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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
57.22% INTEREST IN GOLD CONNECTION LIMITED**

On 15 May 2008, the Group entered into the Acquisition Agreement with the Vendors for the acquisition of an aggregate interest of 57.22% in the issued share capital of Gold Connection which, together with its subsidiaries are principally engaged in the manufacturing and sale of computer parts and peripherals. Completion is subject to the fulfillment of certain conditions, details of which are set out below.

The aggregate Consideration for the Acquisition was US\$10,756,940.35. On or prior to the date of the Acquisition Agreement, the Group has paid an aggregate of US\$2,151,388.07. to the Vendors as deposit, which has been paid and will be applied toward payment of part of the Consideration upon Completion. The balance of the Consideration of US\$8,605,552.28. shall be payable by the Group in cash at Completion.

As the revenue ratio (as calculated in accordance with Rule 14.07 of the Listing Rules) for the Acquisition is 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 15 MAY 2008

Parties

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

Vendors: SJ Technology Incorporated, San Ho Paper & Carton Co., Ltd., Glister International Ltd., Cheng Fwa Industrial Co., Ltd. and 12 individuals

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of the Vendors and their ultimate beneficial owners are third parties independent of the Company, its subsidiaries and their connected persons. SJ Technology Incorporated, San Ho Paper & Carton Co., Ltd., Glister International Ltd. and Cheng Fwa Industrial Co., Ltd. are investment holding companies.

Assets to be acquired

The Sale Shares, representing 57.22% of the issued share capital of Gold Connection. The changes of shareholding of the Vendors in Gold Connection are set out below:

Name of Vendors	Percentage of interest before the Acquisition	Percentage of interest sold in the Acquisition	Percentage of interest after the Acquisition
SJ Technology Incorporated	18.04%	3.45%	14.59%
San Ho Paper & Carton Co., Ltd.	0.86%	0.86%	—
Shih Hsing-Erh	3.10%	3.10%	—
Chen Yang-Ming	6.84%	6.84%	—
Chang Tzu-Hsin	6.84%	6.84%	—
Wang Kuei-Pin	2.21%	2.21%	—
Chang Chen Man-Tsu	2.21%	2.21%	—
Hu Chung-Nan	2.21%	2.21%	—
Chen Chin-Chuan	2.21%	2.21%	—
Chu Hung-Sheng	2.21%	2.21%	—
Wang Wen-Cheng	2.67%	2.67%	—
Chiang Shih-Jung	2.18%	2.18%	—
Chin Chia-Sheng	1.67%	1.67%	—
Glistar International Ltd.	5.73%	5.73%	—
Huang Wen-Tsai	1.71%	1.71%	—
Cheng Fwa Industrial Co., Ltd.	11.12%	11.12%	—
Total	71.81%	57.22%	14.59%

Consideration

The aggregate Consideration for the Acquisition was US\$10,756,940.35. On or prior to the date of the Acquisition Agreement, the Group has paid an aggregate of US\$2,151,388.07 to the Vendors as deposit, which has been paid and will be applied toward payment of part of the Consideration upon Completion. The balance of the Consideration of US\$8,605,552.28 shall be payable by the Group in cash at Completion.

The Consideration was determined after arm-length's negotiations between the Group and the Vendors with reference to the audited consolidated net asset value of approximately US\$18,168,000 as at 31 December 2007 and the market potential of the business of Gold Connection and its subsidiaries and their existing and expected continual growth.

The Consideration will be financed by the internal resources of the Group.

Conditions precedent

Completion is conditional upon the following conditions being fulfilled or, as the case may be, waived:

- (i) the Vendors having obtained all necessary approval and consent with respect to the transfer of the Sale Shares and the transaction contemplated under the Acquisition Agreement in accordance with the laws of Samoa and other relevant laws and regulations;
- (ii) the Purchaser having received a legal opinion from legal counsel in the PRC acceptable to the Purchaser, in the form and substance to the satisfaction of the Purchaser;
- (iii) the existing shareholders of Gold Connection having renounced their respective pre-emption rights (if any) with respect to the Sale Shares;
- (iv) none of the warranties and representations of the Vendor contained in the Acquisition Agreement having been breached in any material respect; and
- (v) the Purchaser having completed its financial, accounting, business and legal due diligence on Gold Connection and its subsidiaries to its satisfaction and such due diligence do not reveal any material breach of the warranties and representations of the Vendors contained in the Acquisition Agreement, or is misleading or untrue in any material respect.

None of the conditions set out above can be waived by the Group.

