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巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**DISCLOSEABLE TRANSACTION
PURCHASE OF EQUIPMENT**

EQUIPMENT AGREEMENTS WITH YAMAZEN GROUP

Reference is made to the Previous Announcements in relation to the purchase of equipment including compact machining centers, CNC rotary tables and the related parts and accessories from Yamazen Corporation by the Group.

On 16 March 2018, the Group entered into the 2018 Equipment Agreements with the Yamazen Group, pursuant to which the Yamazen Group agreed to sell and the Group agreed to purchase the Equipment.

On various dates in 2017, the Group entered into the 2017 Equipment Agreements with the Yamazen Group pursuant to which the Yamazen Group shall sell, and the Group shall purchase, the Equipment.

LISTING RULES IMPLICATION

Each of the 2017 Equipment Agreements, on a standalone basis, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. Each of the 2017 Equipment Agreements, when aggregated with the other 2017 Equipment Agreements and/or the relevant Previous Equipment Agreements which was/were entered into by the Group within a 12 month period from the date of the relevant 2017 Equipment Agreements pursuant to Rule 14.23 of the Listing Rules, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

Each of the 2018 Equipment Agreements, on a standalone basis, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. The 2017 Equipment Agreements and the 2018 Equipment Agreements are aggregated as a single transaction pursuant to Rule 14.23 of the Listing Rules as these agreements were entered into by the Group with the same party.

As the relevant percentage ratio in respect of the 2018 Equipment Agreements when aggregated with the 2017 Equipment Agreements is more than 5% but less than 25%, the transactions contemplated under the 2018 Equipment Agreements constituted discloseable transaction of the Company under Chapter 14 of the Listing Rules.

2018 EQUIPMENT AGREEMENTS WITH THE YAMAZEN GROUP

The Board announces that on 16 March 2018, the Group entered into the 2018 Equipment Agreements with the Yamazen Group pursuant to which the Yamazen Group shall sell, and the Group shall purchase, the Equipment.

The principal terms of each of the 2018 Equipment Agreements are identical save for the particulars and quantities of the Equipment and the matters below:

	Date	Parties	Consideration
2018 Equipment Agreement – I	16 March 2018	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN1,319,500,000 (equivalent to approximately HK\$97,643,000)
2018 Equipment Agreement – II	16 March 2018	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN188,500,000 (equivalent to approximately HK\$13,949,000)
2018 Equipment Agreement – III	16 March 2018	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN409,500,000 (equivalent to approximately HK\$30,303,000)
2018 Equipment Agreement – IV	16 March 2018	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN26,000,000 (equivalent to approximately HK\$1,924,000)
2018 Equipment Agreement – V	16 March 2018	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN65,000,000 (equivalent to approximately HK\$4,810,000)

	Date	Parties	Consideration
2018 Equipment Agreement – VI	16 March 2018	(1) Juteng Electronic (Taizhou) as buyer; and (2) Souzen Trading (Shenzhen) as seller	RMB1,607,700 (equivalent to approximately HK\$2,068,000)
2018 Equipment Agreement – VII	16 March 2018	(1) Tasun (Chongqing) as buyer; and (2) Souzen Trading (Shenzhen) as seller	RMB643,080 (equivalent to approximately HK\$797,000)
2018 Equipment Agreement – VIII	16 March 2018	(1) Wujiang Dading as buyer; and (2) Souzen Trading (Shenzhen) as seller	RMB4,662,330 (equivalent to approximately HK\$5,781,000)

The consideration under each of the 2018 Equipment Agreements shall be settled in cash by telegraphic transfer, in the following manner:

- (a) 30% of which shall be settled within two weeks after signing of the relevant 2018 Equipment Agreement;
- (b) 60% of which shall be settled within two weeks before shipping of the Equipment pursuant to the relevant 2018 Equipment Agreement; and
- (c) 10% of which shall be settled within 30 days after passing of the inspection of the Equipment at the facilities of the Group.

The consideration was determined on an arm's length basis based on the unit price of the Equipment.

2017 EQUIPMENT AGREEMENTS WITH THE YAMAZEN GROUP

Pursuant to Rule 14.22 of the Listing Rules, the Board further announces that on various dates in 2017, the Group entered into the 2017 Equipment Agreements with the Yamazen Group pursuant to which the Yamazen Group shall sell, and the Group shall purchase, the Equipment.

