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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**

**INVESTMENT AGREEMENT IN RELATION TO  
ESTABLISHMENT OF A WHOLLY-OWNED SUBSIDIARY AND  
ACQUISITION OF LAND USE RIGHT OF PROJECT SITE**

On 15 May 2013, the Company entered into the Investment Agreement with, among others, Chongqing Hi-Tech Industrial Committee for the purpose of the establishment, development and operation of the Production Plant for manufacturing of casings with plastic, metal and composite materials for notebook computers, tablet computers and other portable devices in the Industrial Park in Chongqing City, the PRC. Pursuant to the Investment Agreement, the Company shall establish the Project Company to acquire the land use right of the Project Site located at the Industrial Park through public tendering and to construct and operate the Production Plant and the Project and Chongqing High-Tech Industrial Committee shall assist the Company in obtaining the land use right certificates of the Project Site and the relevant governmental approval for establishment of the Project Company and construction of the Production Plant.

As the relevant applicable percentage ratio is more than 5% but less than 25%, the transaction contemplated under the Investment Agreement constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules.

**INTRODUCTION**

The Board announces that on 15 May 2013, the Company entered into the Investment Agreement with, among others, Chongqing Hi-Tech Industrial Committee for the purpose of the establishment, development and operation of the Production Plant for manufacturing of casings with plastic, metal and composite materials for notebook computers, tablet computers and other portable devices in the Industrial Park in Chongqing City, the PRC. Pursuant to the Investment Agreement, the Company shall establish the Project Company to acquire the land use right of the Project Site located at the Industrial Park through public tendering and to construct and operate the Production Plant and the Project and Chongqing High-Tech Industrial Committee shall assist the Company in obtaining the land use right certificates of the Project Site and the relevant governmental approval for establishment of the Project Company and construction of the Production Plant.

## **THE INVESTMENT AGREEMENT DATED 15 MAY 2013**

### **Parties**

- (i) the Company;
- (ii) Chongqing Hi-Tech Industrial Committee; and
- (iii) Chongqing Economic and Information Technology Commission.

The Directors confirmed that, to the best of their knowledge, information and belief, having made all reasonable enquiry, Chongqing Hi-Tech Industrial Committee, Chongqing Economic and Information Technology Commission and their respective ultimate beneficial owners are third parties independent of the Group and its connected persons.

### **Establishment of the Project Company**

The Company shall establish the Project Company in the Industrial Park for the construction and operation of the Production Plant and the Project. Pursuant to the Investment Agreement, the Project Company shall have registered capital of US\$120 million (equivalent to approximately HK\$931.4 million).

### **Acquisition of the land use right of the Project Site**

Within 15 days after the establishment of the Project Company, the Company shall procure the Project Company to pay a sum of RMB2 million (equivalent to approximately HK\$2.5 million) to Chongqing Hi-Tech Industrial Committee, being the deposit of the Consideration, which shall be used by the Project Company for the purpose of the acquisition of the land use right of the Project Site.

Subject to the successful acquisition of the land use right of the Project Site by the Project Company through public tendering, full payment of the Consideration and applicable tax thereafter and the entering into of the relevant transfer of land use right agreement(s), Chongqing Hi-Tech Industrial Committee shall procure the transfer of the land use right of the Project Site to the Project Company on or before 30 October 2013.

The land use right of the Project Site shall be for a term of 50 years commencing from the date of transfer of land use right of the Project Site.

### **Consideration**

The sum of Consideration payable by the Project Company for the acquisition of the land use right of the Project Site shall be approximately RMB281.6 million (equivalent to approximately HK\$355.6 million). The Consideration shall be payable in cash before the completion of the transfer of land use right pursuant to the relevant transfer of land use right agreement(s). The Consideration was calculated based on the estimated bidding price of land use right of the Project Site of RMB256,000 (equivalent to approximately HK\$323,000) per mu, which was determined based on the location and potential value of the Project Site.

## **Implementation of the Investment Agreement**

Under the Investment Agreement, Chongqing Economic and Information Technology Commission shall be responsible for the monitoring of the implementation of the Investment Agreement by Chongqing Hi-Tech Industrial Committee and the Company.

