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JU TENG INTERNATIONAL HOLDINGS LIMITED
巨騰國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**PROPOSED OFFERING AND LISTING OF THE TAIWAN DEPOSITARY
RECEIPTS ON THE TAIWAN STOCK EXCHANGE**

Reference is made to the announcement of the Company dated 10 October 2008 in relation to the application to the Taiwan Stock Exchange and the Taiwan Central Bank and the anticipated application to the Taiwan Securities and Futures Bureau by the Company for the offering and listing of TDR, representing not more than 100 million New Shares to be issued by the Company, on the Taiwan Stock Exchange.

The Company is pleased to announce that on 12 May 2009, the Company has launched its public offering of 100 million units of TDR in Taiwan. The public offering shall comprise of (a) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan; (b) an offer of an aggregate of 10 million units of TDR for subscription by Yuanta Securities Co., Ltd., Fubon Securities Co., Ltd. and Grand Cathay Securities Corporation, being the underwriters to the TDR Issue; (c) an offer of an aggregate of 10 million units of TDR for application for subscription by the public in Taiwan during the period commencing from and including 13 May 2009 and ending 15 May 2009; and (d) an offer of an aggregate of 79,999,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process during the period commencing from and including 12 May 2009 and ending 15 May 2009. The 100 million units of TDR will be offered for subscription by the public and selected institutional and individual investors in Taiwan and none of the TDR will be offered to the general public in Hong Kong nor will they be offered to any connected persons of the Group.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered between the Company and its underwriters on 15 May 2009, the Company will allot and issue 100 million Shares, which are expected to be allotted and issued by the Company pursuant to the General Mandate, to and on account of the depositary bank in Taiwan at the Offer Price for the purpose of issuing the 100 million TDR. Further announcement will be made by the Company in accordance with Rule 13.28 of the Listing Rules after the Company enters into the underwriting agreement with the underwriters.

The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange, and the TDR Issue has been approved by the Taiwan Securities and Futures Bureau. The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange. No application will be made by the Company for the listing of the TDR on the Hong Kong Stock Exchange.

The Board intends to use the net proceeds from the TDR Issue for the establishment of a subsidiary of the Company in Zhenjiang, Jiangsu, the PRC and repayment of certain existing loan facilities of the Group. The Offer Price and the expected net proceeds from the TDR Issue have not been fixed as at the date of this announcement.

The Company will update the Shareholders and potential investors of the Company in respect of material developments on the TDR Issue. **Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

THE TDR ISSUE

This announcement is made pursuant to Rule 13.09 of the Listing Rules.

Reference is made to the announcement of the Company dated 10 October 2008 in relation to the application to the Taiwan Stock Exchange and the Taiwan Central Bank and the anticipated application to the Taiwan Securities and Futures Bureau by the Company for the offering and listing of TDR, representing not more than 100 million New Shares to be issued by the Company, on the Taiwan Stock Exchange.

The application for the offering and listing of the TDR on the Taiwan Stock Exchange has been approved by the Taiwan Stock Exchange and the Taiwan Central Bank on 21 October 2008 and 24 October 2008, respectively. Application to the Taiwan Securities and Futures Bureau was made on 17 November 2008 and the approval thereof was obtained on 4 December 2008 and was extended for a further term of three months until 5 June 2009 by the Taiwan Securities and Futures Bureau on 27 February 2009.

The Company is pleased to announce that on 12 May 2009, the Company has launched its public offering of 100 million units of TDR in Taiwan, the offer structure of which is set out in the section “Structure of the TDR Issue” below.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered between the Company and its underwriters on 15 May 2009, the Company will allot and issue 100 million Shares, which are expected to be allotted and issued by the Company pursuant to the General Mandate, to and on account of the depositary bank in Taiwan at the Offer Price for the purpose of issuing the 100 million TDR.

STRUCTURE OF THE TDR ISSUE

The structure of the TDR Issue is as follows:

Type of securities to be issued : TDR, to be issued by Yuanta Commercial Bank acting as the depositary bank in Taiwan evidencing the entitlement of the holders of TDR to the Shares that are held in custody by a custodian bank.

Number of TDR to be issued : 100 million units of TDR, each representing one ordinary Share.

Number of Shares to which the TDR Issue relates : 100 million New Shares which are expected to be allotted and issued by the Company pursuant to the General Mandate.

The 100 million New Shares represent (i) 10% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 9.1% of the enlarged issued share capital of the Company following the issue of the 100 million New Shares under the TDR Issue.

Structure of the offering of the TDR Issue : The public offering of the TDR shall comprise of:

- (i) an offer of 1,000 units of TDR for subscription by Securities and Futures Investors Protection Center (證券投資人及期貨交易人保護中心) pursuant to the applicable securities laws in Taiwan;
- (ii) an offer of an aggregate of 10 million units of TDR for subscription by Yuanta Securities Co., Ltd., Fubon Securities Co., Ltd. and Grand Cathay Securities Corporation, being the underwriters to the TDR Issue;
- (iii) an offer of an aggregate of 10 million units of TDR for application for subscription by the public in Taiwan; and
- (iv) an offer of an aggregate of 79,999,000 units of TDR for subscription by selected institutional and individual investors in Taiwan through book building process.

