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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Ju Teng International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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**JU TENG INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**CONTINUING CONNECTED TRANSACTIONS
REVISION OF ANNUAL CAPS UNDER MASTER SALES AGREEMENT**

**Independent financial adviser to
the Independent Board Committee and Independent Shareholders**



Optima Capital Limited

A letter from the Board is set out on pages 3 to 7 of this circular. A letter from the Independent Board Committee containing its advice to the Independent Shareholders is set out on page 8 of this circular. A letter from Optima Capital containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 9 to 15 of this circular.

A notice convening the EGM to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wan Chai, Hong Kong at 2:00 p.m. on 30 September 2009 is set out on pages 23 to 24 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

11 September 2009

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DEFINITIONS

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

“Approved Caps”	the annual caps for the continuing connected transactions under the Master Sales Agreement for the three years ending 31 December 2011, as stated in the announcement of the Company dated 2 February 2009 and the circular of the Company dated 10 February 2009 and previously approved by the independent Shareholders
“Board”	the board of Directors
“Compal”	Compal Electronics, Inc., a company incorporated under the laws of Taiwan
“Compal Group”	collectively, Compal and its subsidiaries from time to time
“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)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on 30 September 2009, the notice of which is set out on pages 23 to 24 of this circular, and any adjournment thereof
“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”	an independent committee of the Board comprising the independent non-executive Directors who are not interested in the transactions contemplated under the Master Sales Agreement, established to advise the Independent Shareholders in respect of the Revised Caps for the continuing connected transactions under the Master Sales Agreement

DEFINITIONS

“Latest Practicable Date”	9 September 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“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
“Optima Capital”	Optima Capital Limited, a corporation licensed under the SFO to engage in Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities and the independent financial adviser appointed by the Board and approved by the Independent Board Committee
“Products”	casings for electronic products and related materials manufactured and/or supplied by the Group
“Revised Caps”	the monetary amounts of HK\$2,800 million, HK\$3,500 million and HK\$4,400 million, being the revised caps for each of the three years ending 31 December 2011 respectively in respect of the continuing connected transactions under the Master Sales Agreement
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region, the People’s Republic of China
“%”	per cent.

LETTER FROM THE BOARD



JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

Executive Directors:

Mr. Cheng Li-Yu
Mr. Cheng Li-Yen
Mr. Huang Kuo-Kuang
Mr. Hsieh Wan-Fu
Mr. Lo Jung-Te
Mr. Tsui Yung Kwok

Independent non-executive Directors:

Mr. Cherng Chia-Jiun
Mr. Tsai Wen-Yu
Mr. Yip Wai Ming

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of business
in Hong Kong:*

Suites 3311-3312
Jardine House
1 Connaught Place
Central
Hong Kong

11 September 2009

To the Shareholders

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS REVISION OF ANNUAL CAPS UNDER MASTER SALES AGREEMENT

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the EGM to approve the Revised Caps for the continuing connected transactions under the Master Sales Agreement.

2. MASTER SALES AGREEMENT

Pursuant to the Master Sales Agreement, the Group has been selling the Products to the Compal Group on an on-going basis, and the continuing connected transactions under the Master Sales Agreement and the Approved Caps had been approved by the Shareholders at an extraordinary general meeting held on 26 February 2009.

LETTER FROM THE BOARD

For the six months ended 30 June 2009, the sales by the Group to the Compal Group amounted to approximately HK\$929 million. As at the Latest Practicable Date, the Approved Cap for the year ending 31 December 2009 has not been exceeded.

The Master Sales Agreement was entered into between Giant Glory (for itself and on behalf of the other member of the Group) and Compal and three of its subsidiaries (for themselves and on behalf of the other members of the Compal Group) on 1 January 2009, pursuant to which 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 normal and usual commercial terms. 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 Master Sales Agreement is for a period from 1 January 2009 to 31 December 2011 unless terminated earlier according to the terms and conditions of the Master Sales Agreement.

The terms of the Master Sales Agreement were arrived at after arm's length negotiation between the Group and Compal Group and are fair and reasonable so far as the Group and the Shareholders are concerned.

