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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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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong at 3 p.m. on 13 May 2016 is set out on pages 19 to 23 of this circular.

Whether or not you intend to attend the Annual General Meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	4
Grant of General Mandate, Repurchase Mandate and Extension Mandate	5
Proposed re-election of Directors	6
Refreshment of the existing limit on the grant of options under the Share Option Scheme	6
Actions to be taken	8
Voting at the Annual General Meeting	8
Recommendations	8
General information	9
Miscellaneous	9
 Appendix I – Explanatory statement on the Repurchase Mandate	10
 Appendix II – Details of the Directors proposed to be re-elected at the Annual General Meeting	15
 Notice of Annual General Meeting	19

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 13 May 2016, the notice of which is set out on pages 19 to 23 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associates”	has the same meaning as defined under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“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
“Director(s)”	director(s) of the Company
“Existing Scheme Limit”	the maximum number of Shares which may be issued upon exercise of all options granted/to be granted under the Share Option Scheme, being 10% of the issued share capital of the Company as at the date of approval of the adoption of the Share Option Scheme
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Invested Entity”	any entity in which any member of the Group holds any equity interest
“Latest Practicable Date”	25 March 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Participants”	any employee (whether full time or part time including any executive director but excluding any non-executive director) and non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity, any suppliers of goods or services to any member of the Group or any Invested Entity, any customers of the Group or any Invested Entity, any person or entity that provides research, development or other technological support to the Group or any Invested Entity, any shareholders or holders of any securities of any member of the Group or any Invested Entity, any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity, and any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliances or other business arrangement to the development and growth of the Group
“Previous Share Option Scheme”	the share option scheme of the Company adopted on 6 October 2005 which was terminated pursuant to resolution passed by Shareholders at the annual general meeting of the Company on 11 May 2015
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of Shares of which shall not exceed 10% of the number of issued Shares as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	the share option scheme adopted by the Company on 11 May 2015
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Cheng Li-Yu
Mr. Cheng Li-Yen
Mr. Hsieh Wan-Fu
Mr. Huang Kuo-Kuang
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
PO 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

1 April 2016

*To the Shareholders, and for information only,
the holders of options and warrants of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS,
REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF
OPTIONS UNDER THE SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; (b) ordinary resolutions relating to the proposed re-election of the Directors; and (c) ordinary resolution relating to the proposed refreshment of the Existing Scheme Limit.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the 2014 annual general meeting of the Company held on 11 May 2015, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued Shares on the date of passing of the relevant ordinary resolution; (b) a general unconditional mandate to repurchase Shares not exceeding 10% of the number of issued Shares on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate number of the securities of the Company repurchased by the Company pursuant to the mandate to repurchase securities referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the number of issued Shares on the date of passing of such resolution. On the assumption that 1,119,977,185 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 223,995,437;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company or pursuant to the exercise of the subscription rights attached to the warrants issued by the Company on 15 April 2015.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

According to article 108(A) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te and Mr. Tsui Yung Kwok will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

According to code provision A.4.3 of Appendix 14 to the Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders. For the reason that Mr. Yip Wai Ming has served as an independent non-executive Director for more than nine years, he will retire as Director at the Annual General Meeting, and he, being eligible, will offer himself for re-election at the Annual General Meeting.

Biographical information of Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te and Mr. Tsui Yung Kwok and Mr. Yip Wai Ming is set out in Appendix II to this circular.

REFRESHMENT OF THE EXISTING LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME

Pursuant to the passing of resolution by Shareholders in the annual general meeting of the Company on 11 May 2015, the Share Option Scheme was adopted. The purpose of the Share Option Scheme is to provide Participants with the opportunity to acquire equity interests in the Company and to encourage Participants to contribute to the development of the Group and work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

Pursuant to Chapter 17 of the Listing Rules, the total number of securities which may be issued upon exercise of all options to be granted under a share option scheme and any other schemes of a listed issuer must not in aggregate exceed 10% of the relevant class of securities of the listed issuer (or the subsidiary) in issue as at the date of approval of the share option scheme. Options lapsed in accordance with the share option scheme will not be counted for the purpose of calculating the 10% limit. The listed issuer may seek approval by its shareholders in general meeting for “refreshing” the 10% limit under the share option scheme. However, the total number of securities which may be issued upon exercise of all options to be granted under all of the schemes of the listed issuer (or the subsidiary) under the limit as “refreshed” must not exceed 10% of the relevant class of securities in issue as at the date of approval of the refreshed limit. Options previously granted under the schemes (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The Listing Rules also provide that the limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the share option scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer (or the subsidiary) in issue from time to time.

