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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)

**DISCLOSEABLE TRANSACTION**  
**ACQUISITION OF 37.5% INTEREST IN**  
**SMART SUCCESS ENTERPRISE LIMITED**

On 11 September 2007, the Group entered into the Acquisition Agreement with the Vendors for the acquisition of an aggregate interest of 37.5% in the issued share capital of Smart Success, an associated company of the Company which, together with its subsidiaries are principally engaged in the development, manufacture and sale of non-metal moulds. Immediately before Completion, the Group holds 36.5% of the issued share capital of Smart Success and the Vendors hold in aggregate 37.5% of the issued share capital of Smart Success. Completion has taken place immediately after signing of the Acquisition Agreement.

Upon Completion, Smart Success is held as to 74% by the Company and has become an indirect non-wholly owned subsidiary of the Company.

As the applicable percentage ratios (as calculated in accordance with Rule 14.07 of the Listing Rules) for the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules.

A circular containing, among other things, further information on the Acquisition and the Acquisition Agreement will be despatched to the Shareholders as soon as practicable.

**THE ACQUISITION AGREEMENT DATED 11 SEPTEMBER 2007**

**Parties**

Purchaser: Giant Glory International Limited, a wholly-owned subsidiary of the Company.

Vendors: (i) Mr. Lin Mu-Lin  
(ii) Mr. Chen Fong-Wei

To the best knowledge of the Directors and having made all reasonable enquiries, each of the Vendors is a third party independent of the Company and its connected persons.

## **Assets to be acquired**

The Sale Shares, representing 37.5% of the issued share capital of Smart Success.

## **Consideration**

The aggregate Consideration for the Acquisition was US\$2,925,000, which was fully settled by the Group in cash as to US\$2,405,000 to Mr. Lin and as to US\$520,000 to Mr. Chen upon Completion.

The Consideration was determined after arm-length's negotiations between the Group and the Vendors with reference to the audited consolidated net profit after taxation and extraordinary items of Smart Success for the year ended 31 December 2006 of NT\$43,024,000 (equivalent to approximately US\$1,356,000), its audited consolidated net asset value of approximately NT\$276,711,000 (equivalent to approximately US\$8,720,000) as at 31 December 2006 and the market potential of the business of Smart Success and its subsidiaries and their existing and expected continual growth.

The Consideration was settled by the internal resources of the Group.

## **Completion**

Completion has taken place immediately after signing of the Acquisition Agreement.

## **INFORMATION ON SMART SUCCESS**

Smart Success is a private company incorporated in Samoa on 12 April 2002 with limited liability, having an authorised share capital of US\$8,000,000 divided into 8,000,000 shares of US\$1 each, 6,000,000 shares of which have been issued and are fully paid and were beneficially owned as to 30.8% by Mr. Lin, 6.7% by Mr. Chen, 36.5% by the Group and 26% by two other individual shareholders who are independent of the Company and its connected persons.

Smart Success, together with its subsidiaries, are principally engaged in the design, development, manufacture and sale of non-metal moulds.

Based on the audited consolidated accounts of Smart Success which have been prepared in accordance with generally accepted accounting principles in Taiwan, the consolidated net asset value of Smart Success was approximately NT\$276,711,000 (equivalent to approximately US\$8,720,000) as at 31 December 2006. For the year ended 31 December 2006, the consolidated net profit before and after taxation and extraordinary items of Smart Success amounted to approximately NT\$48,442,000 (equivalent to approximately US\$1,527,000) and NT\$43,024,000 (equivalent to approximately US\$1,356,000) respectively. For the year ended 31 December 2005, the consolidated net profit before and after taxation and extraordinary items of Smart Success both amounted to approximately NT\$22,383,000 (equivalent to approximately US\$705,000).

Upon Completion, Smart Success is held as to 74% by the Company and has become an indirect non-wholly owned subsidiary of the Company and its financial results will be consolidated into the accounts of the Company. The remaining interest of Smart Success is held by two individual shareholders who are independent of the Company and its connected persons.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group has been principally engaged in the manufacturing and sale of notebook computer casings, parts and other related materials. Smart Success, together with its subsidiaries, are principally engaged in the design, development, manufacture and sale of non-metal moulds.

