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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)

**EXTENSION OF MASTER SALES AGREEMENTS
CONTINUING CONNECTED TRANSACTIONS**

Reference is made to the announcements of the Company dated 2 February 2009 and 1 September 2009 in relation to the Existing Compal Master Sales Agreement and the announcement of the Company dated 2 February 2009 in relation to the Existing Wistron Master Sales Agreement.

Pursuant to the Existing Compal Master Sales Agreement and the Existing Wistron Master Sales Agreement, the Group has been selling the Products to the Compal Group and the Wistron Group on an on-going basis. The Existing Compal Master Sales Agreement and the Existing Wistron Master Sales Agreement will expire on 31 December 2011.

To ensure continual supply of the Products by the Group to the Compal Group and the Wistron Group after the expiry of the terms of the Existing Compal Master Sales Agreement and the Existing Wistron Master Sales Agreement, the Group has entered into the Compal Master Sales Renewal Agreement on 15 November 2011 and the Wistron Master Sales Renewal Agreement on 31 October 2011.

As the applicable percentage ratios for the expected annual caps for the sales under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement for each of the three years ending 31 December 2014 are expected to exceed 5% and the annual consideration receivable from each of the Compal Group and the Wistron Group in respect of their respective continuing connected transactions is expected to exceed HK\$10 million, the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules and such transactions are subject to the disclosure, reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

A circular including, among other information, (i) a letter from the Board containing further information on the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps; (ii) a letter from an independent financial adviser containing its advice in connection with the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps to the Independent Board Committee and the Independent Shareholders; (iii) recommendations of the Independent Board Committee to the Independent Shareholders; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 16 December 2011 in accordance with the Listing Rules.

EXTENSION OF EXISTING COMPAL MASTER SALES AGREEMENT

Background

Reference is made to the announcements of the Company dated 2 February 2009 and 1 September 2009 in relation to the Existing Compal Master Sales Agreement.

Pursuant to the Existing Compal Master Sales Agreement, the Group has been selling the Products to the Compal Group on an on-going basis. The Existing Compal Master Sales Agreement will expire on 31 December 2011.

It is expected that the continuing connected transactions under the Existing Compal Master Sales Agreement shall continue after the expiry of the Existing Compal Master Sales Agreement on 31 December 2011. Therefore, on 15 November 2011, Compal and three of its subsidiaries (for themselves and on behalf of the other members of the Compal Group) entered into the Compal Master Sales Renewal Agreement with Giant Glory (for itself and on behalf of the members of the Group) to ensure continual supply of the Products by the Group to the Compal Group after the expiry of the terms of the Existing Compal Master Sales Agreement.

Principal terms of the Compal Master Sales Renewal Agreement

Pursuant to the Compal Master Sales Renewal Agreement, the Group agreed to sell the Products to Compal or other members of the Compal Group at prices to be determined from time to time by the Group and Compal (for itself and on behalf of the other members of the Compal Group) with reference to the market prices and on such terms that are no more favourable than those applicable to the sales of the Products by the Group to Independent Third Party(ies). The price of the Products shall be payable by the Compal Group to the Group in arrears on 120 days' credit period by transferring to the Group's bank account. The Compal Master Sales Renewal Agreement is for a period from 1 January 2012 to 31 December 2014 (both dates inclusive) unless terminated earlier by 30 days' written notice according to the terms and conditions of the Compal Master Sales Renewal Agreement.

Existing annual caps and annual caps for the three years ending 31 December 2014

For each of the three years ending 31 December 2011, the annual caps under the Existing Compal Master Sales Agreement were HK\$2,800 million, HK\$3,500 million and HK\$4,400 million, respectively. The Directors expect that the annual caps of sale of the Products by the Group to the Compal Group for each of the three years ending 31 December 2014 will be HK\$3,385 million, HK\$4,235 million and HK\$5,296 million, respectively.

The proposed annual caps for each of the three years ending 31 December 2014 are determined by the Company based on the following major factors:

1. the amount of sales of the Products by the Group to the Compal Group for each of the five years ended 31 December 2010 and the nine months ended 30 September 2011;
2. existing purchase orders on hand and orders under negotiation and pending confirmation from the Compal Group; and
3. expected business growth of the Compal Group in the coming three years after taking into consideration of the growth of worldwide notebook computer industry and additional purchase orders to the Compal Group from its customers.