3. REVISION OF ANNUAL CAPS

Taken into account the sales by the Group of the Products to the Compal Group during the first six months ended 30 June 2009 and the recent estimation of the demand for the Products by the Compal Group, the Directors note that the demand of the Products by Compal Group has been growing at a fast pace and the aggregate values of the continuing connected transactions are expected to exceed the Approved Caps. In such regards, the Company proposes to revise the annual caps for the continuing connected transactions under the Master Sales Agreement to cater for the recent increasing demand of the Products by the Compal Group for each of the three years ending 31 December 2011.

The Approved Caps and the Revised Caps for the continuing connected transactions under the Master Sales Agreement for the three years ending 31 December 2011 are set out below:

	Year ending 31 December		
	2009	2010	2011
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
Approved Caps	1,498	2,168	2,824
Revised Caps	2,800	3,500	4,400

LETTER FROM THE BOARD

The Revised Caps were determined by the Company with reference to the following factors:

1. the historical sales of the Products to Compal and other members of the Compal Group;
2. the sales of the Products to the Compal Group amounted to approximately HK\$929 million for the six months ended 30 June 2009;
3. the most up-to-date estimation for the demand of Products from the Compal Group for the second half of 2009; and
4. expected business growth of Compal Group in the coming two years after taking into consideration of the growth of worldwide notebook computer industry and additional purchase orders to the Compal Group from its customers.

If the aggregate annual value of the continuing connected transactions under the Master Sales Agreement exceeds the Revised Caps, the Company will further comply with all relevant requirements of Chapter 14A of the Listing Rules.

4. REASONS FOR THE CONTINUING CONNECTED TRANSACTIONS

Compal is a listed company in Taiwan. Compal and the other members of the Compal Group are principally engaged in the design and manufacturing of products of information and communication technology and the provision of related services.

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 PCs, digital single-lens reflex cameras and LCD televisions.

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

The Directors (including the independent non-executive Directors) are of the view that the Revised Caps are fair and reasonable, and the continuing connected transactions under the Master Sales Agreement are entered into in the ordinary and usual course of business of the Group, and that the terms of the continuing connected transactions under the Master Sales Agreement are fair and reasonable, on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

5. REQUIREMENTS UNDER THE LISTING RULES

As the Compal Group is a substantial shareholder of Wah Yuen Technology Holding Limited, a 53.4%-owned indirect subsidiary of the Company, holding 31.5% of its issued share capital, Compal is a connected person of the Company, the sales under the Master Sales Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the applicable percentage ratios for the Revised Caps for each of the three years ending 31 December 2011 are expected to exceed 2.5% and the annual consideration receivable from the Compal Group in respect of the continuing connected transactions is expected to exceed HK\$10 million, the continuing connected transactions under the Master Sales Agreement with the Revised Caps constitute non-exempt continuing connected transactions of the Company under Rule 14A.35 of the Listing Rules and such transactions and the Revised Caps are subject to the disclosure, reporting and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

6. EGM

The Company will convene the EGM at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wan Chai, Hong Kong, on 30 September 2009 at 2:00 p.m. to consider and, if thought fit, approve the Revised Caps for the continuing connected transactions under the Master Sales Agreement. A notice of the EGM is set out on pages 23 to 24 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, the resolution to be proposed at the EGM will be taken by poll, the result of which will be announced after the EGM.

Compal and its associates, and any Shareholders who are materially interested in the continuing connected transactions under the Master Sales Agreement and its associates, are required to abstain from voting on the resolution proposed to be passed at the EGM for approving the Revised Caps in relation to the continuing connected transactions under the Master Sales Agreement.

To the best knowledge of the Directors after making all reasonable enquiries, as at the Latest Practicable Date, Compal and its associates held an aggregate of 11,134,000 Shares, representing approximately 1.01% of the entire issued share capital of the Company as at the Latest Practicable Date.

A form of proxy for use at the EGM is also enclosed. If you are unable to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the continuing connected transactions under the Master Sales Agreement with the Revised Caps are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend you to vote in favour of the relevant resolution in the terms as set out in the notice of the EGM to approve the Revised Caps for the continuing connected transactions under the Master Sales Agreement.