Subject to the determination of the Offer Price and the signing of an underwriting agreement in connection with the TDR Issue to be entered into between the Company and its underwriters on 15 May 2009, it is expected the above offering of the TDR will be fully underwritten by the underwriters under the underwriting agreement.

In the event of over-subscription for the TDR, a ballot will be conducted on 19 May 2009 to determine the successful applicants and the number of units of TDR allocated thereto.

None of the TDR will be offered to the general public in Hong Kong nor will they be offered to any connected persons of the Group.

Offer Price : The final Offer Price is expected to be determined by agreement in writing between the Company and Yuanta Securities Co., Ltd., the lead manager for the TDR Issue, on 15 May 2009 and to be determined with reference to the demand from institutional and selected investors during the book building process. The initial price range of the Offer Price is between NT\$14.25 to NT\$19 per unit of TDR, equivalent to approximately HK\$3.34 to HK\$4.46 per unit of TDR.

Ranking of Shares : The New Shares will *rank pari passu* in all respects with the Shares then in issue on the date of issue of the New Shares, which is expected to take place on 22 May 2009.

Successful applicants of the TDR will not be entitled to the proposed final dividend of HK\$0.05 per Share in respect of the financial year ended 31 December 2008 which is subject to approval by Shareholders at the annual general meeting of the Company to be held on 21 May 2009.

Use of proceeds : The Board intends to use the net proceeds from the TDR Issue for the establishment of a subsidiary of the Company in Zhenjiang, Jiangsu, the PRC and repayment of certain existing loan facilities of the Group. The Offer Price and the expected net proceeds from the TDR Issue have not been fixed as at the date of this announcement.

Listing : The Taiwan Stock Exchange and the Taiwan Central Bank have granted the permission for the listing of the TDR on the Taiwan Stock Exchange, and the TDR Issue has been approved by the Taiwan Securities and Futures Bureau.

The Company will apply to the Listing Committee of the Hong Kong Stock Exchange for the listing of, and permission to deal in, the New Shares on the Hong Kong Stock Exchange. No application will be made by the Company for the listing of the TDR on the Hong Kong Stock Exchange.

EXPECTED TIMETABLE

The expected timetable for the TDR Issue is as follows:

| Events | 2009 |
|---|---|
| Commencement of the book building process in Taiwan..... | Tuesday, 12 May |
| Commencement of offer for application for subscription by the public in Taiwan on..... | Wednesday, 13 May |
| Closing of the application by the public in Taiwan and the book building process in Taiwan on..... | Friday, 15 May |
| Determination of the Offer Price and signing of the underwriting Agreement at or after | 4:00 p.m. (Hong Kong time) on Friday, 15 May |
| Listing and dealing in the TDR on the Taiwan Stock Exchange to commence at | 9:00 a.m. (Taiwan time) on Monday, 25 May |

REASONS FOR AND BENEFITS OF THE TDR ISSUE

The Group has been principally engaged in the manufacturing and sale of notebook computer casings, parts and other related materials. The products of the Group also include casings for LCD personal computers, digital cameras and LCD televisions.

The Directors consider that the issue of the New Shares pursuant to the TDR Issue is an appropriate means of raising extra funds for the Group's future business development. The Directors believe that the TDR is an attractive alternative for international investors, particularly potential investors in Taiwan, to invest and deal in the Shares which will provide further liquidity of the Shares, and broaden and diversify the shareholder base of the Company. As the major customers of the Group include manufacturers of leading international brands as well as other major manufacturers of computers and other digital appliances based in Taiwan, the Directors consider that the TDR Issue will also increase the public awareness of the Group and will promote the Group's corporate image in Taiwan, which will enhance its competitiveness in Taiwan and be beneficial to the Group's business development. The TDR Issue will also provide an additional fundraising platform for the Group, and to provide the Group more diversified funding sources to finance its own operations and future business development.

Taking into account the Group's current working capital requirement, the prevailing market conditions and the cost involved in the TDR Issue when compared with other means of fund raising exercises such as rights issue, open offer, debt financing and further bank borrowing, the Directors believe the TDR Issue is the most appropriate method as it can enhance the capital base of the Company and broaden the Company's Shareholders base with a minimal dilution effect of up to approximately 9.1%, enhance the public awareness of the Group in Taiwan and provide an additional fundraising platform for the Group as aforesaid on one hand, and without having to incur additional interest costs nor to increase the Group's gearing ratio on the other hand.