The Existing Scheme Limit is 116,442,700 Shares, representing 10% of the Shares in issue as at 11 May 2015, the date on which resolution for approving the adoption of the Share Option Scheme was passed at the annual general meeting of the Company and approximately 10.40% of the Shares in issue as at the

LETTER FROM THE BOARD

Latest Practicable Date. Up to the Latest Practicable Date, options carrying right to subscribe for 70,504,000 Shares have been granted pursuant to the authority given under the resolution for approving the adoption of the Share Option Scheme, and save that 670,000 options had been exercised and 1,248,000 options had been lapsed in accordance with the terms of the Share Option Scheme, no such options have lapsed, exercised or cancelled. As at the Latest Practicable Date, 68,586,000 of the options granted under the Share Option Scheme remained outstanding. Unless the Existing Scheme Limit was “refreshed”, only 47,186,700 (representing approximately 40.52% of the Existing Scheme Limit) Shares might be issued pursuant to the grant of further options under the Share Option Scheme.

The Directors consider that the Company should refresh the Existing Scheme Limit so that the Company could have more flexibility to provide incentives to the Participants by way of granting share options to them. If the refreshment of the Existing Scheme Limit is approved at the Annual General Meeting, based on the 1,119,977,185 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, the Company will be allowed under the “refreshed limit” to grant options carrying the rights to subscribe for up to a total of 111,997,718 Shares, representing 10% of the issued share capital of the Company as at the Annual General Meeting.

Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Apart from the options granted under the Share Option Scheme and the 31,830,000 options granted under the Previous Share Option Scheme, which have not been exercised, cancelled or lapsed and remained outstanding as at the Latest Practicable Date, the Company has no outstanding options to subscribe for Shares.

None of the grantees has been granted with options which exceed the limit of 1% of the issued share capital of the Company in the 12 months period up to and including the respective dates of grant as set out in note to Rule 17.03(4) of the Listing Rules and the Company is in compliance with Rule 17.03 (4) of the Listing Rules in this regard.

As at the Latest Practicable Date, the total number of Shares which may fall to be issued upon the exercise of all outstanding options under the Share Option Scheme and the Previous Share Option Scheme is 100,416,000, representing approximately 8.97% of the Shares in issue as at Latest Practicable Date. If the refreshment of the Existing Scheme Limit is approved at the Annual General Meeting, the existing outstanding options of the Company and the options to be granted under the “refreshed limit” will not exceed 30% of the issued share capital of the Company.

The Directors consider that the refreshment of the Existing Scheme Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other Participants under the Share Option Scheme.

The refreshment of the Existing Scheme Limit is conditional upon:

- (i) the passing of an ordinary resolution at the Annual General Meeting to approve the said refreshment; and

LETTER FROM THE BOARD

- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

Application will be made to the Listing Committee of the Stock Exchange for granting the listing of, and permission to deal in any new Shares which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the refreshed limit of the Share Option Scheme up to 10% of the issued share capital of the Company as at the date of passing of the relevant ordinary resolution at the Annual General Meeting.

ACTIONS TO BE TAKEN

Set out on pages 19 to 23 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate;
- (b) the proposed re-election of Directors; and
- (c) the proposed refreshment of the Existing Scheme Limit.

Whether or not you are able to attend the Annual General Meeting in person, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to article 72 of the Articles of Association. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate, the proposed re-election of Directors, and the proposed refreshment of the Existing Scheme Limit to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,119,977,185 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the number of issued Shares on the date of passing the relevant ordinary resolution on the Annual General Meeting. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 111,997,718 Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a

redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2015, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
April	5.54	4.42
May	5.18	4.73
June	4.88	3.47
July	3.77	2.91
August	3.53	2.56
September	3.85	2.95
October	4.39	3.76
November	4.41	4.01
December	4.26	3.68
2016		
January	3.71	2.83
February	3.32	2.89
March (up to the Latest Practicable Date)	3.97	3.11