8. ADDITIONAL INFORMATION

Your attention is also drawn to the letter from the Independent Board Committee set out in page 8 of this circular which contains its advice to the Independent Shareholders, the letter from Optima Capital set out in pages 9 to 15 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders and the principal factors and reasons taken into consideration in arriving at its advice, and the additional information set out in the appendix to this circular.

Yours faithfully,
By order of the Board
Ju Teng International Holdings Limited
Cheng Li-Yu
Chairman

LETTER FROM INDEPENDENT BOARD COMMITTEE



JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

11 September 2009

To the Independent Shareholders

Dear Sir or Madam,

REVISION OF ANNUAL CAPS UNDER MASTER SALES AGREEMENT

We refer to the circular issued by the Company to its shareholders and dated 11 September 2009 (“**Circular**”) of which this letter forms part. Terms defined in the Circular have the same meanings when used in this letter unless the context otherwise requires.

We have been appointed by the Board to consider the Revised Caps and to advise the Independent Shareholders in connection with the continuing connected transactions as contemplated under the Master Sales Agreement with the Revised Caps as to whether, in our opinion, the Revised Caps are fair and reasonable and are in the interests of the Company and its Shareholders as a whole. Optima Capital has been appointed as the independent financial adviser to advise us and the Independent Shareholders in this respect.

We wish to draw your attention to the letter from the Board and the letter from Optima Capital as set out in the Circular. Having considered the principal factors and reasons considered by, and the advice of, Optima Capital as set out in its letter of advice, we consider that the Revised Caps are fair and reasonable so far as the independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Revised Caps for the continuing connected transactions under the Master Sales Agreement.

Yours faithfully,
For and on behalf of

Independent Board Committee

Cherng Chia-Jiun

Tsai Wen-Yu

Yip Wai Ming

Independent non-executive Directors

LETTER FROM OPTIMA CAPITAL

The following is the letter of advice from Optima Capital to the Independent Board Committee and the independent Shareholders, which has been prepared for the purpose of inclusion in this circular.



Unit 3618, 36th Floor
Bank of America Tower
12 Harcourt Road
Central
Hong Kong

11 September 2009

*To: the Independent Board Committee and
the independent Shareholders*

Dear Sir or Madam,

REVISION OF ANNUAL CAPS UNDER MASTER SALES AGREEMENT

We refer to our appointment as the independent financial adviser to advise the Independent Board Committee and the independent Shareholders in connection with the Revised Caps in respect of the continuing connected transactions under the Master Sales Agreement (the "Transactions"), for which independent Shareholders' approval is being sought. Details of the Transactions and the Revised Caps are set out in the letter from the Board (the "Letter") contained in the circular of the Company to the Shareholders dated 11 September 2009 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless otherwise defined.

The Master Sales Agreement was entered into between Giant Glory (for itself and on behalf of the other members of the Group), Compal and three of its subsidiaries (for themselves and on behalf of the other members of the Compal Group) on 1 January 2009. As the Compal Group was a substantial shareholder of a subsidiary of the Company, namely Wah Yuen Technology Holding Limited ("Wah Yuen"), holding approximately 31.5% of its issued share capital, the Transactions constituted continuing connected transactions of the Company under Chapter 14A of the Listing Rules. The Transactions and the Approved Caps had been approved by the independent Shareholders at an extraordinary general meeting held on 26 February 2009.

Pursuant to the Master Sales Agreement, the Group has been selling the Products to the Compal Group on an on-going basis. Taking into account the sales by the Group of the Products to the Compal Group during the first six months ended 30 June 2009 and the recent estimation of the demand for the Products by the Compal Group, the Directors note that the demand of the Products by the Compal Group has been growing at a fast pace and the aggregate values of the Transactions are expected to exceed the Approved Caps. As such, the Company proposes to revise the annual caps for the Transactions for the three years ending 31 December 2011 to cater for the recent increasing demand of the Products by the Compal Group. As the applicable percentage ratios for the Revised

LETTER FROM OPTIMA CAPITAL

Caps for the three years ending 31 December 2011 are expected to exceed 2.5% and the annual consideration receivable from the Compal Group in respect of the Transactions is expected to exceed HK\$10 million, the Revised Caps are subject to the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Compal and its associates and any Shareholders who are materially interested in the Transactions and their associates are required to abstain from voting on the ordinary resolution to be proposed at the EGM for approving the Revised Caps. Such resolution will be taken by way of poll.

