Management Limited, which is owned as to approximately 69.09% by Shine Century Assets Corp.. The entire issued share capital of Shine Century Assets Corp. is owned by the Cheng Family Trust, the trustee of which is East Asia International Trustees Limited. Cheng Family Trust was founded by Mr. Cheng Li-Yu. Mr. Cheng Li-Yu and Mr. Cheng Li-Yen are also two of the beneficiaries of the Cheng Family Trust. As such, Shine Century Assets Corp. is deemed to be interested in all the Shares in which Southern Asia Management Limited is interested by virtue of the SFO. Each of East Asia International Trustees Limited, Mr. Cheng Li-Yu and Mr. Cheng Li-Yen is deemed to be interested in all the Shares in which Shine Century Assets Corp. is interested by virtue of the SFO.
- Ms. Lin Mei-Li is the wife of Mr. Cheng Li-Yu and she is deemed to be interested in all the Shares in which Mr. Cheng Li-Yu is interested by virtue of the SFO.
- These Shares are registered in the name of Willsley Capital Co., Ltd., the entire issued share capital of which is beneficially owned by Mr. Wang Duan. Mr. Wang Duan is deemed to be interested in all the Shares in which Willsley Capital Co., Ltd. is interested by virtue of the SFO.
- Ms. Wang Fan is the wife of Mr. Wang Duan and she is deemed to be interested in all the Shares in which Mr. Wang Duan is interested by virtue of the SFO.

Assuming that each of the aforesaid persons did not dispose of their respective interests in the Shares nor acquire additional interests in the Shares, and in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the approximate percentage of interest in the shareholding of each of the aforesaid persons in the Company would be increased to:

Name	Capacity	Number and class of securities (Note)	Approximate percentage of shareholding
Southern Asia Management Limited	Beneficial owner	395,947,439 Shares (L)	43.99%
Shine Century Assets Corp.	Interest of a controlled corporation	395,947,439 Shares (L)	43.99%

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

Name	Capacity	Number and class of securities (Note)	Approximate percentage of shareholding
East Asia International Trustees Limited	Trustee (other than a bare trustee)	395,947,439 Shares (L)	43.99%
Extrawell Developments Limited	Beneficial owner	182,282,174 Shares (L)	20.25%
Mr. Cheng Li-Yu	Founder and beneficiary of a discretionary trust	395,947,439 Shares (L)	43.99%
	Beneficial owner	2,800,000 Shares (L)	0.31%
Ms. Lin Mei Li	Interest of a spouse	398,747,439 Shares (L)	44.31%
Mr. Cheng Li-Yen	Beneficiary of a discretionary trust	395,947,439 Shares (L)	43.99%
Willsley Capital Co., Ltd.	Beneficial owner	53,622,158 Shares (L)	5.96%
Mr. Wang Duan	Interest of a controlled corporation	53,622,158 Shares (L)	5.96%
Ms. Wang Fan	Interest of a spouse	53,622,158 Shares (L)	5.96%

Note: The letter "L" denotes the person's long position in the Shares.

On the basis of the above, Southern Asia Management Limited would be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full. However, the Director have no intention to exercise the Repurchase Mandate to such an extent that as would give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

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%.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the period from 3 November 2005 (the date of listing of the Shares on the Stock Exchange) up to the Latest Practicable Date.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

The following sets out the respective details of the Directors, the office of whom will end at the Annual General Meeting pursuant to article 112 of the Articles of Association and who, being eligible, will offer themselves for re-election, and of each of Mr. Hsien Wan-Fu, Mr. Lo Jung-Te and Mr. Yip Wai Ming, who were recommended by the Board for election as executive Directors and independent non-executive Director by the Shareholders at the Annual General Meeting pursuant to article 111 of the Articles of Association:

Executive Directors

Mr. Cheng Li-Yu (鄭立育), aged 48, was appointed as an executive Director in July 2004 and is the chairman of the Board. He is responsible for the Group's overall corporate strategy, operation management, market planning and the Group's future development. Mr. Cheng started working at San Li Industrial Company Limited which is engaged in spray painting 20 years ago. In the three years preceding the Latest Practicable Date, Mr. Cheng did not hold any directorship in other listed public companies.

Mr. Cheng has entered into a service agreement with the Company on 17 June 2005 for an initial fixed term of three years commencing from 1 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of NT\$2,640,000 (equivalent to approximately HK\$638,880). Under the service agreement, his remuneration is subject to an annual increment at the discretion of the Directors of not more than 20% of his annual salary immediately prior to such increase. He was also entitled to a guaranteed year-end bonus and a discretionary management bonus on the terms and conditions set out in the Prospectus. The emolument of Mr. Cheng is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

Save as disclosed in Appendix I to this circular, Mr. Cheng did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an executive Director and the younger brother of Mr. Cheng Li-Yen, one of the executive Directors, Mr. Cheng was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

Mr. Cheng Li-Yen (鄭立彥), aged 52, was appointed as an executive Director in June 2005. He is responsible for the Group's overall resource planning and plant development. Mr. Cheng started working at San Li Industrial Company Limited which is engaged in spray painting over 14 years and later joined the management of Sunrise Plastic Injection Company Limited in around 2000. In the three years preceding the Latest Practicable Date, Mr. Cheng did not hold any directorship in other listed public companies.