Reasons for the continuing connected transactions

As those Products sold by the Group to Compal and other members of the Compal Group are principally parts and components of notebook computer casings which are manufactured by using the metallic stamping moulds and plastic injection moulds solely owned by the Group, Compal and other members of the Compal Group can purchase such designated parts and components of these notebook computer casings from the Group only.

Having regard to the expected growth in demand for notebook computers, the Directors consider that the Group will benefit from the continuing connected transactions and the Compal Master Sales Renewal Agreement for the further enhancement of the Group's client portfolio.

The executive Directors considered the Compal Master Sales Renewal Agreement and the related annual caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

EXTENSION OF EXISTING WISTRON MASTER SALES AGREEMENT

Background

Reference is made to the announcement of the Company dated 2 February 2009 in relation to the Existing Wistron Master Sales Agreement.

Pursuant to the Existing Wistron Master Sales Agreement, the Group has been selling the Products to the Wistron Group on an on-going basis. The Existing Wistron Master Sales Agreement will expire on 31 December 2011.

It is expected that the continuing connected transactions under the Existing Wistron Master Sales Agreement shall continue after the expiry of the Existing Wistron Master Sales Agreement on 31 December 2011. Therefore, on 31 October 2011, Wistron (for itself and on behalf of the other members of the Wistron Group) entered into the Wistron Master Sales Renewal Agreement with Giant Glory (for itself and on behalf of the members of the Group) to ensure continual supply of the Products by the Group to the Wistron Group after the expiry of the terms of the Existing Wistron Master Sales Agreement.

Principal terms of the Wistron Master Sales Renewal Agreement

Pursuant to the Wistron Master Sales Renewal Agreement, the Group agreed to sell the Products to the Wistron Group at prices to be determined from time to time by the parties with reference to the market prices and on normal and usual commercial terms that are no more favourable than those applicable to the sales of the Products by the Group to Independent Third Part(ies). The price of the Products shall be payable by the Wistron Group to the Group in arrears on 120 days' credit period by transferring to the Group's bank account. The Wistron Master Sales Renewal Agreement is for a period from 1 January 2012 to 31 December 2014 (both dates inclusive) unless terminated earlier by 30 days' written notice according to the terms and conditions of the Wistron Master Sales Renewal Agreement.

Existing annual caps and annual caps for the three years ending 31 December 2014

For each of the three years ending 31 December 2011, the annual caps under the Existing Wistron Master Sales Agreement were HK\$2,878 million, HK\$3,455 million and HK\$4,150 million, respectively. The Directors expect that the annual caps of sale of the Products by the Group to the Wistron Group for each of the three years ending 31 December 2014 will be HK\$3,455 million, HK\$4,321 million and HK\$5,405 million, respectively.

The proposed annual caps for each of the three years ending 31 December 2014 are determined by the Company based on the following major factors:

1. the amount of sales of the Products by the Group to the Wistron Group for each of the five years ended 31 December 2010 and the nine months ended 30 September 2011;
2. existing purchase orders on hand and orders under negotiation and pending confirmation from the Wistron Group; and
3. expected business growth of the Wistron Group in the coming three years after taking into consideration of the growth of worldwide notebook computer industry and additional purchase orders to the Wistron Group from its customers.

Reasons for the continuing connected transactions

As those Products sold by the Group to Wistron and other members of the Wistron Group are principally parts and components of notebook computer casings which are manufactured by using the metallic stamping moulds and plastic injection moulds solely owned by the Group, Wistron and other members of the Wistron Group can purchase such designated parts and components of these notebook computer casings from the Group only. The Directors consider that the Group will benefit from the continuing connected transactions under the Wistron Master Sales Renewal Agreement for the further enhancement of the Group's sales portfolio.

The executive Directors considered the Wistron Master Sales Renewal Agreement and the related annual caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE GROUP, THE COMPAL GROUP AND THE WISTRON GROUP

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 TVs and digital cameras. Giant Glory is principally engaged in the sales of notebook computer casings and trading of production materials for notebook computer casings.

The Compal Group is principally engaged in the design and manufacturing of products of information and communication technology and the provision of related services.

The Wistron Group is principally engaged in the design and manufacturing of products of information and communication technology and the provision of related services.