The principal terms of each of the 2017 Equipment Agreements are identical save for the particulars and quantities of the Equipment and the matters below:

	Date	Parties	Consideration
2017 Equipment Agreement – I	11 May 2017	(1) CPM as buyer; and (2) Yamazen Corporation as seller	YEN2,250,000 (equivalent to approximately HK\$167,000)
2017 Equipment Agreement – II	18 May 2017	(1) CPM as buyer; and (2) Yamazen Corporation as seller	YEN5,250,000 (equivalent to approximately HK\$389,000)
2017 Equipment Agreement – III	12 June 2017	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN17,100,000 (equivalent to approximately HK\$1,265,000)
2017 Equipment Agreement – IV	23 November 2017	(1) Dynamic Apex as buyer; and (2) Yamazen Corporation as seller	YEN29,400,000 (equivalent to approximately HK\$2,716,000)

The consideration under each of the 2017 Equipment Agreements shall be settled in cash by telegraphic transfer, in the following manner:

- (d) 30% of which shall be settled within two weeks after signing of the relevant 2017 Equipment Agreement;
- (e) 60% of which shall be settled within two weeks before shipping of the Equipment pursuant to the relevant 2017 Equipment Agreement; and
- (f) 10% of which shall be settled within 30 days after passing of the inspection of the Equipment at the facilities of the Group.

The consideration was determined on an arm's length basis based on the unit price of the Equipment.

Each of the 2017 Equipment Agreements and the 2018 Equipment Agreements are independent and their respective signing and execution are not inter-conditional upon the others.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2018 EQUIPMENT AGREEMENTS

It is the Group's strategy to expand its production in products with higher profit margin which includes metal casings. The Group requires equipment to be used in the production of metal casings in the Group's production plants in the PRC which is in line with the Group's strategy and business need. As such, the Board considers that the entering into of the 2017 Equipment Agreements and the 2018 Equipment Agreements with the Yamazen Group is beneficial to the Group as it could facilitate the procurement of such Equipment.

The Directors consider that the terms of each of the 2017 Equipment Agreements and the 2018 Equipment Agreements are fair and reasonable and are in the interests of the Company and Shareholders as a whole.

INFORMATION ON THE GROUP AND THE YAMAZEN GROUP

The Group is principally engaged in the manufacture and sale of casings for notebook computer and handheld devices.

The Yamazen Group is principally engaged in, among others, the sale of production equipment. The Directors confirmed that, to the best of their knowledge, information and belief having made all reasonable enquiry, the Yamazen Group and its ultimate beneficial owner(s) are third parties independent of the Group and its connected persons.

LISTING RULES IMPLICATION

Each of the 2017 Equipment Agreements, on a standalone basis, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. Each of the 2017 Equipment Agreements, when aggregated with the other 2017 Equipment Agreements and/or the relevant Previous Equipment Agreements which was/were entered into by the Group within a 12 month period from the date of the relevant 2017 Equipment Agreements pursuant to Rule 14.23 of the Listing Rules, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

Each of the 2018 Equipment Agreements, on a standalone basis, do not constitute a notifiable transaction under Chapter 14 of the Listing Rules. The 2017 Equipment Agreements and the 2018 Equipment Agreements are aggregated as a single transaction pursuant to Rule 14.23 of the Listing Rules as these agreements were entered into by the Group with the same party.

As the relevant percentage ratio in respect of the 2018 Equipment Agreements when aggregated with the 2017 Equipment Agreements is more than 5% but less than 25%, the transactions contemplated under the 2018 Equipment Agreements constituted discloseable transaction of the Company under Chapter 14 of the Listing Rules.

DEFINITIONS

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

“2017 Equipment Agreements”	collectively, the 2017 Equipment Agreement – I, the 2017 Equipment Agreement – II, the 2017 Equipment Agreement – III and the 2017 Equipment Agreement – IV
“2017 Equipment Agreement – I”	agreement dated 11 May 2017 entered into between Yamazen Corporation as seller and CPM as buyer in respect of the purchase of the Equipment for a consideration of YEN2,250,000 (equivalent to approximately HK\$167,000)
“2017 Equipment Agreement – II”	agreement dated 18 May 2017 entered into between Yamazen Corporation as seller and CPM as buyer in respect of the purchase of the Equipment for a consideration of YEN5,250,000 (equivalent to approximately HK\$389,000)
“2017 Equipment Agreement – III”	agreement dated 12 June 2017 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN17,100,000 (equivalent to approximately HK\$1,265,000)
“2017 Equipment Agreement – IV”	agreement dated 23 November 2017 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN29,400,000 (equivalent to approximately HK\$2,176,000)
“2018 Equipment Agreements”	collectively, the 2018 Equipment Agreement – I, the 2018 Equipment Agreement – II, the 2018 Equipment Agreement – III, the 2018 Equipment Agreement – IV, the 2018 Equipment Agreement – V, the 2018 Equipment Agreement – VI, the 2018 Equipment Agreement – VII and the 2018 Equipment Agreement – VIII
“2018 Equipment Agreement – I”	agreement dated 16 March 2018 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN1,319,500,000 (equivalent to approximately HK\$97,643,000)