EFFECT ON THE SHARE CAPITAL

As at the date of this announcement, the issued share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares. Based on the register of interests kept by the Company pursuant to section 336 of the Securities and Futures Ordinance and so far as the Directors are aware of, the following table summarises the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the TDR Issue based on the assumption that there will be no change in the Company's share capital prior to the completion of the TDR Issue:

| Name of Shareholder | As at the date of this announcement | | Immediately after completion of the TDR Issue | |
|---|--|---|--|---|
| | No. of Shares | Approximately % of issued share capital of the Company | No. of Shares | Approximately % of issued share capital of the Company |
| Substantial shareholder (as defined under the Listing Rules) | | | | |
| Southern Asia Management Limited | 273,556,986 (Note 1) | 27.4% | 273,556,986 | 24.9% |
| Directors and their respective associates | | | | |
| Mr. Cheng Li-Yu | 47,296,046 (Note 2) | 4.7% | 47,296,046 (Note 2) | 4.3% |
| Mr. Huang Kuo-Kuang | 8,166,497 (Note 3) | 0.8% | 8,166,497 (Note 3) | 0.7% |
| Mr. Lo Jung-Te | 5,967,942 | 0.6% | 5,967,942 | 0.5% |
| Mr. Hsieh Wan-Fu | 3,594,432 | 0.4% | 3,594,432 | 0.4% |
| TDR holders | — | — | 100,000,000 | 9.1% |
| Other public Shareholders | 661,418,097 | 66.1% | 661,418,097 | 60.1% |
| Total: | <u>1,000,000,000</u> | <u>100.0%</u> | <u>1,100,000,000</u> | <u>100.0%</u> |

Notes:

1. These Shares are registered in the name of Southern Asia Management Limited, which was wholly owned by Shine Century Assets Corp., the entire issued share capital of which was beneficially owned by the Cheng Family Trust which was founded by Mr. Cheng Li-Yu. The beneficiaries of the Cheng Family Trust include, among others, Mr. Cheng Li-Yen and Mr. Cheng Li-Yu, two of the executive Directors.
2. Among these Shares, 36,778,000 Shares are owned by Mr. Cheng Li-Yu and 10,518,046 Shares are owned by his wife, Ms. Lin Mei-Li.
3. Among these Shares, 2,423,866 Shares are owned by Mr. Huang Kuo-Kuang and 5,742,631 Shares are owned by his wife, Ms. Wang Shu-Hui.

As at the date of this announcement, save for the 2,800,000 options granted under the pre-IPO share option scheme of the Company and the 93,794,000 options granted under the post-IPO share option scheme of the Company, the Company has no outstanding convertible securities or options which are convertible into Shares.

GENERAL MANDATE

By a resolution of the Shareholders passed at the annual general meeting held on 21 May 2008, the Company granted the General Mandate to the Directors to allot and issue up to 200,000,000 Shares. The Directors have not exercised the power to allot and issue any new Shares pursuant to the General Mandate granted. As at the date of this announcement, the Company is entitled to issue up to 200,000,000 Shares pursuant to such General Mandate. The New Shares will be issued under the such General Mandate and the TDR Issue is not subject to the Shareholders' approval.

Further announcement will be made by the Company in accordance with Rule 13.28 of the Listing Rules after the Company enters into the underwriting agreement with the underwriters of the TDR Issue in respect of the TDR Issue on 15 May 2009.

GENERAL

The Company will update the Shareholders and potential investors of the Company in respect of material developments on the TDR Issue. **Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms will have the following meaning:

| | | |
|----------------------------|---|---|
| “associates” | : | shall have the meaning as ascribed to it under the Listing Rules |
| “Board” | : | board of directors of the Company |
| “Company” | : | Ju Teng International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liabilities whose shares are listed on the Hong Kong Stock Exchange |
| “connected persons” | : | shall have the meaning as ascribed to it under the Listing Rules |
| “Directors” | : | directors of the Company |
| “General Mandate” | : | the general mandate granted to the Directors pursuant to a resolution of the Shareholders of the Company passed at the annual general meeting held on 21 May 2008 pursuant to which the Directors are authorised to allot and issue up to a maximum of 200,000,000 Shares |
| “Group” | : | the Company and its subsidiaries |
| “HK\$” | : | Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region |
| “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 |

| | | |
|--|---|---|
| “Listing Rules” | : | the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange |
| “New Shares” | : | 100 million Shares proposed to be issued as underlying securities for the purpose of the TDR Issue |
| “NT\$” | : | New Taiwan Dollars, the lawful currency of Taiwan |
| “Offer Price” | : | the final price per TDR to be agreed upon by Yuanta Securities Co., Ltd., the lead manager of the TDR Issuer, and the Company on 15 May 2009 |
| “Shareholders” | : | holders of Shares |
| “Shares” | : | ordinary shares of HK\$0.10 each in the issued share capital of the Company |
| “TDR” | : | the Taiwan depositary receipts, each unit of which representing one Share, proposed to be issued by a depositary bank in Taiwan pursuant to the TDR Issue |
| “TDR Issue” | : | the proposed issue of 100 million units of TDR (comprising 100 million New Shares as underlying securities) |
| “Taiwan Central Bank” | : | The Central Bank of the Republic of China |
| “Taiwan Securities and Futures Bureau” | : | The Taiwan Financial Supervisory Commission, Securities and Futures Bureau |
| “Taiwan Stock Exchange” | : | Taiwan Stock Exchange Corporation |
| “%” | : | per cent. |

For the purpose of this announcement, the exchange rate of HK\$1.00 = NT\$4.24 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\$ or NT\$ 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

Hong Kong, 11 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.