IMPLICATIONS UNDER THE LISTING RULES

As at the date of this announcement, as Compal is a substantial shareholder of Wah Yuen Technology Holding Ltd., a non-wholly owned subsidiary of the Company, Compal is a connected person of the Company, the sales under the Compal Master Sales Renewal Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As at the date of this announcement, as Wistron is a substantial shareholder of Mindforce Holdings Limited, a non-wholly owned subsidiary of the Company, Wistron is a connected person of the Company, the sales under the Wistron Master Sales Renewal Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the expected annual caps for the sales under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement for each of the three years ending 31 December 2014 are expected to exceed 5% and the annual consideration receivable from each of the Compal Group and Wistron Group in respect of their respective continuing connected transactions is expected to exceed HK\$10 million, the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps constitute non-exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules and such transactions are subject to the disclosure, reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of the foregoing, the Company will convene the EGM to seek the approval of the Independent Shareholders in respect of the continuing connected transactions and the expected annual caps under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement. Compal and Wistron (including their associates), and any Shareholders who are materially interested in the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement are required to abstain from voting on the resolutions proposed to be passed at the EGM for approving the continuing connected transactions and the expected annual caps under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement.

GENERAL

A circular including, among other information, (i) a letter from the Board containing further information on the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps; (ii) a letter from an independent financial adviser containing its advice in connection with the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement with the expected annual caps to the Independent Board Committee and the Independent Shareholders; (iii) recommendations of the Independent Board Committee to the Independent Shareholders; and (iv) a notice convening the EGM, is expected to be despatched to the Shareholders on or before 16 December 2011 in accordance with the Listing Rules.

DEFINITIONS

“Board”	the board of Directors
“Compal”	Compal Electronics, Inc., a company incorporated under the laws of Taiwan and a substantial shareholder of Wah Yuen Technology Holding Limited, an indirect non-wholly owned subsidiary of the Company

“Compal Group”	collectively, Compal and its subsidiaries from time to time
“Compal Master Sales Renewal Agreement”	the renewal agreement for the Existing Compal Master Sales Agreement signed on 15 November 2011 (which shall be effective on 1 January 2012) and entered into between Giant Glory (for itself and on behalf of other members of the Group) and Compal and three of its subsidiaries (for itself and on behalf of other members of the Compal Group) in relation to the sales of the Products by the Group to the Compal Group for the term commencing from 1 January 2012 and ending 31 December 2014 (both dates inclusive)
“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 Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving by the Independent Shareholders of the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement and the related annual caps
“Existing Compal Master Sales Agreement”	the master sales agreement dated 1 January 2009 and entered into between Giant Glory (for itself and on behalf of other members of the Group) and Compal and three of its subsidiaries (for themselves and on behalf of other members of the Compal Group) in relation to the sales of the Products by the Group to the Compal Group
“Existing Wistron Master Sales Agreement”	the master sales agreement signed on 23 January 2009 (dated as of 31 December 2008) and entered into between Giant Glory (for itself and on behalf of other members of the Group) and Wistron (for itself and on behalf of other members of the Wistron Group) in relation to the sales of the Products by the Group to the Wistron Group for the term commencing from 1 January 2009 and ending 31 December 2011
“Giant Glory”	Giant Glory International Limited, a company incorporated under the laws of Samoa and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Independent Board Committee”	a board of committee, comprising the independent non-executive Directors who are not interested in the transactions contemplated under the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement, established to advise the Independent Shareholders in respect of the continuing connected transactions under each of the Compal Master Sales Renewal Agreement and the Wistron Master Sales Renewal Agreement and the related annual caps

“Independent Shareholders”	any shareholder of the Company that is not required to abstain from voting at a general meeting, if necessary, to approve a connected transaction
“Independent Third Party(ies)”	independent third party or parties and its/their ultimate beneficial owner(s) who is/are independent to the Company and is/are not the connected persons (as defined under the Listing Rules) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Products”	casings for electronic products and related materials manufactured and/or supplied by the Group
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Wistron”	Wistron Corporation, a company incorporated in Taiwan and a substantial shareholder of Mindforce Holdings Limited, a 71%-owned indirect subsidiary of the Company
“Wistron Group”	collectively, Wistron and its subsidiaries from time to time
“Wistron Master Sales Renewal Agreement”	the renewal agreement for the Existing Wistron Master Sales Agreement signed on 31 October 2011 (which shall be effective on 1 January 2012) and entered into between Giant Glory (for itself and on behalf of other members of the Group) and Wistron (for itself and on behalf of other members of the Wistron Group) in relation to the sales of the Products by the Group to the Wistron Group for the term commencing from 1 January 2012 and ending 31 December 2014 (both dates inclusive)
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, the People’s Republic of China
“%”	per cent

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

Hong Kong, 25 November 2011

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.