

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information only and does not constitute an invitation or offer to shareholders or any other persons to acquire, purchase or subscribe for securities of the Company.*



**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)

## **PROPOSED BONUS ISSUE OF WARRANTS**

### **Proposed Bonus Issue of Warrants**

The Board proposed, the Bonus Issue of Warrants on the basis of one (1) Warrant for every eight (8) Shares held on the Record Date.

Each Warrant will entitle the holder thereof to subscribe in cash for one (1) Warrant Share at an initial Subscription Price of HK\$4.6, subject to adjustment, at any time during the period commencing from the date of the first issue of the Warrants, which is expected to be on Wednesday, 15 April 2015, to the date falling eighteen (18) months of the date of first issue of the Warrants, which is expected to be on Friday, 14 October 2016 (both days inclusive).

### **Record Date and closure of Register of Members**

For the purpose of determining members who are qualified for the proposed Bonus Issue of Warrants, the register of members of the Company will be closed from Wednesday, 8 April 2015 to Thursday, 9 April 2015 (both days inclusive), during which no transfer of Shares will be effected. The last day for dealing in Shares on a cum-entitlement basis for the Bonus Issue of Warrants will be Tuesday, 31 March 2015.

### **General**

The Bonus Issue of Warrants is conditional upon the Listing Committee of the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the Warrants and the Warrant Shares which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants.

A circular containing, amongst other things, further details of the Bonus Issue of Warrants will be despatched to the Shareholders as soon as practicable.

## **PROPOSED BONUS ISSUE OF WARRANTS**

### **Basis of Bonus Issue of Warrants**

The Board proposed, subject to the satisfaction of the condition below, the Bonus Issue of Warrants to the Qualified Shareholders whose names appear on the register of members of the Company on the Record Date on the basis of one (1) Warrant for every eight (8) Shares held. The Warrants will be issued in registered form. The Warrants to be issued in relation to the Bonus Issue of Warrants will only be issued to the Qualified Shareholders.

### **Conditions**

The Bonus Issue of Warrants is conditional upon the Listing Committee of the Hong Kong Stock Exchange granting listing of, and permission to deal in, the Warrants and the Warrant Shares which may fall to be issued upon the exercise of the subscription rights attaching to the Warrants.

## **PRINCIPAL TERMS OF THE WARRANTS**

### **Number of Warrants and Warrant Shares issuable**

Each Warrant will entitle its holder to subscribe for one (1) Warrant Share. As at the date of this announcement, the Company has a total of 1,151,632,000 Shares in issue. Assuming there is no further issue or repurchase of the Shares from the date of this announcement up to and including the Record Date, upon the full exercise of the subscription rights attached to the Warrants, an aggregate of 143,954,000 Warrant Shares will be issued, which represents 12.5% of the existing issued share capital of the Company and approximately 11.11% of the issued share capital as enlarged by the issue of the Warrant Shares.

Pursuant to Rule 15.02(1) of the Listing Rules, the Warrant Shares to be issued upon exercise of the Warrants must not, when aggregated with all other equity securities which remain to be issued on exercise of any other subscription rights, if all such rights were immediately exercised, whether or not such exercise is permissible, exceed 20% of the issued share capital of the Company at the time the Warrants are issued. Options granted under employee or executive share schemes which comply with Chapter 17 of the Listing Rules are excluded for the purpose of such limit.

As at the date of this announcement, saved for the outstanding share options granted under the Company's share option scheme adopted on 6 October 2005 which complies with Chapter 17 of the Listing Rules, the Company has no options, warrants or other equity securities with similar rights to subscribe or purchase equity securities of the Company with subscription rights outstanding and not yet exercised.

## **Subscription Price**

The initial Subscription Price of HK\$4.6 per Warrant Share in cash (subject to adjustment) represents:

- (i) a discount of approximately 3.77% to the closing price of HK\$4.78 per Share as quoted on the Hong Kong Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 3.36% to the average of the closing prices of approximately HK\$4.76 per Share as quoted on the Hong Kong Stock Exchange for the last five consecutive trading days immediately preceding and including the Last Trading Day.