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has any such core connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis of the interests in the Shares held by Southern Asia Management Limited ("**Southern Asia**"), Mr. Cheng Li-Yu, Mr. Cheng Li-Yen and Ms. Lin Mei-Li as at the Latest Practicable Date set out below, on the basis that no new Shares are issued or repurchased prior to the Annual General Meeting and assuming that there would not be changes in the issued share capital of the Company prior to the repurchase of Shares and that each of them would not dispose of their respective Shares nor acquire additional Shares

prior to any repurchase of Shares, Southern Asia, Mr. Cheng Li-Yu, Mr. Cheng Li-Yen and Ms. Lin Mei-Li (all being presumed parties acting in concert under the Takeovers Code) will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate is exercised in full.

Name	Number of Shares held as at the Latest Practicable Date	Approximate percentage of existing shareholdings as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Southern Asia	303,240,986 <i>(Note (a))</i>	27.08%	30.08%
Cheng Li-Yu	330,305,032	29.49%	32.77%
Cheng Li-Yen	304,905,986 <i>(Note (b))</i>	27.22%	30.25%
Lin Mei-Li	330,305,032	29.49%	32.77%

Note:

- (a) These Shares are registered in the name of Southern Asia, which is wholly owned by Shine Century Assets Corp. The entire issued share capital of Shine Century Assets Corp. is owned by the Cheng Family Trust, which was founded by Mr. Cheng Li-Yu. Mr. Cheng Li-Yu is also one of the beneficiaries of the Cheng Family Trust.
- (b) These interests comprise 1,665,000 units of Taiwan depository receipts on the Taiwan Stock Exchange Corporation, representing 1,665,000 Shares.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that as would give rise to such obligation. Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

Save as disclosed below, the Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date:

Date of repurchase	Number of ordinary Shares repurchase	Price per ordinary Shares	
		Highest (HK\$)	Lowest (HK\$)
24 September 2015	740,000	3.79	3.76
25 September 2015	1,124,000	3.84	3.79
29 September 2015	482,000	3.81	3.79
30 September 2015	1,844,000	3.84	3.78
2 October 2015	1,616,000	3.86	3.79
5 October 2015	1,418,000	3.93	3.86
9 October 2015	2,066,000	4.01	3.89
16 October 2015	1,210,000	4.18	4.14
19 October 2015	3,538,000	4.15	4.05
20 October 2015	1,232,000	4.17	4.09
22 October 2015	2,390,000	4.19	4.13
26 October 2015	998,000	4.22	4.15
29 October 2015	2,680,000	4.23	4.16
30 October 2015	1,060,000	4.24	4.20
6 November 2015	1,754,000	4.23	4.18
10 November 2015	2,016,000	4.20	4.10
17 November 2015	1,572,000	4.24	4.20
18 November 2015	718,000	4.24	4.21
30 November 2015	1,244,000	4.20	4.16
1 December 2015	1,458,000	4.20	4.14
4 December 2015	1,640,000	4.21	4.11
11 December 2015	2,562,000	4.05	3.95
14 December 2015	594,000	3.96	3.95
15 December 2015	1,210,000	3.99	3.93
18 December 2015	946,000	4.00	3.98
21 December 2015	830,000	4.00	3.97

The following sets out the biographical information of the Directors eligible for re-election at the Annual General Meeting:

EXECUTIVE DIRECTORS

Mr. Hsieh Wan-Fu (謝萬福), aged 52, was appointed as an executive Director on 25 May 2006. He is also a director of certain subsidiaries of the Group. He joined the Group as senior vice president in 2003. He is responsible for the establishment of quality control system, supervision of the Group's production in spray painting, development of new technology in dust-free spray painting and promotion of the application of relevant technology in dust-free spray painting to the customers. In the three years preceding the Latest Practicable Date, Mr. Hsieh has not been a director of any other publicly listed companies in Hong Kong or overseas.

Mr. Hsieh has entered into a service agreement with the Company on 25 May 2006 for an initial fixed term of three years commencing from 25 May 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of approximately HK\$737,000. The emolument of Mr. Hsieh has been determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Hsieh is the beneficial owner of 4,825,486 Shares, 341,054 of which were underlying shares to be allotted and issued to him upon exercise of subscription rights under the warrants granted to him by the Company on 15 April 2015 and 1,804,000 of which were underlying shares granted to him by the Company under the share option scheme adopted by the Company. The aforementioned warrants and share options remained outstanding as at the Latest Practicable Date. Save as disclosed herein, Mr. Hsieh has no other interests in the Shares, underlying shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Hsieh was not related to any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no information which is disclosable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Hsieh that need to be brought to the attention of the Shareholders.