The Independent Board Committee, comprising all of the three independent non-executive Directors, namely Mr. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming, has been established to make recommendation to the independent Shareholders as to whether the Revised Caps in respect of the Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Optima Capital has been appointed to advise the Independent Board Committee and the independent Shareholders in this regard.

In formulating our opinion, we have relied on the information and facts supplied, and the opinions expressed, by the executive Directors and management of the Company and have assumed that the information and facts provided and opinions expressed to us are true, accurate and complete in all material aspects at the time they were made and up to the date of the EGM. We have also sought and received confirmation from the executive Directors that no material facts have been omitted from the information supplied and opinions expressed to us. We have relied on such information and consider that the information we have received is sufficient for us to reach an informed view and have no reason to believe that any material information has been withheld, nor doubt the truth or accuracy of the information provided. We have not, however, conducted any independent investigation into the business and affairs of the Group, nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In considering whether the Revised Caps are fair and reasonable in so far as the independent Shareholders are concerned, we have taken into account the principal factors and reasons set out below:

1. Background information

On the Group

The Group is 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 (the "PCs"), digital single-lens reflex cameras and LCD televisions. The Group is one of the major manufacturers of casings for worldwide notebook computers.

LETTER FROM OPTIMA CAPITAL

We note from the annual report of the Company for the year ended 31 December 2008 that the Group took steps in diversifying and magnifying the Group's operation by acquisitions of casings manufacturers. During 2008, the Group acquired a majority stake in a manufacturer of LCD TV casings. On 28 October 2008, the Group entered into the agreements for the subscription and acquisition of an aggregate of 53.4% interest in Wah Yuen (the "Acquisition"), a company which is principally engaged in the design, development, manufacture and sale of magnesium alloy casing for notebook computers. After completion of the Acquisition on 16 March 2009, Wah Yuen became a non-wholly owned subsidiary of the Company and the Group has expanded its scope of production to magnesium alloy casings for notebook computers.

On the Compal Group

Compal, a public listed company on the Taiwan Stock Exchange, is one of the leading notebook computer manufacturers in the world. The Compal Group is also engaged in the design and manufacturing of liquid crystal displays, other computer-related products, products of information and communication technology and the provision of related services. Compal exports its products to Asia, Europe and the United States. The Group has been selling its notebook computer casings and related materials to the Compal Group since 2003. The sales of the Products to the Compal Group for the two years ended 31 December 2007 and 2008 represented approximately 13.5% and 10.4% of the Group's total revenue in the corresponding year.

The Master Sales Agreement

On 1 January 2009, Giant Glory (for itself and on behalf of the other members of the Group), Compal and three of its subsidiaries (for themselves and on behalf of the other members of the Compal Group) entered into the Master Sales Agreement, pursuant to which 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 market prices and on normal and usual commercial terms. 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 Master Sales Agreement is for a period from 1 January 2009 to 31 December 2011 unless terminated earlier according to the terms and conditions of the Master Sales Agreement. As set out in the Letter, the terms of the Agreements were arrived at after arm's length negotiations between the Group and the Compal Group.

LETTER FROM OPTIMA CAPITAL

2. Reasons for the Revised Caps

The Transactions and the Approved Caps were approved by the independent Shareholders at the extraordinary general meeting of the Company on 26 February 2009. Nevertheless, taking into account the sales by the Group of the Products to the Compal Group during the first six months ended 30 June 2009 and the recent estimation of the demand for the Products by the Compal Group, the Directors note that the demand of the Products by the Compal Group has been growing at a fast pace and the aggregate values of the Transactions are expected to exceed the Approved Caps. In this regard, the Company proposes to revise the annual caps for the Transactions to cater for the recent increasing demand of the Products by the Compal Group for the three years ending 31 December 2011. Taking into consideration that sales of the Products to the Compal Group have in the past contributed a substantial portion of the Group's total revenue and the terms of the Transactions are determined with reference to market prices and on normal and usual commercial terms, we are of the view that it is in the interest of the Company to seek independent Shareholders' approval of the Revised Caps such that the Group will be able to continue its business with the Compal Group in full compliance of the Listing Rules and benefit from the expected increase in sales to the Compal Group.

