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巨騰國際控股有限公司

JU TENG INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3336)

**CONNECTED TRANSACTION
GRANT OF AWARD UNDER
THE SHARE AWARD PLAN OF THE COMPANY**

GRANT OF SHARE AWARD UNDER THE PLAN

On 16 June 2017, the Board has resolved to grant an aggregate of 6,800,000 Shares to four participants of the Plan under the Plan, namely, Mr. Chiu Hui-Chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, which shall be satisfied by the Shares purchased by the Trustee on the market.

LISTING RULES IMPLICATION

As each of Mr. Chiu Hui-Chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok is an executive Director and therefore a connected person of the Company, the grant of the Award under the Plan and the transactions contemplated thereunder shall constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

By virtue of Rule 14A.76(2) of the Listing Rules, as (i) the transactions contemplated under the Chiu's Award are on normal commercial terms; and (ii) the relevant percentage ratios in respect of the transactions contemplated under the Chiu's Award is less than 5%, the transactions contemplated under the Chiu's Award is only subject to announcement but exempt from the circular (including independent financial advice) and Shareholders' approval requirements.

By virtue of Rule 14A.76(1) of the Listing Rules, as (i) the relevant percentage ratios in respect of the transactions contemplated under the award to be granted to each of the Selected Participants, namely Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, under the Plan is less than 0.1%; and (ii) the transactions contemplated under the Selected Participant Award are on normal commercial terms, the transactions contemplated under the Selected Participant Award is fully exempt from reporting, announcement and Shareholders' approval requirements.

GRANT OF SHARE AWARD UNDER THE PLAN

On 16 June 2017, the Board has resolved to grant an aggregate of 6,800,000 Shares to four participants of the Plan under the Plan, which shall be satisfied by the Shares purchased by the Trustee on the market. As each of these four participants is an executive Director and therefore a connected person of the Company, the grant of the Award under the Plan and the transactions contemplated thereunder shall constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

The information in relation to the grant of such share award is set out below:

Securities to be awarded: An aggregate of 6,800,000 Shares to be awarded to the following executive Directors (and therefore connected persons of the Company):

Name of connected person	Number of Shares awarded
<i>The Chiu's Award</i>	
Mr. Chiu Hui-Chin	5,000,000 Shares
<i>The Selected Participant Award</i>	
Mr. Huang Kuo-Kuang	600,000 Shares
Mr. Lin Feng-Chieh	600,000 Shares
Mr. Tsui Yung Kwok	600,000 Shares
Total	6,800,000 Shares

The aggregate of 6,800,000 Award Shares to be awarded by the Company to the above participants of the Plan represent approximately 0.6% of the total number of Shares in issue at the date of this announcement. The Award shall be satisfied by the Shares purchased by the Trustee on the market.

Details of the Award Shares:

The aggregate of 6,800,000 Award Shares were derived from an aggregate of 11,295,774 Shares (the “**Purchased Share(s)**”) purchased by the Trustee on the market in accordance with the Company’s instructions pursuant to the Plan in June 2017. The total consideration of the Purchased Shares was approximately HK\$35,017,000 which was paid by the Trustee out of the fund allocated by the Group to the Trustee for the purpose of the Plan. Therefore, the average purchase price per Purchased Share was approximately HK\$3.1 and accordingly:

- (i) the aggregate purchase price of the 6,800,000 Award Shares will be approximately HK\$21,080,000;
- (ii) the aggregate purchase price of the 5,000,000 Chiu’s Award Shares will be approximately HK\$15,500,000; and
- (iii) the aggregate purchase price of the 1,800,000 Selected Participant Award Shares will be approximately HK\$5,580,000.

All of the Award Shares are held by the Trustee in trust in accordance with the Trust Deed for the benefit of each of Mr. Chiu and the Selected Participants before vesting.

Save for the laws, rules and regulations applicable to Directors for transaction of securities of the Company (including the Listing Rules), the Award Shares are not subject to restrictions for subsequent sale.