### **INFORMATION ON THE PARTIES**

The Group is principally engaged in the manufacturing and sale of notebook computer casings, parts and other related materials.

Chongqing Hi-Tech Industrial Committee is a governmental authority established by the Chongqing City government of the PRC which is responsible for managing and promoting business and investment activities in Chongqing Hi-Tech Industrial Development Zone in Chongqing City, the PRC.

Chongqing Economic and Information Technology Commission is a governmental authority established by the Chongqing City government of the PRC which is responsible for the collection and/or analysis of statistics for and monitor of the development of economy and information technology in Chongqing City, the PRC.

### **REASONS FOR AND BENEFITS OF ENTERING INTO THE INVESTMENT AGREEMENT**

The Directors consider that the entering into of the Investment Agreement and establishing the Production Plant at the Project Site are beneficial to the Group for the following reasons:

- (i) construction of the Production Plant, which can manufacture casings with (among other materials) metal can increase the production capacity of metal casings of the Group which currently has a relatively lower production capacity; and
- (ii) as the majority of the existing customers of the Group have production base in Sichuan Province, the PRC, transportation time and costs of delivering products of the Group from the Production Plant at the Project Site, which is located at Chongqing City, the PRC to these customers can be reduced.

In addition, the Project Company will be able to enjoy certain subsidy policies of the PRC government.

The Directors (including the independent non-executive Directors) believe that the terms of the Investment Agreement are fair and reasonable and are in the interests of the Group and Shareholders as a whole.

### **LISTING RULES IMPLICATION**

As the relevant applicable percentage ratio is more than 5% but less than 25%, the transaction contemplated under the Investment Agreement constitutes a discloseable transaction of the Company under Rule 14.06 of the Listing Rules.

## DEFINITIONS

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

“Board”	the board of Directors
“Company”	Ju Teng International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Chongqing Economic and Information Technology Commission”	重慶市經濟和信息化委員會(Chongqing Economic and Information Technology Commission*)
“Chongqing Hi-Tech Industrial Committee”	重慶高新技術產業開發區管理委員會(Chongqing Hi-Tech Industrial Development Zone Management Committee*)
“Consideration”	approximately RMB281.6 million (equivalent to approximately HK\$355.6 million), being the estimated bidding price payable by the Project Company for the acquisition of the land use right of the Project Site through public tendering
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Industrial Park”	Chongqing Jinfeng Electronic Information Industrial Park (重慶金鳳電子信息產業園) located at Chongqing Hi-Tech Industrial Development Zone (重慶高新技術產業開發區) in Chongqing City, the PRC
“Investment Agreement”	the investment agreement dated 15 May 2013 entered into between Chongqing High-Tech Industrial Committee, the Company and Chongqing Economic and Information Technology Commission in relation to the Project
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“mu”	畝 (mu), a unit of area which is equivalent to approximately 667 square metres
“PRC”	the People’s Republic of China
“Production Plant”	an integrated production plant for manufacturing of casings with plastic, metal and composite materials for notebook computers, tablet computers and other portable devices to be constructed on the Project Site with a total gross floor area of approximately 750,000 square metres pursuant to the Investment Agreement

“Project”	the establishment, development and operation of the Production Plant as contemplated under the Investment Agreement
“Project Company”	a wholly foreign-owned enterprise to be established and indirectly wholly-owned by the Company in the Industrial Park for the purpose of construction and operation of the Production Plant and the Project
“Project Site”	parcels of land located at the Industrial Park with a total area of approximately 1,100 mu
“RMB”	Renminbi, the lawful currency of the PRC
“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
“%”	per cent.

\* *the English translation of the Chinese name is for information purposes only, and should not be regarded as the official English translation of such name.*

*For the purpose of this announcement, the exchange rate of RMB1.00 = HK\$1.2627 has been used for currency conversions. This is for the purpose of illustration only and does not constitute a representation that any amounts in HK\$ and RMB have been, could have been or may be converted at such rate or any other exchange rate.*

*For the purpose of this announcement, the exchange rate of US\$1.00 = HK\$7.7617 has been used for currency conversions. This is for the purpose of illustration only and does not constitute a representation that any amounts in HK\$ and US\$ have been, could have been or may be converted at such rate or any other exchange rate.*

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

Hong Kong, 16 May 2013

*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.*