3. The Revised Caps

The Approved Caps and the Revised Caps for the Transactions for the three years ending 31 December 2011 are set out below:

	Year ending 31 December		
	2009	2010	2011
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
Approved Caps	1,498	2,168	2,824
Revised Caps	2,800	3,500	4,400

The Revised Caps were determined by the Company with reference to the following factors:

- (i) the historical sales of the Products to the Compal Group;
- (ii) the actual sales of the Products to the Compal Group for the six months ended 30 June 2009 which amounted to approximately HK\$929 million;
- (iii) the most up-to-date estimation for the demand of Products from the Compal Group for the second half of 2009; and
- (iv) the expected business growth of the Compal Group in the coming two years after taking into consideration the growth of the worldwide notebook computer industry and additional purchase orders to the Compal Group from its customers.

LETTER FROM OPTIMA CAPITAL

In assessing the reasonableness of the basis of the Revised Caps, we have considered and analysed the above factors as follows:

Review of past sales transactions with Compal Group

Sets out below are the historical sales of the Products to the Compal Group during the three years ended 31 December 2008 and for the six months ended 30 June 2009:

	Year ended 31 December			Six months ended
	2006	2007	2008	30 June 2009
	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>	<i>HK\$ million</i>
Total sales to the Compal Group	507	713	753	929
% increase over corresponding preceding period		+40.6%	+5.6%	

We note that the sales of the Products to the Compal Group were on the increase in the past three years. The sales of the Products to the Compal Group increased by approximately 5.6% for the year ended 31 December 2008 and approximately 40.6% for the year ended 31 December 2007 over the sales in 2007 and 2006 respectively, representing an annual compound growth rate of approximately 21.9%. We further note that the sales of the Products to the Compal Group for the six months ended 30 June 2009 has increased tremendously to approximately HK\$929 million, which was substantially higher than the sales of approximately HK\$326 million in the corresponding period of 2008 and has exceeded that of the entire year ended 31 December 2008. We have discussed with the management of the Company the reasons for such tremendous increase.

Prior to the Acquisition, Wah Yuen was a subsidiary of Compal and has been supplying magnesium alloy casings for notebook PCs to other members of the Compal Group. After the Acquisition, Wah Yuen became a subsidiary of the Company, with the Compal Group still holding an over 30% shareholding interest. Due to the historical relationship with the Compal Group, Wah Yuen continues to supply magnesium alloy casings to the Compal Group after the Acquisition. The significant increase in sales to the Compal Group during the first half of 2009 was also attributable partly to the expansion of the production capacity of Wah Yuen for magnesium alloy casings and the commencement of production of plastic casings after the Acquisition and partly to the strengthened relationship between the Compal Group and the Group as a result of completion of the Acquisition, leading to an increase in casing orders placed by the Compal Group with other members of the Group. As a result, the sale of Products to the Compal Group for the six months ended 30 June 2009 has increased much more than the Directors had expected when the Approved Caps were determined in January 2009. We further note that the sales of the Products to the Compal Group in the first half of 2009 accounted for about 30% of the total sales of the Group during the same period. As a result of the

LETTER FROM OPTIMA CAPITAL

strengthened relationship between the Compal Group and the Group as mentioned above, the Directors expect that the sales to the Compal Group will maintain a similar, if not higher, contribution to the total sales of the Group in the coming years.

