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JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

DISCLOSEABLE TRANSACTION FURTHER INVESTMENT IN A MAGNESIUM ALLOY CASING MANUFACTURER

Reference is made to the announcement of the Company dated 29 October 2008 and the Circular in relation to the subscription and acquisition of shares in Wah Yuen, and the Possible Further Acquisitions.

The Board is pleased to announce that the Group has reached agreement with the Vendors, being 49 existing minority shareholders of Wah Yuen, in respect of the Further Acquisition. On 6 May 2009, the Group entered into the Acquisition Agreements with each of the Vendors for the acquisition of an aggregate of 2,309,710 WY Shares (representing an aggregate interest of 2.115% in the issued share capital) of Wah Yuen.

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 October Transaction 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 October Transaction is more than 5% but less than 25%, the transactions contemplated under the Acquisition Agreements and the October Transaction still constitute discloseable transaction under Chapter 14 of the Listing Rules.

Reference is made to the announcement (“**October Announcement**”) of the Company dated 29 October 2008 in relation to the subscription and acquisition of shares in Wah Yuen and the Possible Further Acquisitions (as defined in the October Announcement).

THE ACQUISITION AGREEMENTS DATED 6 MAY 2009

Parties

Purchaser: Jiu De International Limited, a wholly-owned subsidiary of the Company.

Vendors: Bau-Guang Investment Limited, Fortune Investment Limited, Dragon Investment Limited, Eleganto International Limited, Totino Investment Limited and 44 individuals.

To the best of the Directors' knowledge, information and belief and having and made all reasonable enquiry, each of the Vendors and their ultimate beneficial owners are third parties independent of the Group and any of the Group's connected persons. Bau-Guang Investment Limited, Fortune Investment Limited, Dragon Investment Limited, Eleganto International Limited, Totino Investment Limited are investment holding companies.

Assets to be acquired

2,309,710 WY Shares.

Consideration

The aggregate consideration for the Further Acquisition is US\$3,002,623, which will be fully settled by the Group in cash upon completion of the Acquisition Agreements.

The consideration for the Further Acquisition was determined after arm-length's negotiations between the Group and each of the Vendors with reference to the cost of investment in Wah Yuen by the Vendors.

The consideration will be settled by the internal resources of the Group.

Completion of the Further Acquisition and conditions precedent

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

- (i) the respective parties (which are corporations) under the Acquisition Agreements having obtained all necessary approval from their respective board of directors and/or shareholders with respect to the Acquisition Agreements in accordance with the relevant laws and regulations and their respective articles of association;
- (ii) the obtaining of all relevant consent, waiver and/or approvals from all relevant government and authorities of the transactions contemplated under the Acquisition Agreements; and
- (iii) none of the warranties and representations contained in the Acquisition Agreements having been breached in any material respect.

If any of the conditions set out above has not been satisfied on or before 30 June 2009 or such later date as the parties may agree, the Acquisition Agreements shall cease and determine. Save as aforesaid and without prejudice to parties' rights in respect of any antecedent breach of the terms of the Acquisition Agreements, none of the parties shall have any obligations and liabilities towards each other.

Completion of the Acquisition Agreements will take place on the fifth business day after the fulfillment (or, as the case may be, waiver) of all of the above conditions. As at the date of this announcement, all of these conditions have not been fulfilled and it is expected that completion of the Acquisition Agreements will take place on or before 30 June 2009.

CHANGE IN SHAREHOLDING UPON THE FURTHER ACQUISITION

As disclosed in the October Announcement, Compal had undertaken to the Group that it would use its best endeavours to prepare certain minority shareholders of Wah Yuen to offer to sell an aggregate of 4,624,394 WY Shares to Compal and the Group, and each of Compal and the Group would acquire not more than 50% of these WY Shares from these minority shareholders. For this purpose, the Compal Group has also entered into the Compal Acquisition Agreements with 10 minority shareholders in relation to the acquisition of an aggregate 2,309,770 WY Shares. It is expected that completion of the Compal Acquisition Agreements will take place simultaneously with the completion of the Acquisition Agreements.

