



# JU TENG INTERNATIONAL HOLDINGS LIMITED

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

(Stock Code: 3336)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Ju Teng International Holdings Limited (“**Company**”) will be held at La Maison de l’ Orient-VIP room 6, 1/F, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on 26 February 2009 at 3 p.m. to consider, if though fit, passing the following resolutions as ordinary resolutions of the Company:

### ORDINARY RESOLUTIONS

1. “**THAT** the master sales agreement (“**New Wistron Master Sales Agreement**”) dated as of 31 December 2008 (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and entered into between Giant Glory International Limited and Wistron Corporation, the transactions contemplated thereby and the expected annual caps of HK\$2,878 million, HK\$3,455 million and HK\$4,150 million for each of the three years ending 31 December 2011, respectively, in respect of the transactions contemplated under the New Wistron Master Sales Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the New Wistron Master Sales Agreement or the transactions contemplated thereby.”
2. “**THAT** the master sales agreement (“**Compal Master Sales Agreement**”) dated 1 January 2009 (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) and entered into between Giant Glory International Limited, Compal Electronics, Inc. and three of its subsidiaries, the transactions contemplated thereby and the expected annual caps of HK\$1,498 million, HK\$2,168 million and HK\$2,824 million for each of the three years ending 31 December 2011, respectively, in respect of the transactions contemplated under the Compal Master Sales Agreement be and are hereby approved and that the directors of the Company be and are hereby authorised to take any action and sign any document (under seal, if necessary) as they consider necessary, desirable or expedient in connection with the Compal Master Sales Agreement or the transactions contemplated thereby.”
3. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 6 October 2005 (“**Share Option Scheme**”), representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to clause 8.2 of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company and its subsidiaries (“**Group**”) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Group (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Group) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
  - (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”
4. “**THAT** the rules of the share award plan of the Company (the “**Plan Rules**”) adopted by resolutions in writing of all the shareholders of the Company on 17 June 2005 be amended as follows:
- (a) by deleting the first sentence of paragraph 3.6(a) of the Plan Rules in its entirety and replacing it with the following:
 

“an Award or, as the case may be, any instruction of the Directors to the Trustee to acquire Shares may not be made after a price sensitive event has occurred or a price sensitive matter has been the subject of a decision until such price sensitive information has been published in accordance with the Listing Rules.”
  - (b) by deleting paragraph 4.3 of the Plan Rules in its entirety and replacing it with the following:
 

“4.3 The Directors shall procure that adequate funds are paid out of the Company’s resources to the Trustee to enable to Trustee to subscribe for or, as the case may be, purchase the appropriate number of Shares as referred to in paragraph 4.2 in order to satisfy the outstanding Awards from time to time made under this Plan or, as the case may be, to increase the number of Shares in the Shares Pool as decided by the Directors pursuant to paragraph 4.4, provided that the amount of funds to be allocated by the Company to the Trustee for the purpose of subscribing for or, as the case may be, purchasing any Shares pursuant to paragraphs 4.2 or 4.4 in any given financial year shall not exceed 5% of the consolidated profit before tax of the Company as shown in the audited financial statements of the immediate preceding year.”

- (c) by deleting the second sentence of paragraph 4.4 of the Plan Rules in its entirety and replacing it with the following:

“If the conditions referred to in paragraphs 4.2(a) and (b) are not satisfied or, in the event that the Directors shall at any time consider it appropriate to effect purchase of Shares on the Stock Exchange regardless of whether or not there is any outstanding Award or whether any Award has been made at the relevant time, the Directors shall notify and instruct the Trustee to effect the purchase of the appropriate number of Shares as referred to in paragraph 4.2(c) or such number of Shares as considered to be desirable by the Directors for the purpose of increasing the number of Shares in the Shares Pool and, subject to paragraphs 4.3 and 4.5, the Trustee shall within a period of ten (10) Business Days on which the Shares are traded (and not suspended from trading) on the Stock Exchange (or such longer period as may be agreed between the Directors and the Trustee in writing) after actual receipt of such instruction make the purchases from the Stock Exchange.”

- (d) by deleting the first sentence of paragraph 4.5 of the Plan Rules in its entirety and replacing it with the following:

“If any proposed subscription for or, as the case may be, purchase of Shares under paragraph 4.4 shall fall on any day on which the Directors are restricted from making any Award or giving any instruction as referred to in paragraph 3.6(a), the Trustee shall not effect the relevant subscription and/or purchase.”

- (e) by inserting the words “or, as the case may be, to increase the number of Shares in the Shares Pool as decided by the Directors pursuant to paragraph 4.4” immediately before the wordings “; and” in paragraph 4.6(a) of the Plan Rules; and
- (f) by deleting the words “a resolution of the Directors” in the first sentence of paragraph 10 of the Plan Rules and replacing it with “the prior sanction of a resolution of the shareholders of the Company in general meeting”.

By order of the Board of  
**Ju Teng International Holdings Limited**  
**Tsui Yung Kwok**  
*Company Secretary*

Hong Kong, 10 February 2009

*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 25 February 2009 to 26 February 2009 (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 4:30 p.m. on 24 February 2009.
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.

*As at the date of this announcement, the Board comprises six executive Directors, namely 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 three independent non-executive Directors, namely Mr. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.*