Statistics on worldwide portable PCs

According to the data released by International Data Corporation (“IDC”), an international intelligence service provider in the information technology industry, in June 2009, the worldwide shipments for portable PCs in terms of unit grew steadily at a rate between 27.5% and 33.9% per annum during the period from 2004 to 2008, representing an annual compound growth rate of approximately 31.8% for the same period. Despite the decrease in worldwide shipments of PCs in the first quarter of 2009 due to the adverse impact of the economic crisis on the demand for PCs including portables, the worldwide shipments of portable PCs are estimated to grow at an annual rate between 14.9% and 21.4% from 2009 to 2013, representing a compound growth rate of approximately 17.6% per annum, according to a recent forecast published by IDC.

Basis of determining the Revised Caps

According to our analysis of the past sales pattern of the Group, we note that the Group in general records higher sales in the second half of the year due to back-to-school and holiday sales. The Revised Cap for the year ending 31 December 2009 of HK\$2,800 million is determined taking into consideration (i) the actual sales of the Products of approximately HK\$929 million during the 6 months ended 30 June 2009; (ii) the confirmed orders placed by the Compal Group in the third quarter of 2009 and the recent estimation of the demand for the Products by the Compal Group; (iii) the commencement of the production and supply of plastic casings by Wah Yuen to the Compal Group in August 2009; (iv) the proportion of the sales of the Compal Group to the total sales of the Group during the first half of year 2009 and the expected growth in business of the Group for the full year 2009; and (v) the historical seasonal sales pattern of the Group. We consider such basis of determining the Revised Cap for the year ending 31 December 2009 to be reasonable. In view of the above factors, we are of the view that the Revised Cap for the year ending 31 December 2009, though significantly higher than the Approved Cap for the same year, is fair and reasonable.

We note that the Revised Caps for the year ending 31 December 2010 and the year ending 31 December 2011 represents a growth rate of 25% on the Revised Cap for the respective preceding year. We understand from our discussions with the management of the Company that the unexpected increase in the sales to the Compal Group in 2009 as mentioned above was mainly triggered by the Acquisition which was a one-off event. Based on the recent estimation of the demand for the Products by the Compal Group, the Directors believe that the sales orders to be placed by the Compal Group will increase steadily for the two years ending 31 December 2011.

LETTER FROM OPTIMA CAPITAL

In setting the Revised Caps for each of the two years ending 31 December 2010 and 2011, the Directors have taken into consideration (i) the past sales transactions between the Group and the Compal Group for the period between 2006 and 2008 which recorded an annual compound growth of approximately 21.9%; (ii) the estimate of the worldwide market growth in shipment of portable PCs as discussed in the paragraph headed “Statistics on worldwide portable PCs” above; and (iii) the full year effect of the Acquisition and the new plastic casing production capability of Wah Yuen. Based on the above, we are of the view that the annual growth rate of 25% used in setting the Revised Caps for 2010 and 2011 provides reasonable buffer for the growth of sales to the Compal Group and is reasonable.

OPINION

Having taken into account the above principal factors and reasons, we consider that the Revised Caps are fair and reasonable so far as the independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend the independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Revised Caps.

Yours faithfully,
for and on behalf of
OPTIMA CAPITAL LIMITED
Beatrice Lung
Managing Director

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests or short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange, were as follows:

(i) Interests in Shares

Name of Director	Company/name of associated corporation	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Mr. Cheng Li-Yu	The Company	Founder of a discretionary trust	273,556,986 Shares (L) (Note 2)	24.81%
	The Company	Beneficial owner	36,778,000 Shares (L)	3.33%
	The Company	Interest of spouse	10,518,046 Shares (L) (Note 3)	0.95%
Mr. Cheng Li-Yen	The Company	Beneficiary of a trust	273,556,986 Shares (L) (Note 2)	24.81%

Name of Director	Company/name of associated corporation	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Mr. Lo Jung-Te	The Company	Beneficial owner	5,967,942 Shares (L)	0.54%
Mr. Huang Kuo-Kuang	The Company	Beneficial owner	2,423,866 Shares (L)	0.22%
		Interest of spouse	5,242,631 Shares (L) (Note 4)	0.48%
Mr. Hsieh Wan-Fu	The Company	Beneficial owner	2,494,432 Shares (L)	0.23%
Mr. Tsui Yung Kwok	The Company	Beneficial owner	2,800,000 Shares (L)	0.25%