Mr. Cheng has entered into a service agreement with the Company on 17 June 2005 for an initial fixed term of three years commencing from 1 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of approximately HK\$575,300. Under the service agreement, his remuneration is subject to an annual increment at the discretion of the Directors of not more than 20% of his annual salary immediately prior to such increase. He was also entitled to a guaranteed year-end bonus and a discretionary management bonus on the terms and conditions set out in the Prospectus. The emolument of Mr. Cheng is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

Save as disclosed in Appendix I to this circular, Mr. Cheng did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an executive Director and the elder brother of Mr. Cheng Li-Yu, who is also one of the executive Directors, Mr. Cheng was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders.

Mr. Huang Kuo-Kuang (黃國光), aged 46, was appointed as an executive Director in June 2005. He is responsible for the planning and accomplishment of the Group's procurement and operation management. He joined the Group in February 2001 as a member of the Group's senior management and has been responsible for the Group's daily operations and for overseeing the Group's procurement and operation management of two of its major operating subsidiaries in the PRC, namely, Everyday Computer Components (Suzhou) Co., Ltd. ("**Everyday Computer**") and Suzhou Dazhi Communication Accessory Co., Ltd. ("**Suzhou Dazhi**"), since their establishment. He was appointed as a senior vice president of Everyday Computer and of Suzhou Dazhi in 2002. He has more than 14 years' experience in the computer industry. In the three years preceding the Latest Practicable Date, Mr. Huang did not hold any directorship in other listed public companies.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

Mr. Huang has entered into a service agreement with the Company on 17 June 2005 for an initial fixed term of three years commencing from 1 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of approximately HK\$575,300. Under the service agreement, his remuneration is subject to an annual increment at the discretion of the Directors of not more than 20% of his annual salary immediately prior to such increase. He was also entitled to a guaranteed year-end bonus and a discretionary management bonus on the terms and conditions set out in the Prospectus. The emolument of Mr. Huang is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

Mr. Huang had a long position in the Shares comprising 579,699 Shares provisionally awarded to him under the share award plan adopted by the Company on 17 June 2005. Such Shares shall only be transferred to and vested in him on the first business day immediately following the expiry of six months after the listing date of the Company, i.e. 3 November 2005. Save as disclosed herein, Mr. Huang did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an executive Director, Mr. Huang was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Huang that need to be brought to the attention of the Shareholders.

Mr. Tsui Yung Kwok (徐容國), aged 37, was appointed as an executive Director in June 2005 and is the company secretary of the Group on a full time basis. He is responsible for the overall financial management and company secretarial functions of the Group. He holds a bachelor degree in business (Accounting) and is a member of the Institute of Chartered Accountants in Australia, CPA Australia and the Hong Kong Institute of Certified Public Accountants. Before joining the Group in August 2004, Mr. Tsui had been the chief financial officer of a listed company in Hong Kong. In addition, Mr. Tsui held a senior position in an international accounting firm in Hong Kong and had over 10 years' experience in auditing and providing corporate advisory services. In the three years preceding the Latest Practicable Date, Mr. Tsui did not hold any directorship in other listed public companies.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

Mr. Tsui has entered into a service agreement with the Company on 17 June 2005 for an initial fixed term of three years commencing from 1 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of HK\$871,200. Under the service agreement, his remuneration is subject to an annual increment at the discretion of the Directors of not more than 20% of his annual salary immediately prior to such increase. He was also entitled to a guaranteed year-end bonus and a discretionary management bonus on the terms and conditions set out in the Prospectus. The emolument of Mr. Tsui is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

Mr. Tsui had a long position in the underlying Shares comprising 2,800,000 options granted to him by the Company under the pre-IPO share option scheme adopted by the Company on 17 June 2005 and such share options remained outstanding as at the Latest Practicable Date. Save as disclosed herein, Mr. Tsui did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an executive Director, Mr. Tsui was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Tsui that need to be brought to the attention of the Shareholders.

Proposed executive Directors

Mr. Hsieh Wan-Fu (謝萬福), aged 43, joined the Group as senior vice president in 2003. He is responsible for the establishment of quality control system, supervision of the Group's production in spray painting, development of new technology in dust-free spray painting and promotion of the Group's new technology in dust-free spray painting to the Group's customers. In the three years preceding the Latest Practicable Date, Mr. Hsieh did not hold any directorship in other listed public companies.

