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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)

CONNECTED TRANSACTION
ACQUISITION OF PLANT AND EQUIPMENT

On 11 June 2012, Gi Li entered into the Agreement with San Li pursuant to which San Li has agreed to sell and Gi Li has agreed to purchase the Plant and the Equipment.

As San Li is wholly owned by Mr. Cheng Li-Yu, Mr. Cheng Li-Yen (both being executive Directors) and their family members, San Li is a connected person of the Company. Therefore, the Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules. Since each of the applicable percentage ratios in respect of the Acquisition is less than 5%, the transaction contemplated under the Agreement is only subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

The Board announces that on 11 June 2012, Gi Li entered into the Agreement with San Li pursuant to which San Li has agreed to sell and Gi Li has agreed to purchase the Plant and the Equipment.

THE AGREEMENT DATED 11 JUNE 2012

Parties

- (i) Purchaser: Gi Li; and
- (ii) Vendor: San Li

Consideration

The sum of the Consideration payable by Gi Li shall be NT\$80.66 million (equivalent to HK\$20.95 million), being the aggregate amount of the Plant Consideration and Equipment Consideration.

The Consideration shall be payable to San Li by Gi Li in cash in the following manner:

- (i) the Plant Consideration shall be payable in the following manner:
 - (a) 10% thereof shall be payable upon completion of the change of name of owner on the title documents, tax invoices and other relevant documents in respect of the Plant;
 - (b) 10% thereof shall be payable upon the issue of the value added tax receipt of the Land by the relevant government authority; and
 - (c) the remaining 80% thereof shall be payable on the Completion Date; and
- (ii) the Equipment Consideration shall be payable on the Completion Date.

San Li shall be responsible for paying the applicable tax and relevant expenses incurred for the Acquisition.

The Consideration was determined based on the Valuation Report obtained from Euro-Asia Real Estate Appraisers Firm, an independent valuer, pursuant to which the fair value of the Plant was of approximately NT\$84.53 million (equivalent to HK\$21.96 million) and the Equipment was of approximately NT\$6.37 million (equivalent to HK\$1.65 million) as of 8 May 2012.

The original acquisition cost of the Plant and Equipment by San Li were approximately NT\$30.43 million (equivalent to HK\$7.90 million) and NT\$38.86 million (equivalent to HK\$10.09 million), respectively.

Completion

Pursuant to the Agreement, the completion of the Acquisition shall be taken place on 30 June 2012 at the Plant.

INFORMATION ON THE PARTIES

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

San Li is a limited company incorporated under the laws of Taiwan which is principally engaged in the business of spray painting and surface treatment of plastic and metal products with a focus on notebook computer casings.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AGREEMENT

The Agreement and the Acquisition were entered into by the Group based on the following reasons:

- (i) Prior to the Acquisition, the Group does not have sufficient capacity for spray painting in Taiwan such that certain spray painting process for notebook computer casings manufactured by the Group has to be sub-contracted to third parties. The Directors believe that the Acquisition would enable the Group to save extra costs for sub-contracting and facilitate the control of quality of the spray painting process, thus the notebook computer casings;
- (ii) Prior to the Acquisition, the Group does not have a research and development centre in Taiwan. The acquisition of the Plant together with its research and development centre can strengthen the Group's capabilities of research and development in Taiwan; and
- (iii) Pursuant to the business agreements entered into between the Group and its customers, the production plants and production equipments have to be certified by the relevant regulatory body, government authority and/or customers (where applicable). By acquiring an existing production plant and production equipments which have passed the relevant certification, the Group can operate its business without incurring extra costs and time.

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

LISTING RULES IMPLICATION

As San Li is wholly owned by Mr. Cheng Li-Yu, Mr. Cheng Li-Yen (both being executive Directors) and their family members, San Li is a connected person of the Company. Therefore, the Acquisition constitutes a connected transaction under Chapter 14A of the Listing Rules. Since each of the applicable percentage ratios in respect of the Acquisition is less than 5%, the transaction contemplated under the Agreement is only subject to the reporting and announcement requirements set out in Rules 14A.45 and 14A.47 of the Listing Rules and is exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Mr. Cheng Li-Yu and Mr. Cheng Li-Yen, both executive Directors, are materially interested in the Acquisition and they have abstained from voting on the board resolution approving the Acquisition. Save as disclosed above, none of the Directors is regarded as having a material interest in the Acquisition.

DEFINITIONS

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

“Acquisition”	the acquisition of the Plant and the Equipment by Gi Li from San Li pursuant to the Agreement
“Agreement”	the sale and purchase agreement dated 11 June 2012 and entered into between Gi Li as purchaser and San Li as vendor in respect of the Acquisition
“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
“Completion Date”	30 June 2012, being the completion date of the Acquisition pursuant to the Agreement
“Consideration”	NT\$80.66 million (equivalent to HK\$20.95 million), which shall include the Plant Consideration and Equipment Consideration
“Director(s)”	director(s) of the Company
“Equipment”	the equipment, including but not limited to production machinery, located at the Plant, which shall be acquired by Gi Li from San Li pursuant to the Agreement
“Equipment Consideration”	NT\$5.66 million (equivalent to HK\$1.47 million), being the consideration of the acquisition of the Equipment pursuant to the Agreement
“Gi Li”	Gi Li Co., Ltd., a company incorporated under the laws of Taiwan and an indirect wholly owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Land”	a parcel of land located at No. 113, 114 and 115 of Gongguan Duan, Sinjhuang District, Xinbei City, New Taipei City, Taiwan with a total land area of approximately 1,191.91 square metres
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Plant”	the Land and the buildings erected thereon with a total floor area of approximately 984.43 square metres
“Plant Consideration”	NT\$75 million (equivalent to HK\$19.48 million), being the consideration for the acquisition of the Plant pursuant to the Agreement
“San Li”	San Li Company Limited, a limited company incorporated under the laws of Taiwan
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Valuation Report”	two valuation reports both dated 11 May 2012 issued by Euro-Asia Real Estate Appraisers Firm, an independent valuer, in relation to the valuation of the Plant and the Equipment as at 8 May 2012
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“%”	per cent.

For the purpose of this announcement, the exchange rate of HK\$1.00 = NT\$3.85 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
Tsui Yung Kwok
Company Secretary

Hong Kong, 11 June 2012

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.