Notes:

1. The letter "L" denotes the Directors' long position in the Shares, or as the case may be, the underlying Shares of the Company and/or the relevant associated corporations.
2. These Shares were 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. Mr. Cheng Li-Yu and Mr. Cheng Li-Yen are also two of the beneficiaries of the Cheng Family Trust. Mr. Cheng Li-Yu and Mr. Cheng Li-Yen were deemed to be interested in all the Shares in which Shine Century Assets Corp. is interested by virtue of the SFO.
3. Mr. Cheng Li-Yu is the husband of Ms. Lin Mei-Li and he was deemed to be interested in all the Shares in which Ms. Lin Mei-Li was interested by virtue of the SFO.
4. Mr. Huang Kuo-Kuang is the husband of Ms. Wang Shu-Hui and he was deemed to be interested in all the Shares in which Ms. Wang Shu-Hui was interested by virtue of the SFO.

(ii) Interests in underlying shares

Name of Director	Nature of Interest	Number of underlying shares (Note 1)	Approximate Percentage of Shareholding
Mr. Huang Kuo-Kuang	Beneficial owner	3,756,000 (L) (Note 2)	0.31% (Note 3)
Mr. Hsieh Wan-Fu	Beneficial owner	3,162,000 (L) (Note 2)	0.26% (Note 3)
Mr. Lo Jung-Te	Beneficial owner	3,162,000 (L) (Note 2)	0.26% (Note 3)
Mr. Tsui Yung Kwok	Beneficial owner	1,754,000 (L) (Note 2)	0.14% (Note 3)

Notes:

1. The letter "L" denotes a long position in the underlying Shares.
2. The long position in the underlying Shares comprised (i) 3,000,000, 1,500,000, 1,500,000 and 998,000 options granted to Mr. Huang Kuo-Kuang, Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te and Mr. Tsui Yung Kwok respectively by the Company on 7 November 2006 and (ii) 756,000, 1,662,000, 1,662,000 and 756,000 options granted to Mr. Huang Kuo-Kuang, Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te and Mr. Tsui Yung Kwok respectively by the Company on 24 April 2008 under the Share Option Scheme and such share options remained outstanding as at the Latest Practicable Date.
3. This percentage was calculated on the basis of 1,219,310,000 Shares in issue immediately following the exercise in full of all the options granted under the Pre-IPO Share Option Scheme and Share Option Scheme at the same time and assuming that there would be no change in the total issued share capital of the Company other than as enlarged by the exercise of these options prior to the exercise in full of these options.

Save as disclosed herein, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange (including interests and short positions which he was taken or deemed to have under such provisions of SFO); or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which have been since 31 December 2008, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors was materially interested in any contract or arrangement subsisting as at the date hereof and which was significant in relation to the business of the Group.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to any Directors or chief executive of the Company, the persons (other than a Director or chief executive of the Company); (a) who had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO; or (b) who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other members of the Group, were as follows:

Name of Shareholder	Company/name of Group member	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
Southern Asia Management Limited (Note 2)	The Company	Beneficial owner	273,556,986 Shares (L)	24.81%
Shine Century Assets Corp.	The Company	Interest of a controlled corporation	273,556,986 Shares (L) (Note 3)	24.81%

Name of Shareholder	Company/name of Group member	Capacity	Number and class of securities (Note 1)	Approximate percentage of shareholding
East Asia International Trustees Limited	The Company	Trustee (other than a bare trustee)	273,556,986 Shares (L) (Note 3)	24.81%
Ms. Lin Mei Li	The Company	Beneficial owner	10,518,046 Shares (L)	0.95%
	The Company	Interest of a spouse	310,334,986 Shares (L) (Note 4)	28.14%
Win Smart Co., Ltd.	Mindforce Holdings Limited	Beneficial owner	7,250,000 ordinary shares of US\$1 each	29.00%
All Holding Corporation	Gold Connection Limited	Beneficial owner	9,699,950 ordinary shares of US\$1 each	29.00%
Flight Global Holding Inc.	Wah Yuen Technology Holding Limited	Beneficial owner	34,417,749 ordinary shares of Wah Yuen Technology Holding Limited	31.51%