Mr. Hsieh has not entered into any service contract with the Company as at the Latest Practicable Date. Subject to the appointment of Mr. Hsieh being approved by the Shareholders at the Annual General Meeting, it is expected that Mr. Hsieh will enter into a service agreement with the Company subsequent to the Annual General Meeting. As at the Latest Practicable Date, the remuneration of Mr. Hsieh has not been determined.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

Mr. Hsieh did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date, nor was he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Hsieh that need to be brought to the attention of the Shareholders.

Mr. Lo Jung-Te (羅榮德), aged 46, joined the Group as senior vice president in 2004. He is responsible for the supervision of the manufacture and development of the Group's machinery moulding. He is also responsible for assisting with the Group's expansion of new markets into non-notebook computer casing manufacturing. In the three years preceding the Latest Practicable Date, Mr. Lo did not hold any directorship in other listed public companies.

Mr. Lo has not entered into any service contract with the Company as at the Latest Practicable Date. Subject to the appointment of Mr. Lo being approved by the Shareholders at the Annual General Meeting, it is expected that Mr. Lo will enter into a service agreement with the Company subsequent to the Annual General Meeting. As at the Latest Practicable Date, the remuneration of Mr. Lo has not been determined.

Mr. Lo did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date, nor was he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders.

Non-executive Director

Mr. Horng Tsai-Chin (洪再進), aged 54, was appointed as a non-executive Director in June 2005. Mr. Horng has actively participated in the formulation of the overall business development, corporate management, strategic planning and decision making of the Group and was a substantial shareholder of Ta Yu Metallic Hardware Company Limited. In the three years preceding the Latest Practicable Date, Mr. Horng did not hold any directorship in other listed public companies.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

Mr. Horng has been appointed by the Company for a term of two years commencing from 17 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than three months' notice in writing served by either party on the other. As at the Latest Practicable Date, he was not entitled to any directors' fee under his appointment letter.

Mr. Horng did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being a non-executive Director, Mr. Horng was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Horng that need to be brought to the attention of the Shareholders.

Independent non-executive Directors

Mr. Yu Chwo-Ming (于卓民), aged 51, was appointed as an independent non-executive Director in June 2005. He obtained his doctorate degree in business administration from the University of Michigan. Mr. Yu is knowledgeable in corporate governance and management. Mr. Yu was an assistant professor of business administration in the University of Illinois and has been a professor of business administration in the National Chengchi University since 1992. In the three years preceding the Latest Practicable Date, Mr. Yu did not hold any directorship in other listed public companies.

Mr. Yu has been appointed by the Company for a term of two years commencing from 17 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than 3 months' notice in writing served by either party on the other. As at the Latest Practicable Date, he was entitled to a directors' fee of NT\$600,000 (equivalent to approximately HK\$145,200) per annum. The director's fee of Mr. Yu is determined by the Board with reference to his duties and responsibilities.

Mr. Yu did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an independent non-executive Director, Mr. Yu was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Yu that need to be brought to the attention of the Shareholders.

Mr. Tsai Wen-Yu (蔡文預), aged 53, was appointed as an independent non-executive Director in June 2005. He obtained his master degree in business administration from the National Chengchi University. He has extensive experience in accounting and corporate governance. Mr. Tsai is a certified public accountant in Taiwan and is the supervisor of Hua Nan Financial Holdings Co., Ltd.. Save for his directorship in Hua Nan Commercial Bank, Spirox Corporation, May Wufa Company Ltd., Hua Nan Financial Holding Company, Emore Technology Co., Ltd. and Analog Integrations Corporation, all being companies listed on the Taiwan Stock Exchange Corporation, Mr. Tsai did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.

Mr. Tsai has been appointed by the Company for a term of two years commencing from 17 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, subject to retirement by rotation and re-election at annual general meetings of the Company and until terminated by not less than 3 months' notice in writing served by either party on the other. As at the Latest Practicable Date, he was entitled to a directors' fee of NT\$600,000 (equivalent to approximately HK\$145,200) per annum. The director's fee of Mr. Tsai is determined by the Board with reference to his duties and responsibilities.

Mr. Tsai did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Apart from being an independent non-executive Director, Mr. Tsai was not related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Tsai that need to be brought to the attention of the Shareholders.

APPENDIX II	DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AND APPOINTED AT THE ANNUAL GENERAL MEETING
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Proposed independent non-executive Director

Mr. Yip Wai Ming (葉偉明), aged 41, is currently the Chief Financial Officer of Haier Electronic Group Co., Ltd., a company listed on the Main Board of the Stock Exchange. Mr. Yip has more than 18 years of experience in finance and accounting, and had held senior positions in an international accounting firm, a major European bank and listed companies in Hong Kong. Mr. Yip graduated from the University of Hong Kong with a Bachelor's degree in social sciences and from the University of London with a Bachelor's degree in law. He is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of the Chinese Institute of Certified Public Accountants. In the three years preceding the Latest Practicable Date, Mr. Yip did not hold any directorship in other listed public companies.