The Subscription Price for the Warrants was determined with reference to the market price of the Shares. The Directors consider the terms of the Bonus Issue of Warrants, including the Subscription Price thereof, to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Subscription period**

The Warrants will be exercisable at any time during a period commencing from the date of first issue of the Warrants, which is expected to be on Wednesday, 15 April 2015, up to the date falling eighteen (18) months of the date of first issue of the Warrants, which is expected to be on Friday, 14 October 2016 (both days inclusive).

## **Listing application**

The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the Warrants and the Warrant Shares. The Warrant Shares will rank pari passu in all respects with the then existing issued Shares.

Application will also be made to HKSCC for the admission of the Warrants into the CCASS.

Save for the 129,502,000 units of TDR (or equivalent to 129,502,000 Shares) listed on the Taiwan Stock Exchange as at date of this announcement, none of the securities of the Company are listed or dealt in on any other stock exchange other than the Hong Kong Stock Exchange and no such listing or permission to deal in is proposed to be sought. No application for the listing of the Warrants will be made in Taiwan.

## **Status of the Warrants and the Warrant Shares**

Other than the right to subscribe for Warrant Shares, holders of Warrants will not be entitled to dividends or to participate in the distribution and/or any offers of further securities which may be made by the Company nor will they have any right to attend or vote at any meeting of the Company by virtue of them being the holders of the Warrants. Warrant Shares which are allotted and issued on the exercise of the subscription rights attaching to the Warrants will rank pari passu in all respects with the then Shares in issue on the date of such allotment and issue and accordingly shall entitle the holders to participate in all dividends or other distributions paid or made thereafter other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the date of such allotment and issue and notice of the amount and record date for which shall have been given to the Hong Kong Stock Exchange prior to the date of such allotment and issue.

## **Rights of the TDR holders**

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the distribution of the Warrants by the Company and the issue of Warrant Shares and the issue of the corresponding TDRs upon the requests of TDR holders for the exercise of the Warrants will become effective without any prior filing or registration of the circular of the Company containing, amongst other things, further details of the Bonus Issue of Warrants to be despatched to the Shareholders as soon as practicable after the date of this announcement with, nor any prior reporting to, the Financial Supervisory Commission of Taiwan. Accordingly, upon satisfaction of the conditions of the Bonus Issue of Warrants, the Company could issue the Warrants to the TDR holders in accordance with the applicable laws of Taiwan and the TDR depository agreement entered into between the Company the Depository Bank.

Pursuant to the requirements of the TDR depository agreement entered into between the Company and the Depository Bank, upon receipt of the Warrants, the Depository Bank will distribute the same to the TDR holders in proportion to the depository shares represented by the TDR held by them as at the record date to be fixed by the Depository Bank in accordance with such mechanism as it considers appropriate and in compliance with the applicable laws. As such, the TDR holders will also receive the Warrants certificates through the Depository Bank and will be able to subscribe for the Warrant Shares or dispose of their Warrants through the Depository Bank in accordance with the mechanism for distribution and exercise of the Warrants. In the event that any TDR holder opts to exercise his/her/its rights to subscribe for the Warrant Shares upon receiving the Warrants certificates through the Depository Bank, he/she/it may request the Depository Bank to exercise the Warrants on his/her/its behalf and request the Company to issue such Warrant Shares and deposit such Warrant Shares at the Depository Bank, which shall then issue to the TDR holders such corresponding number of additional TDRs which shall rank pari passu with all the existing TDRs. In the event that any TDR holder opts to dispose any Warrants upon receiving the Warrants certificates through the Depository Bank, he/she/it may request the Depository Bank to dispose the Warrants on his/her/its behalf and collect the proceeds from the Depository Bank.