Notes:

1. The letter "L" denotes the Shareholders' long position in the Shares of the Company and/or the relevant associated corporations.
2. Mr. Cheng Li-Yu, an executive Director, is a director of Southern Asia Management Limited.
3. The Shares were held by Southern Asia Management Limited, which was wholly-owned by Shine Century Assets Corp. The entire issued share capital of Shine Century Assets Corp. was owned by the Cheng Family Trust, the trustee of which was East Asia International Trustees Limited. Shine Century Assets Corp. was deemed to be interested in all the Shares in which Southern Asia Management Limited was interested by virtue of the SFO. East Asia International Trustee Limited was deemed to be interested in all the Shares in which Shine Century Assets Corp. was interested by virtue of the SFO.
4. Ms. Lin Mei-Li is the wife of Mr. Cheng Li-Yu and she was deemed to be interested in all the Shares in which Mr. Cheng Li-Yu was interested by virtue of the SFO.

Save as disclosed herein, there was no person known to any Directors or chief executive of the Company, who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at the general meetings of the Company or any other member of the Group.

4. SERVICE AGREEMENTS

As at the Latest Practicable Date, none of the Directors had a service contract with any member of the Group which was not determinable by the Company or the relevant member of the Group within one year without payment of compensation other than statutory compensation.

5. MATERIAL ADVERSE CHANGES

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2008, being the date to which the latest published audited financial statements of the Group were made up.

6. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and his associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with that of the Group which would otherwise be required to be disclosed under Rule 8.10 of the Listing Rules if any of such Directors or his associates was a controlling Shareholder.

7. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation or arbitration of material importance and no litigation or claims of material importance known to the Directors to be pending or threatened by or against any member of the Group.

8. QUALIFICATION AND CONSENT OF EXPERT

The following are the qualifications of the expert who has given opinion or advice contained in this circular:

Name	Qualification
Optima Capital	a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the independent financial adviser to the Independent Board Committee

Optima Capital has given and has not withdrawn its written consent to the issue of this circular with the reference to its name and its letter in the form and context in which they respectively appear.

As at the Latest Practicable Date, Optima Capital has no shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for shares in any member of the Group.

Optima Capital does not have any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2008, being the date to which the latest published audited financial statements of the Group were made up.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Master Sales Agreement will be available for inspection at Suites 3311-3312, Jardine House, 1 Connaught Place, Central, Hong Kong during normal business hours from the date of this circular up to and including the date of the EGM.

10. MISCELLANEOUS

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (b) The head office and principal place of business of the Company in Hong Kong is at Suites 3311-3312, Jardine House, 1 Connaught Place, Central, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The company secretary is Mr. Tsui Yung Kwok. Mr. Tsui is the member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in Australia, CPA Australia and the Hong Kong Institute of Chartered Secretaries.
- (e) The English text of this circular shall prevail over its Chinese text.

NOTICE OF EGM



JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Ju Teng International Holdings Limited (“**Company**”) will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wan Chai, Hong Kong on 30 September 2009 at 2:00 p.m. to consider, if thought fit, passing the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the annual cap of HK\$2,800 million, HK\$3,500 million and HK\$4,400 million, being the revised caps (the “**Revised Caps**”) for each of the three years ending 31 December 2011, respectively, in respect of the continuing connected transactions contemplated under the master sales agreement dated 1 January 2009 (“**Master Sales Agreement**”) and entered into between Giant Glory International Limited, Compal Electronics, Inc. and three of its subsidiaries, be and are hereby approved and confirmed and that the directors of the Company be and are hereby authorized to take all actions and execute all documents which they deem necessary, desirable or appropriate in order to implement and validate anything related to the continuing connected transactions under the Master Sales Agreement and the Revised Caps.”

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

Hong Kong, 11 September 2009

Head office and principal place of business in Hong Kong:
Suites 3311-3312
Jardine House
1 Connaught Place
Central
Hong Kong

NOTICE OF EGM

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises six executive Directors, namely 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 three independent non-executive Directors, namely Mr. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.