Mr. Lo Jung-Te (羅榮德), aged 56, was appointed as an executive Director on 25 May 2006. He is also a director of certain subsidiaries of the Group. He joined the Group as senior vice president in 2004. He is responsible for the supervision of the manufacture and development of the Group's automatic moulding. He is also responsible for assisting with the Group's improvement in manufacturing technology of injection moulding development, expansion of new markets and product design of non-notebook computer casing. In the three years preceding the Latest Practicable Date, Mr. Lo has not been a director of any other publicly listed companies in Hong Kong or overseas.

Mr. Lo has entered into a service agreement with the Company on 25 May 2006 for an initial fixed term of three years commencing from 25 May 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of approximately HK\$737,000 under the service agreement. The emolument of Mr. Lo is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Lo is the beneficial owner of 10,778,434 Shares, 952,492 of which were underlying shares to be allotted and issued to him upon exercise of subscription rights under the warrants granted to him by the Company on 15 April 2015 and 1,804,000 of which were underlying shares granted to him by the Company under the share option scheme adopted by the Company. The aforementioned warrants and share options remained outstanding as at the Latest Practicable Date. Save as disclosed herein, Mr. Lo has no other interests in the Shares, underlying shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Lo was not related to any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Lo that need to be brought to the attention of the Shareholders.

Mr. Tsui Yung Kwok (徐容國), aged 47, was appointed as an executive Director on 10 June 2005. He is also a director of a subsidiary of the Group, the chief financial officer and the company secretary of the Group and is responsible for the overall financial management and company secretarial functions of the Group. He holds a master degree in corporate governance and a bachelor degree in business (Accounting). He is also a member of Chartered Accountants Australia and New Zealand, CPA Australia, the Hong Kong Institute of Certified Public Accountants and the Hong Kong Institute of Chartered Secretaries. Before joining the Group in August 2004, Mr. Tsui had been the chief financial officer of a Hong Kong listed company and held a senior position in an international accounting firm in Hong Kong. He had over 23 years' experience in accounting and finance. He has been an independent non-executive director of Shenguan Holdings (Group) Limited (Stock code: 829) since 19 September 2009, SITC International Holdings Company Limited (Stock code: 1308) since 10 September 2010, 361 Degrees International Limited (Stock code: 1361) since 1 September 2012 and Cabbeen Fashion Limited (Stock code: 2030) since 18 February 2013. Mr. Tsui was appointed as an executive Director on 10 June 2005. Mr. Tsui was not related to any other Directors, senior management, substantial or controlling Shareholder (as defined in the Listing Rules) of the Company. In the three years preceding the Latest Practicable Date, save as disclosed above, Mr. Tsui has not been a director of any other publicly listed companies in Hong Kong or overseas.

Mr. Tsui has entered into a service agreement with the Company on 10 June 2005 for an initial fixed term of three years commencing from 10 June 2005 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of the service contract until terminated by not less than three months' notice in writing served by either party on the other. He is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of approximately HK\$1,420,000. The emolument of Mr. Tsui is determined by the Board with reference to his duties, responsibilities, performance and the results of the Group.

As at the Latest Practicable Date, Mr. Tsui is the beneficial owner of 6,872,750 Shares, 568,750 of which were underlying shares to be allotted and issued to him upon exercise of subscription rights under the warrants granted to him by the Company on 15 April 2015 and 1,502,000 of which were underlying shares granted to him by the Company under the share option scheme adopted by the Company. The aforementioned warrants and share options remained outstanding as at the Latest Practicable Date. Save as disclosed herein, Mr. Tsui has no other interests in the Shares, underlying shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Tsui that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Yip Wai Ming (葉偉明), aged 50, was appointed as an independent non-executive Director on 25 May 2006. He has more than 25 years of experience in finance and accounting, and had held senior positions in an international accounting firm, a major European bank and listed companies in Hong Kong. Mr. Yip graduated from the University of Hong Kong with a Bachelor's degree in social sciences and from the University of London with a Bachelor's degree in law. He is an associate member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants and a member of the Chinese Institute of Certified Public Accountants. He has been appointed as an independent non-executive director of PAX Global Technology Limited (Stock code: 327) since 1 December 2010, Far East Horizon Limited (Stock code: 3360) since 11 March 2011, Poly Culture Group Corporation Limited (Stock code: 3636) since December 2013 and Yida China Holdings Limited (Stock code: 3639) since 1 June 2014. He was an independent non-executive director of BBMG Corporation (Stock code: 2009) until 27 November 2015. As at the Latest Practicable Date, Mr. Yip was not related to any other Directors, senior management, substantial or controlling Shareholder (as defined in the Listing Rules) of the Company. Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Yip did not hold any directorship in other listed public companies in Hong Kong or overseas.