Detailed mechanism for distribution, exercise and disposal of the Warrants will be announced in Taiwan by the Company in due course in accordance with the applicable rules and regulations in Taiwan.

### **Transferability of the Warrants**

The Warrants shall be transferable in integral multiples of HK\$4.6 by an instrument of transfer in any usual or common form or such other form as may be approved by the Directors or, where the transferor and/or the transferee is HKSCC Nominees Limited, by an instrument of transfer executed under hand by authorised person(s) or by machine imprinted signature(s).

### **Book closure for entitlement to Bonus Issue of Warrants**

For the purpose of determining members who are qualified for the proposed Bonus Issue of Warrants, the register of members of the Company will be closed from Wednesday, 8 April 2015 to Thursday, 9 April 2015, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the proposed Bonus Issue of Warrant, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Share Registrar at the Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Thursday, 2 April 2015 for registration.

### **Fractional entitlements to the Warrants**

Fractional entitlements to the Warrants (if any) will not be issued to any Shareholder and will be disregarded.

### **Overseas Shareholders**

As at the date of this announcement, there were certain Shareholders whose address(es) as shown on the register of members of the Company were outside Hong Kong.

If on the Record Date, the register of members of the Company reveals there are Overseas Shareholders, an enquiry will be made by the Board pursuant to Rule 13.36(2)(a) of the Listing Rules regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange. If, upon enquiry, the Directors consider that the issue of the Warrants to such Overseas Shareholders (if any), would or might, in the absence of compliance with registration or other special formalities in such other territories, be unlawful or impracticable, no issue of Warrants will be made to such Overseas Shareholders. However, arrangements will be made for the Warrants which would otherwise have been issued to the Overseas Shareholders to be sold in the market as soon as practicable after dealings commence, if a premium, net of expenses, can be obtained. Any net proceeds of such sale for each Overseas Shareholder, after deduction of expenses, of HK\$100 or more will be distributed in Hong Kong dollars to the relevant Overseas Shareholders, by post at his/her/its own risk, unless the amount falling to be distributed to any such person is less than HK\$100 in which case it will be retained for the benefit of the Company.

## **GENERAL MANDATE TO ISSUE THE WARRANT SHARES**

The Warrant Shares will be allotted and issued pursuant to the General Mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 14 May 2014. Under the General Mandate, the Company was authorised to issue up to 233,473,200 Shares, being 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the annual general meeting. As at the date of this announcement, no Shares have been allotted and issued under the General Mandate. Under Rule 15.02 of the Listing Rules, as the Warrant Shares will be allotted and issued pursuant to the General Mandate, the issue of the Warrants and the Warrant Shares upon the exercise of the Warrants are not subject to Shareholders' approval.

## **REASONS FOR THE BONUS ISSUE OF WARRANTS AND USE OF PROCEEDS**

The Board believes that the Bonus Issue of Warrants will provide Shareholders with an opportunity to participate in the growth of the Company. The Bonus Issue of Warrants will also strengthen the equity base of the Company and increase the Company's working capital if and when the subscription rights attaching to the Warrants are exercised. The Board believes that the Bonus Issue of Warrants is beneficial to and in the interests of the Company and the Shareholders as a whole.

On the basis of the maximum number of Warrants to be issued and based on the Subscription Price per Warrant Share, gross proceeds of approximately HK\$662.19 million will be raised upon full exercise of the subscription rights attached to the Warrants. Based on the estimated expenses of approximately HK\$0.5 million, the net proceeds of the Bonus Issue of Warrants is estimated to be approximately HK\$661.69 million. It is intended that the net proceeds will be used for the Group's future business development and general working capital of the Group depending on its business needs at the relevant time. Based on the estimated amount of net proceeds and the maximum number of Warrants to be issued under the Bonus Issue of Warrants, the net price per Warrant Share is approximately HK\$4.6.

