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## **JU TENG INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3336)

### **SUPPLEMENTAL AGREEMENT RELATING TO EXTENSION OF LONG STOP DATE AND ACQUISITION OF FURTHER 13.78% INTEREST IN GOLD CONNECTION LIMITED**

The Board is pleased to announce that, on 10 December 2008, the Supplemental Agreement was entered into between the Vendors, the Purchaser, Mr. Chen and Dragonjet to extend the long stop date for fulfillment or, as the case may be, waiver of all the conditions precedent for Completion of the Acquisition and to cover the further acquisition by the Group of an aggregate of approximately 13.78% in the issued share capital of Gold Connection from Mr. Chen and Dragonjet.

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

Reference is made to the announcement of the Company dated 16 May 2008 and the circular (the “**Circular**”) of the Company dated 23 May 2008 in relation to the proposed acquisition from the Vendors by the Purchaser, a wholly owned subsidiary of the Company, of 57.22% in the issued share capital of Gold Connection (the “**Acquisition**”), which constitutes a discloseable transaction of the Company. Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed thereto in the Circular.

#### **SUPPLEMENTAL AGREEMENT**

Pursuant to the supplemental agreement (the “**Supplemental Agreement**”) entered into between the Vendors, the Purchaser, Mr. Chen Shih-Chi (“**Mr. Chen**”) and Dragonjet Investment Co., Ltd. (“**Dragonjet**”) on 10 December 2008, the parties thereto have agreed to amend the Acquisition Agreement that:

- (a) the long stop date for fulfillment or, as the case may be, waiver, of all the conditions precedent for completion of the Acquisition and the Further Acquisition (as defined below) will be extended to 10 December 2008; and
- (b) in addition to the acquisition of 57.22% in the issued share capital of Gold Connection, Mr. Chen and Dragonjet (being two other shareholders of Gold Connection) shall sell and the Purchaser shall purchase an aggregate of 13.78% in the issued share capital of Gold Connection (“**Further Acquisition**”), as to approximately 3.86% by Mr. Chen and approximately 9.92% by Dragonjet, at an aggregate cash consideration of US\$2,590,014.48 (the “**Additional Consideration**”), which shall be payable in cash upon completion of the Acquisition and the Further Acquisition (which will take place simultaneously).

Save as amended by the Supplemental Agreement, all other terms and conditions of the Acquisition Agreement remained in full force and effect and were applicable to the Further Acquisition, *mutatis mutandis*.

Completion has taken place immediately after signing of the Supplemental Agreement. The Additional Consideration was financed by the internal resources of the Group.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Mr. Chen, Dragonjet and its ultimate beneficial owner are third parties independent of the Company, its subsidiaries and their connected persons. Dragonjet is an investment holding company.

#### **FURTHER INFORMATION ABOUT GOLD CONNECTION**

During the period after the entering into of the Acquisition Agreement and the publication of the Circular by the Company, and before the entering into of the Supplemental Agreement, there were various transfers of shares in Gold Connection among the shareholders of Gold Connection. The percentage of shareholding of the shareholders, the Vendors and the Purchaser in Gold Connection immediately before the Acquisition, immediately before the Further Acquisition and immediately after the Acquisition and the Further Acquisition and the percentage of interest sold under the Acquisition and the Further Acquisition are set out below:

<b>Name of shareholders/ Vendors</b>	<b>Percentage of shareholding immediately before the Acquisition</b>	<b>Percentage of shareholding immediately before the Further Acquisition</b>	<b>Percentage of interest sold under the Acquisition and the Further Acquisition</b>	<b>Percentage of interest immediately after the Acquisition and the Further Acquisition</b>
SJ Technology Incorporated	18.04%	3.45% (Note)	3.45%	—
San Ho Paper & Carton Co., Ltd.	0.86%	0.86%	0.86%	—
Shih Hsing-Erh	3.10%	3.10%	3.10%	—
Chen Yang-Ming	6.84%	6.84%	6.84%	—
Chang Tzu-Hsin	6.84%	6.84%	6.84%	—
Wang Kuei-Pin	2.21%	2.21%	2.21%	—
Chang Chen Man-Tsu	2.21%	2.21%	2.21%	—
Hu Chung-Nan	2.21%	2.21%	2.21%	—
Chen Chin-Chuan	2.21%	2.21%	2.21%	—
Chu Hung-Sheng	2.21%	2.21%	2.21%	—
Wang Wen-Cheng	2.67%	2.67%	2.67%	—
Chiang Shih-Jung	2.18%	2.18%	2.18%	—
Chin Chia-Sheng	1.67%	1.67%	1.67%	—
Glistar International Ltd.	5.73%	5.73%	5.73%	—
Huang Wen-Tsai	1.71%	1.71%	1.71%	—
Cheng Fwa Industrial Co., Ltd.	11.12%	11.12%	11.12%	—
AII Holding Corporation	18.27%	29.00% (Note)	—	29.00%
Dragonjet Investment Co., Ltd.	9.92%	9.92%	9.92%	—
Chen Shih-Chi	—	3.86% (Note)	3.86%	—
The Group	—	—	—	71.00%
<b>Total</b>	<b>100.00%</b>	<b>100.00%</b>	<b>71.00%</b>	<b>100.00%</b>

*Note:* SJ Technology Incorporated transferred 10.73% of its interest in the share capital of Gold Connection to AII Holding Corporation in June 2008, and transferred 3.86% of its interest in the share capital of Gold Connection to Chen Shih-Chi in September 2008.

## **REASONS FOR ENTERING INTO THE SUPPLEMENTAL AGREEMENT**

The Company is optimistic about the growth and future performance of Gold Connection. 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 is in the best interest of the Group to acquire further interest in Gold Connection.

The Directors consider that the terms of the Supplemental Agreement are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATION**

The Further Acquisition, on a stand alone basis, does not constitute a notifiable transaction under Chapter 14 of the Listing Rules. The Further Acquisition and the Acquisition are aggregated as a single transaction as they involve the acquisition of an interest in one particular company pursuant to Rule 14.23 of the Listing Rules. Since each of the percentage ratios in respect of the Further Acquisition and the Acquisition is more than 5% but less than 25%, the transaction contemplated under the Acquisition Agreement (as amended and supplemented by the Supplemental Agreement) still constitutes a discloseable transaction under the Listing Rules.

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

Hong Kong, 11 December 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. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.*