Set out below is a table showing the changes in the number and percentage of WY Shares held by the Group, the Compal Group and other shareholders (i) as at the date of this announcement; and (ii) upon completion of the Acquisition Agreements and the Compal Acquisition Agreements:

	Number (percentage) of WY Shares	
	As at the date of this announcement	Upon completion of all of the Acquisition Agreements and the Compal Acquisition Agreements
The Group	58,371,903 (53.4%)	60,681,613 (55.56%)
The Compal Group	34,417,749 (31.5%)	36,727,519 (33.62%)
Other shareholders	16,434,759 (15.1%)	11,815,279 (10.82%)
Total	<u>109,224,411 (100%)</u>	<u>109,224,411 (100%)</u>

INFORMATION ON WAH YUEN

Wah Yuen is a private company incorporated in Republic of Mauritius on 4 May 2006 with limited liability. As at the date of this announcement, 109,224,411 WY Shares have been issued and were beneficially owned as to approximately 53.4% by the Group, 31.5% by the Compal Group and approximately 15.1% by 66 other individual and corporate shareholders who are independent of the Group and its connected persons.

Wah Yuen, together with its subsidiaries, are principally engaged in the design, development, manufacture and sale of magnesium alloy casing for notebook computers. Based on the audited consolidated accounts of Wah Yuen which have been prepared in accordance with generally accepted accounting principles in Taiwan, the consolidated net asset value of Wah Yuen was approximately US\$58,033,000 as at 31 December 2008. For the year ended 31 December 2008, the consolidated net loss before taxation and extraordinary items of Wah Yuen amounted to US\$4,415,000 and the consolidated net loss after taxation and extraordinary items of Wah Yuen amounted to US\$4,350,000. For the year ended 31 December 2007, the consolidated net loss before and after taxation and extraordinary items of Wah Yuen amounted to US\$8,286,000.

REASONS FOR AND BENEFITS OF THE FURTHER ACQUISITION

The Group has been principally engaged in the manufacturing and sale of notebook computer casings, parts and other related materials. Wah Yuen, together with its subsidiaries, are principally engaged in the design, development, manufacture and sale of magnesium alloy casing for notebook computers.

As at the date of this announcement, approximately 15.1% of the entire issued share capital of Wah Yuen is spread in the hands of 66 individual and corporate shareholders. The Directors believe that by consolidating these minority interests, the operational and management efficiency of Wah Yuen and its subsidiaries could be enhanced. Further, as magnesium notebook computer casing has a higher gross margin compared to the plastic casing, the Group is optimistic about the growth and future performance of Wah Yuen, therefore, the Board considers it appropriate to acquire further interest in Wah Yuen.

The Directors (including the independent non-executive Directors) consider that the terms of the Acquisition Agreements are on normal commercial terms which are fair and reasonable and in the interests 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 October Transaction 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 October Transaction is more than 5% but less than 25%, the transactions contemplated under the Acquisition Agreements and the October Transaction still constitute discloseable transaction under the Listing Rules.

DEFINITIONS

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

“Acquisition Agreements”	sale and purchase agreements entered into between the Group and each of the Vendors on 6 May 2009 in connection with the Further Acquisition
“Board”	board of Directors
“Compal”	Compal Electronics, Inc., a company incorporated under the laws of Taiwan
“Compal Acquisition Agreements”	sale and purchase agreements entered into between the Compal Group and certain minority shareholders of Wah Yuen in connection with the acquisition of an aggregate 2,309,770 WY Shares
“Compal Group”	collectively, Compal and its subsidiaries from time to time
“Company”	Ju Teng International Holdings Limited, a company incorporated in the 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

“Directors”	the directors of the Company
“Further Acquisition”	the acquisition of an aggregate of 2,309,710 WY Shares by the Group from the Vendors pursuant to the Acquisition Agreements
“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
“October Transaction”	the subscription and acquisition of WY Shares pursuant to (i) the subscription agreement entered into between the Company and Wah Yuen on 28 October 2008; and (ii) the sale and purchase agreement entered into between the Company and Compal on 28 October 2008, brief details of which are contained in the October Announcement
“PRC”	the People’s Republic of China
“Shareholder(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”	Bau-Guang Investment Limited, Fortune Investment Limited, Dragon Investment Limited, Eleganto International Limited, Totino Investment Limited and 44 individuals
“Wah Yuen”	Wah Yuen Technology Holding Limited, a company incorporated in the Republic of Mauritius with limited liability
“WY Shares”	the ordinary shares of Wah Yuen
“%”	per cent.

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

Hong Kong, 7 May 2009

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.