Mr. Yip has entered into an appointment letter with the Company for a term of two years commencing from 25 May 2006 renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of appointment, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association and until terminated by not less than 3 months' notice in writing served by either party on the other. As at the Latest Practicable Date, he was entitled to a directors' fee of HK\$198,000 per annum under the appointment letter. The director's fee of Mr. Yip is determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Yip is the beneficial owner of 484,750 Shares, 8,750 of which were underlying shares to be allotted and issued to him upon exercise of subscription rights under the warrants granted to him by the Company on 15 April 2015 and 370,000 of which were underlying shares granted to him by the Company under the share option scheme adopted by the Company. The aforementioned warrants and share options remained outstanding as at the Latest Practicable Date. Save as disclosed herein, Mr. Yip has no other interests in the Shares, underlying shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Notwithstanding that Mr. Yip has served as an independent non-executive Director since May 2006, the Board is satisfied that Mr. Yip is a person of integrity and independent in character and judgment. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment. Consequently, the Board recommends the re-election of Mr. Yip as an independent non-executive Director at the Annual General Meeting.

There is no information which is discloseable nor is/was Mr. Yip involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Yip that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Ju Teng International Holdings Limited (“**Company**”) will be held at Falcon Room I, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 13 May 2016 at 3 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and auditors (“**Auditors**”) of the Company for the year ended 31 December 2015.
2. to approve the declaration of a final dividend for the year ended 31 December 2015 of HK15 cents per share of HK\$0.10 each in the capital of the Company;
3. to consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board (“**Board**”) of Directors to fix the remuneration of the Directors.
4. to consider the re-appointment of Ernst & Young as the Auditors for the year ending 31 December 2016 and to authorise the Board to fix their remuneration.

and, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

5. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) of HK\$0.10 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or

NOTICE OF ANNUAL GENERAL MEETING

having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (“**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued Shares as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the directors (“**Directors**”) of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 5 above be and it is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6 above, provided that such amount shall not exceed 10% of the number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general

NOTICE OF ANNUAL GENERAL MEETING

mandate of an amount requesting the aggregate number of issued Shares repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 6 above.”

8. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 11 May 2015 (“**Share Option Scheme**”) , representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, pursuant to clause 8.2 of the Share Option Scheme:
- (a) approval be and is hereby granted for refreshing the 10% mandate under the Share Option Scheme (“**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) under the limit as refreshed hereby shall not exceed 10% of the total number of issued shares of the Company as at the date on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (or its subsidiaries) (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company (or its subsidiaries)) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate) ; and
- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

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

Hong Kong, 1 April 2016

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company entitled to attend and vote at the meeting above (“**Meeting**”) 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 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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from 12 May 2016 and 13 May 2016, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on 11 May 2016 for registration.
5. For the purpose of determining members who are qualified for the proposed final dividend, conditional on the passing of resolution numbered 2 set out in this notice, the register of members of the Company will be closed from 19 May 2016 and 20 May 2016, both days inclusive, during which no transfer of Shares will be effected. In order to qualify for the proposed final dividend, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Branch Registrar at the address stated in note 3 above not later than 4:30 p.m. on 18 May 2016 for registration.
6. 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.
7. In relation to resolution numbered 5 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders or pursuant to the exercise of the subscription rights attached to the warrants issued by the Company on 15 April 2015.
8. In relation to resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.

As at the date of this notice, the Board comprises six executive Directors, namely Mr. Cheng Li-Yu, Mr. Cheng Li-Yen, Mr. Hsieh Wan-Fu, Mr. Huang Kuo-Kuang, 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.