## **FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS**

In the past 12 months immediately preceding the date of this announcement, the Company did not engage in any fund-raising activity.

## **EXPECTED TIMETABLE FOR THE BONUS ISSUE OF WARRANTS**

Set out below is the expected timetable for the Bonus Issue of Warrants.

	2015
Last day of dealing in the Shares on a cum-entitlement basis for the Bonus Issue of Warrants	Tuesday, 31 March
First day of dealings in Shares on an ex-entitlements basis for the Bonus Issue of Warrants	Wednesday, 1 April
Latest time for lodging forms of transfers of Shares for registration in order to qualify for the Bonus Issue of Warrants	4:30 p.m. on Thursday, 2 April
Closure of register of members (both days inclusive)	From Wednesday, 8 April to Thursday, 9 April
Record Date for determining entitlements to Warrants	Thursday, 9 April
Despatch of Certificates for the Warrants	Wednesday, 15 April
Commencement of dealing in the Warrants on the Hong Kong Stock Exchange	9:00 a.m., Thursday, 16 April

All times stated in this announcement refer to Hong Kong times. Dates stated in this announcement for events in the timetable are indicative only and may be extended or varied. In the event of any subsequent changes to the expected timetable, the Company will make announcement in the manner in accordance with the Listing Rules.

### **GENERAL**

The circular containing, among other things, further details of the Bonus Issue of Warrants will be dispatched to the Shareholders as soon as practicable.

## DEFINITIONS

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

“Board”	the board of Directors
“Bonus Issue of Warrants”	the proposed conditional bonus issue of Warrants by the Company to the Qualified Shareholders whose names appear on the register of members of the Company on the Record Date, on the basis of one (1) Warrant for every eight (8) Shares held on the Record Date
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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 Hong Kong Stock Exchange
“Depository Bank”	Yuanta Commercial Bank Co., Ltd., the depository bank of the TDR
“Director(s)”	director(s) of the Company
“Excluded Shareholders”	Overseas Shareholders to whom the Directors, having made enquiries regarding the legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction, consider it necessary or expedient not to offer the Warrants on account either of legal restrictions under the laws of the relevant jurisdiction or the requirements of the relevant regulatory body or stock exchange in that jurisdiction
“General Mandate”	a general and unconditional mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the annual general meeting of the Company held on 14 May 2014
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited



“HKSCC”	Hong Kong Securities Clearing Company Limited
“Last Trading Day”	Monday, 16 March 2015, being the last trading day of the Shares prior to the date of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Overseas Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date and whose addresses as shown on such register are outside Hong Kong
“Qualified Shareholders”	the Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	the record date for determining entitlements to the Bonus Issue of Warrants, which is expected to be Thursday, 9 April 2015
“Share Registrar”	the Hong Kong branch share registrar and transfer office of the Company, being Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Subscription Price”	an initial exercise price of HK\$4.6 per Warrant Share (subject to adjustment) at which holder(s) of the Warrants may subscribe for the Warrant Shares
“Taiwan Stock Exchange”	Taiwan Stock Exchange Corporation
“TDR”	the Taiwan depository receipts, each unit of which representing one Share, issued by Yuanta Commercial Bank Co., Ltd. and listed on the Taiwan Stock Exchange
“Warrant(s)”	warrant(s) to be constituted by an instrument by way of deed poll to be executed by the Company and to be issued by the Company entitling the holders thereof to subscribe for an aggregate of up to 143,954,000 Warrant Shares at the Subscription Price at any time during a period commencing from the date of first issue of the Warrants up to the date falling eighteen (18) months of the date of first issue of the Warrants, both days inclusive

“Warrant Share(s)” up to 143,954,000 new Shares to be issued by the Company upon the full exercise of the subscription rights attached to the Warrants

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

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

Hong Kong, 17 March 2015

*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.*

*This announcement is made in English and Chinese. In case of any inconsistency, the English version shall prevail.*