“2018 Equipment Agreement – II”	agreement dated 16 March 2018 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN188,500,000 (equivalent to approximately HK\$13,949,000)
“2018 Equipment Agreement – III”	agreement dated 16 March 2018 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN409,500,000 (equivalent to approximately HK\$30,303,000)
“2018 Equipment Agreement – IV”	agreement dated 16 March 2018 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN26,000,000 (equivalent to approximately HK\$1,924,000)
“2018 Equipment Agreement – V”	agreement dated 16 March 2018 entered into between Yamazen Corporation as seller and Dynamic Apex as buyer in respect of the purchase of the Equipment for a consideration of YEN65,000,000 (equivalent to approximately HK\$4,810,000)
“2018 Equipment Agreement – VI”	agreement dated 16 March 2018 entered into between Souzen Trading (Shenzhen) as seller and Juteng Electronic (Taizhou) as buyer in respect of the purchase of the Equipment for a consideration of RMB1,607,700 (equivalent to approximately HK\$2,068,000)
“2018 Equipment Agreement – VII”	agreement dated 16 March 2018 entered into between Souzen Trading (Shenzhen) as seller and Tasun (Chongqing) as buyer in respect of the purchase of the Equipment for a consideration of RMB643,080 (equivalent to approximately HK\$797,000)
“2018 Equipment Agreement – VIII”	agreement dated 16 March 2018 entered into between Souzen Trading (Shenzhen) as seller and Wujiang Dading as buyer in respect of the purchase of the Equipment for a consideration of RMB4,662,330 (equivalent to approximately HK\$5,781,000)
“Board”	the board of Directors
“CPM”	Compal Precision Module China Holdings Ltd., an indirect non wholly owned subsidiary of the Company, incorporated in Mauritius

“Company”	Ju Teng International Holdings Limited, a company incorporated under the law of the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Dynamic Apex”	Dynamic Apex Macao Commercial Offshore Limited, an indirect wholly owned subsidiary of the Company, incorporated in the Macao Special Administrative Region of the People’s Republic of China
“Equipment”	compact machining centers and the related parts and accessories
“Group”	the Company and its subsidiaries
“Juteng Electronic (Taizhou)”	Juteng Electronic Technology (Taizhou) Co., Ltd., an indirect wholly owned subsidiary of the Company, incorporated in the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Previous Announcements”	the announcements of the Company dated 17 June 2016, 17 January 2017 and 1 March 2017 in relation to the transactions contemplated under the Previous Equipment Agreements
“Previous Equipment Agreements”	several agreements entered into between Yamazen Corporation as seller and the Group as buyer in respect of the purchase of equipment including compact machining centers, CNC rotary tables and the related parts and accessories on 16 June 2016, 16 January 2017, 17 January 2017 and 1 March 2017
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	shareholder(s) of the Company
“Souzen Trading (Shenzhen)”	創善貿易(深圳)有限公司(Souzen Trading (Shenzhen) Co., Ltd.), an indirect wholly owned subsidiary of Yamazen Corporation, incorporated in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Tasun (Chongqing)”	Tasun (Chongqing) Electronic Technology Co., Ltd, an indirect wholly owned subsidiary of the Company, incorporated in the PRC
“Wujiang Dading”	Wujiang Dading Precision Mould Co., Ltd., an indirect wholly owned subsidiary of the Company, incorporated in the PRC
“Yamazen Group”	Yamazen Corporation and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“YEN”	Japanese yen, the lawful currency of Japan
“%”	per cent

In this announcement, amounts quoted in YEN and RMB have been converted into HK\$ at the rate of HK\$0.074 to YEN1 and HK\$1.24 to RMB1, respectively. Such exchange rates have been used, where applicable, for purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at such rate or any other rates.

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

Hong Kong, 16 March 2018

As at the date of this announcement, the executive Directors are Mr. Cheng Li-Yu, Mr. Chiu Hui-chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, and the independent non-executive Directors are Mr. Cherng Chia-Jiun, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.