Mr. Yip has not entered into any service contract with the Company as at the Latest Practicable Date. Subject to the appointment of Mr. Yip being approved by the Shareholders at the Annual General Meeting, it is expected that Mr. Yip will enter into an appointment letter with the Company subsequent to the Annual General Meeting. As at the Latest Practicable Date, the remuneration of Mr. Yip, if any, has not been determined.

Mr. Yip did not have any interest in the Shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date, nor was he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Yip that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

NOTICE IS HEREBY GIVEN that the annual general Meeting of Ju Teng International Holdings Limited (“**Company**”) will be held at Hennessy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 25 May 2006 at 3:00 p.m., to consider and, if though fit, transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors (“**Directors**”) and auditors (“**Auditors**”) of the Company for the year ended 31 December 2005.
2. to re-elect and appoint the Directors and to authorise the Directors to fix their remuneration.
3. to re-appoint Ernst & Young as Auditors and to authorise the Directors to fix their remuneration.
4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) of HK\$0.10 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of options granted under any pre-IPO share option scheme or share option scheme or similar arrangement for the time being adopted by the Company; or
 - (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as 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 or any applicable law to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject 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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (**“Directors”**) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (**“Shares”**) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (**“SFC”**) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) 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 other applicable law to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

To consider as special business, and if thought fit, pass with or without modification, the following resolutions as an ordinary resolution and special resolutions respectively:

Ordinary resolution

6. **“THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

Special resolutions

7. “**THAT** the articles of association of the Company be and are hereby amended in the following manner:

(a) Article 72:

by inserting the words “voting by way of a poll is required by the Listing Rules or” after the words “on a show of hands unless” in the first sentence of the existing article 72; and by deleting the full-stop at the end of the existing article 72(iv) and replacing therewith a semicolon and the word “or” and inserting the following as new article 72(v):

“(v) by any Director or Directors who, individually or collectively, hold proxies in respect of shares in the Company representing not less than five (5) per cent. of the total voting rights of all the shareholders having the right to vote at the meeting.”;

(b) Article 105 (vii):

by deleting the words “by a Special Resolution of the Company” of the existing article 105(vii);

(c) Article 108(A):

by deleting the existing article 108(A) in its entirety and substituting thereof with the following:

“108(A) At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he/she retires. The Company at the general meeting at which a Director retires may fill the vacated office.”

(d) Article 111

by deleting the existing article 111 in its entirety and substituting thereof with the following:

“111 Subject to the Statutes and the provisions of these Articles, the Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a causal vacancy or as an additional Director.

NOTICE OF ANNUAL GENERAL MEETING

(e) Article 112

by deleting the existing article 112 in its entirety and substituting thereof with the following:

“112. The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”;

(f) Article 114

by substituting the word “Special” in the first sentence of the existing article 114 with the word “Ordinary”; and

(g) Article 124

by deleting the existing Article 124 in its entirety and substituting thereof with the following:

“A Director appointed to an office under Article 122 shall be subject to the same provisions as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause”.

NOTICE OF ANNUAL GENERAL MEETING

8. “**THAT** the form and substance of the new articles of association (“**New Articles**”) produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification be and they are hereby approved and adopted in substitution of the existing articles of association of the Company with effect from the conclusion of this meeting.”

By order of the board of Directors of
Ju Teng International Holdings Limited
Tsui Yung Kwok
Company Secretary

Hong Kong, 2 May 2006

Head office and principal place of business in Hong Kong:

Suites 3311-3312

Jardine House

1 Connaught Place

Central

Hong Kong

Notes:

1. *A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.*
2. *In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such Share shall alone be entitled to vote in respect thereof.*
3. *In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.*
4. *The register of members of the Company will be closed from 23 May 2006 to 25 May 2006 (both days inclusive), during which period no transfer of the Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:00 p.m. on 22 May 2006.*
5. *Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.*

NOTICE OF ANNUAL GENERAL MEETING

6. *In relation to resolution no. 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the pre-IPO share option scheme and/or share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.*
7. *In relation to resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.*

As at the date of this notice, the board of Directors consists of eight Directors, namely Mr. Cheng Li-Yu, Mr. Cheng Li-Yen, Mr. Huang Kuo-Kuang and Mr. Tsui Yung Kwok, all being executive Directors, Mr. Horng Tsai-Chin, being non-executive Director, and Mr. Yu Chwo-Ming, Mr. Tsai Wen-Yu and Mr. Lo Ching Pong, all being independent non-executive Directors.