If any of the conditions set out above has not been satisfied on or before 31 May 2008 or such later date as the Purchaser may agree, the Acquisition Agreement shall cease and determine and the Vendors are required to repay the deposit to the Purchaser within three business days thereafter, without interest. Save as aforesaid and without prejudice to parties' rights in respect of any antecedent breach of the terms of the Acquisition Agreement, none of the parties shall have any obligations and liabilities towards each other (except in respect of the refund of deposit by the Vendors and the confidentiality provisions thereof).

Completion

Completion shall take place on the seventh business days after fulfillment of the conditions set out in the paragraph above or such other date as the Vendor and the Purchaser may agree.

INFORMATION ON GOLD CONNECTION

Gold Connection is a private company incorporated in Samoa on 8 January 1998 with limited liability, having an authorised share capital of US\$20,000,000 divided into 20,000,000 shares of US\$1 each, 13,447,128 shares of which have been issued and are fully paid and were beneficially owned as to 71.81% by the Vendors, 18.27% by a wholly owned subsidiary of Wistron and 9.92% by a company which is independent of the Company, its subsidiaries and its connected persons. None of the Vendors, the shareholders of the remaining 28.19% interest in Gold Connection, their respective ultimate beneficial owners, associates or representatives will be appointed as directors of the Company or its subsidiaries upon Completion.

Gold Connection, together with its subsidiaries, are principally engaged in the manufacturing and sale of computer parts and peripherals.

Based on the audited consolidated accounts of Gold Connection which have been prepared in accordance with generally accepted accounting principles in Taiwan, the consolidated net asset value of Gold Connection was approximately US\$18,168,000 as at 31 December 2007. For the year ended 31 December 2007, the consolidated net profit before and after taxation and extraordinary items of Gold Connection amounted to approximately US\$77,000 and approximately US\$76,000 respectively. For the year ended 31 December 2006, the consolidated net profit before and after taxation and extraordinary items of Gold Connection amounted to approximately US\$1,600,000 and approximately US\$1,602,000 respectively.

Upon Completion, Gold Connection will be held as to 57.22% by the Group and will become an indirect non-wholly owned subsidiary of the Company, and its financial results will be consolidated into the accounts 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. As apart of its strategy, the Group has been constantly appraising opportunities in expanding its business in the manufacturing of casings for other consumer electronic products. The Board is of the view that the Acquisition is a good opportunity for the Group to increase its production capacity and business by taking the leverage on the existing production facilities, clientele and earning potential of Gold Connection. Wistron, which is one of the major original design manufacturers in the world focusing on information and communication technology products, is the largest customer of Gold Connection and also hold approximately 18.27% of the issued share capital in Gold Connection as at the date of this announcement. As Wistron is also a LCD TV supplier to several leading brand names, the Directors believe that the Group can leverage from the strategic relationship with Wistron and take advantage of the growing LCD TV outsourcing trend. While the Group's existing production plants in Jiangsu province will continue to focus on the manufacturing of notebook computer casing, the production base of Gold Connection in Zhongshan will become the Group's manufacturing arm for LCD TV casing. As the Group is able to diversify to LCD TV casing by leveraging at its relationship with existing customers and utilization of its specialized technological know-how in casing manufacturing, the Directors believe that the Group would be able to capture the business opportunities arising from the expected growing demand of LCD TV and the manufacture of LCD TV casing will become the Group's new growth driver.

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 revenue ratio (as calculated in accordance with Rule 14.07 of the Listing Rules) for the Acquisition is 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 15 May 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\$10,756,940.35 for the acquisition of the Sale Shares
“Directors”	the directors of the Company
“Gold Connection”	Gold Connection Limited, a company incorporated in Samoa with limited liability, the entire issued capital of which was owned as to 71.81% by the Vendors, 18.27% by a wholly owned subsidiary of Wistron and 9.92% by a company which is independent of the Company, its subsidiaries and its connected persons
“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
“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 7,694,521 ordinary shares of US\$1 each in the share capital of Gold Connection, representing 57.22% of the issued share capital of Gold Connection
“Shareholders(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendors”	SJ Technology Incorporated, San Ho Paper & Carton Co., Ltd., Glister International Ltd., Cheng Fwa Industrial Co., Ltd. and 12 individuals
“Wistron”	Wistron Corporation, a company incorporated in Taiwan and a connected person of the Company by virtue of it being a substantial shareholder of Mindforce Holdings Limited, a 71%-owned indirect subsidiary of the Company
“%”	per cent.

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

Hong Kong, 16 May 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.