Mould production is one of the major production processes for the manufacturing of notebook computer casings. Although the Group had established its own mould production plant, it has not yet achieved a 100% self-sufficiency rate due to the robust growth in sales. Since the acquisition of 36.5% in Smart Success in February 2006, the Group has been sourcing certain moulds from Smart Success. The Group is able to expand its production capacity in mould production which will improve its cost and production efficiency through this upstream integration in order to facilitate the anticipated growth in sales of notebook computer casings.

Upon Completion, the Company will hold an increased beneficial interest in Smart Success. By obtaining a majority stake in Smart Success through the Acquisition, the Group will be able to exercise a substantial control over the management of, and financial benefits from, Smart Success and its subsidiaries. The Directors believe that the acquisition of greater control of Smart Success can facilitate the decision making process and therefore enhances the cooperation and synergies between the Company and Smart Success. In view of the short lasting nature of nowadays business opportunities, the Directors believe that the Acquisition can boost the business operations of the Group as a whole.

The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition Agreement and the Consideration are on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **DISCLOSEABLE TRANSACTION**

As the applicable percentage ratios (as calculated in accordance with Rule 14.07 of the Listing Rules) for the Acquisition are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules. A circular containing, among other things, further information on the Acquisition and the Acquisition Agreement will be despatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

“Acquisition”	the acquisition of the Sale Shares by the Purchaser from the Vendors
“Acquisition Agreement”	a sale and purchase agreement entered into between the Purchaser and the Vendors on 11 September 2007 in connection with the Acquisition
“Board”	board of Directors
“Company”	Ju Teng International Holdings Limited, a company incorporated in Cayman Islands with limited liability and whose shares having a par value of HK\$0.10 each are listed on the main board of the Stock Exchange
“Completion”	completion of the Acquisition in accordance with the Acquisition Agreement
“Consideration”	an aggregate consideration of US\$2,925,000 for the acquisition of the Sale Shares
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. Chen Fong-Wei, one of the Vendors who held 6.7% of the issued share capital of Smart Success immediately prior to Completion
“Mr. Lin”	Mr. Lin Mu-Lin, one of the Vendors who held 30.8% of the issued share capital of Smart Success immediately prior to Completion
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“PRC”	the People’s Republic of China

“Purchaser”	Giant Glory International Limited, a company incorporated in Samoa which is a wholly-owned subsidiary of the Company
“Sale Shares”	the aggregate of 2,250,000 ordinary shares of US\$1 each in the share capital of Smart Success, 1,850,000 of which were held by Mr. Lin and 400,000 of which were held by Mr. Chen immediately prior to Completion
“Shareholder”	shareholder of the Company
“Smart Success”	Smart Success Limited, a company incorporated in Samoa with limited liability, the issued capital of which was owned as to 36.5% by the Purchaser, 30.8% by Mr. Lin, 6.7% by Mr. Chen, and the remaining 26% by two individual shareholders who are independent of the Company and its connected persons immediately prior to Completion.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendors”	Mr. Lin and Mr. Chen
“%”	per cent.

By order of the Board  
**Ju Teng International Holdings Limited**  
**Cheng Li-Yu**  
*Chairman*

Hong Kong, 12 September 2007

*As at the date of this announcement, the executive Directors are Mr. Cheng Li-Yu, Mr. Cheng Li-Yen, Mr. Huang Kuo-Kuang, Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te, and Mr. Tsui Yung Kwok, and the independent non-executive Directors are Mr. Yu Chwo-Ming, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.*

*For the purposes of this announcement, conversion of currencies has been calculated using the following exchange rate:*

*NT\$31.7327 = US\$1.00*

*Such exchange rate has been used for the purposes of illustration only and do not constitute a representation that any amounts have been, could have been, or may be exchanged at such or any other rates.*