

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

CONNECTED TRANSACTION ACQUISITION OF MINORITY INTEREST IN SMART SUCCESS ENTERPRISE LIMITED

On 21 April 2008, the Group entered into the Acquisition Agreement with the Vendors for the acquisition of an aggregate interest of 26% in the issued share capital of Smart Success, an indirect non-wholly owned subsidiary 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 held 74% of the issued share capital of Smart Success and the Vendors held in aggregate 26% of the issued share capital of Smart Success. Completion has taken place immediately after signing of the Acquisition Agreement. Upon Completion, Smart Success became an indirect wholly owned subsidiary of the Company.

One of the Vendors, Mr. Chen, was a substantial shareholder of Smart Success holding 17% of its issued share capital before Completion and therefore was a connected person (as such term is defined under the Listing Rules) of the Company. As such, the Acquisition constitutes a connected transaction (as such term is defined under the Listing Rules) for the Company.

As announced by the Company on 12 September 2007, the Group entered into the September Acquisition Agreement with two independent third parties in September 2007 for the acquisition of 37.5% of the issued share capital of Smart Success. The Acquisition and the transaction under the September Acquisition Agreement are therefore aggregated as a single transaction as they involve the acquisition of an interest in one particular company pursuant to Rule 14A.25 of the Listing Rules. Since each of the percentage ratios (other than the profits ratio) in respect of the Acquisition and the transaction under the September Acquisition Agreement is less than 2.5%, the Acquisition is only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 and is exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

THE ACQUISITION AGREEMENT DATED 21 APRIL 2008

Parties

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

Vendors: (i) Mr. Ho Chung-Yu
(ii) Mr. Chen Yung-Chang

ASSETS TO BE ACQUIRED

The Sale Shares, representing 26% of the issued share capital of Smart Success.

The original purchase cost of the Vendors regarding 26% of the entire issued share capital of Smart Success was US\$1,560,000, being the subscription price for the allotment of shares at par by Smart Success.

Consideration

The aggregate Consideration for the Acquisition was US\$3,120,000, which was fully settled by the Group in cash as to US\$1,080,000 to Mr. Ho and as to US\$2,040,000 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 of Smart Success for the year ended 31 December 2007 of NT\$52,030,000 (equivalent to approximately US\$1,716,000), its audited consolidated net asset value of approximately NT\$342,147,000 (equivalent to approximately US\$11,284,000) as at 31 December 2007 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

There is no condition precedent for completion of the Acquisition Agreement. 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 9% by Mr. Ho, 17% by Mr. Chen and 74% by the Group.

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\$342,147,000 (equivalent to approximately US\$11,284,000) as at 31 December 2007. For the year ended 31 December 2007, the consolidated net profit before and after taxation and extraordinary items of Smart Success amounted to approximately NT\$56,831,000 (equivalent to approximately US\$1,874,000) and NT\$52,030,000 (equivalent to approximately US\$1,716,000) respectively. 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\$1,598,000) and NT\$43,024,000 (equivalent to approximately US\$1,419,000) respectively.

Upon Completion, Smart Success has become an indirect wholly owned subsidiary of the Company.

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. The Group is currently the single largest customer of Smart Success. Due to the growing demand for notebook computers, the Group is optimistic about the growth and future performance of Smart Success. In order to improve the financial performance and position of the Group and to maximize the returns to the Group and the Shareholders as a whole, the Board considers it appropriate to acquire further interest in Smart Success. Besides, immediately following Completion, Smart Success and its subsidiaries became wholly owned subsidiaries of the Company and therefore under the full control by the Group. The Directors believe that the Acquisition will enhance the operational and management efficiency of Smart Success and its subsidiaries.

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.

CONNECTED TRANSACTION

One of the Vendors, Mr. Chen, was a substantial shareholder of Smart Success holding 17% of its issued share capital before Completion and therefore was a connected person (as such term is defined under the Listing Rules) of the Company. As such, the Acquisition constitutes a connected transaction (as such term is defined under the Listing Rules) for the Company.

As announced by the Company on 12 September 2007, the Group entered into the September Acquisition Agreement with two independent third parties in September 2007 for the acquisition of 37.5% of the issued share capital of Smart Success. The Acquisition and the transaction under the September Acquisition Agreement are therefore aggregated as a single transaction as they involve the acquisition of an interest in one particular company pursuant to Rule 14A.25 of the Listing Rules. Since each of the percentage ratios (other than the profits ratio) in respect of the Acquisition and the transaction under the September Acquisition Agreement is less than 2.5%, the Acquisition is only subject to the reporting and announcement requirements set out in Rules 14A.45 to 14A.47 and is exempt from independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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 21 April 2008 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\$3,120,000 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 Yung-Chang, one of the Vendors who held 17% of the entire issued share capital of Smart Success immediately prior to Completion |
| “Mr. Ho” | Mr. Ho Chung-Yu, one of the Vendors who held 9% of the entire 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 1,560,000 ordinary shares of US\$1 each in the share capital of Smart Success, 540,000 of which were held by Mr. Ho and 1,020,000 of which were held by Mr. Chen immediately prior to Completion |
| “September Acquisition Agreement” | the agreement dated 11 September 2007 and made between two independent third parties as vendors and the Purchaser as purchaser in respect of the acquisition of 37.5% of the entire issued share capital of Smart Success, brief details of which are contained in the Company’s announcement dated 12 September 2007 |
| “Shareholder(s)” | shareholder(s) of the Company |
| “Smart Success” | Smart Success Limited, a company incorporated in Samoa with limited liability, the entire issued capital of which was owned as to 74% by the Purchaser, 9% by Mr. Ho and 17% by Mr. Chen 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. Ho and Mr. Chen |
| “%” | per cent. |

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

Hong Kong, 22 April 2008

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\$30.321= 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.