Market value of the Award Shares:

Based on the closing price of the Shares as at 16 June 2017, being the date of grant of the Award, as quoted on the Stock Exchange of HK\$3.25 per Share:

- (iv) the market values of the 6,800,000 Award Shares will be HK\$22,100,000;
- (v) the market values of the 5,000,000 Chiu’s Award Shares will be HK\$16,250,000; and
- (vi) the market values of the 1,800,000 Selected Participant Award Shares will be HK\$5,850,000.

Consideration:

Each of Mr. Chiu and the Selected Participants is not required to pay any consideration for the acceptance of the Award Shares.

Vesting: Subject to the acceptance by each of Mr. Chiu and the Selected Participants and that he remains as an employee of the Group on the vesting date of the Award Shares, the Award Shares shall vest in him on 3 July 2017.

In the event that the vesting condition is not met, the Award made to the relevant participant shall automatically lapse forthwith and such Award Shares shall remain part of the Trust Fund.

REASONS FOR AND BENEFITS IN THE GRANT OF AWARD SHARES

The Board considers that the grant of the Award to each of Mr. Chiu and the Selected Participants, which were determined with reference to, among others, his contribution and/or future contribution to the development and the growth of the Group, provides incentives to each of them and will allow the Group to attract and retain talents for the continual operation and development of the Group.

The Board believes that the grant of the Chiu's Award and the Selected Participant Award is in line with the purposes and objectives of the Plan. The Board (including the independent non-executive Directors) considers that the grant of each of the Chiu's Award and the Selected Participant Award and the transactions contemplated thereunder are on normal commercial terms that are fair and reasonable, in the ordinary and usual course of business of the Group and in the interest of the Company and the Shareholders as a whole.

As each of Mr. Chiu Hui-Chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, being executive Director, is materially interested in the grant of the Award to himself, he has abstained from voting on the Board's resolution in relation to the grant of the Award to himself.

LISTING RULES IMPLICATION

As each of Mr. Chiu Hui-Chin, Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok is an executive Director and therefore a connected person of the Company, the grant of the Award under the Plan and the transactions contemplated thereunder shall constitute connected transaction of the Company under Chapter 14A of the Listing Rules.

By virtue of Rule 14A.76(2) of the Listing Rules, as the transactions contemplated under the Chiu's Award are on normal commercial terms; (ii) the relevant percentage ratios in respect of the transactions contemplated under the Chiu's Award is less than 5%, the transactions contemplated under the Chiu's Award is only subject to announcement but exempt from the circular (including independent financial advice) and Shareholders' approval requirements.

By virtue of Rule 14A.76(1) of the Listing Rules, as (i) the relevant percentage ratios in respect of the transactions contemplated under the award to be granted to each of the Selected Participants, namely Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, under the Plan is less than 0.1%; and (ii) the transactions contemplated under the Selected Participant Award are on normal commercial terms, the transactions contemplated under the Selected Participant Award is fully exempt from reporting, announcement and Shareholders' approval requirements.

INFORMATION ON THE GROUP

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

DEFINITIONS

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

“Award”	collectively, the Chiu’s Award and the Selected Participant Award
“Award Shares”	an aggregate of 6,800,000 Shares to be awarded to Mr. Chiu and the Selected Participants under the Plan pursuant to the Board’s approval on 16 June 2017
“Board”	the board of Directors of the Company and if the context of the Plan Rules and/or the Trust Deed so permits, it shall include such committee or sub-committee or person(s) delegated with the power and authority by the board of directors of the Company to administer the Plan
“Chiu’s Award”	an award of the Chiu’s Award Shares granted by the Board to Mr. Chiu in accordance with the Plan
“Chiu’s Award Shares”	5,000,000 Shares to be awarded to Mr. Chiu under the Plan pursuant to the Board’s approval on 16 June 2017
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chiu”	Mr. Chiu Hui-Chin, an executive Director and the Chief Executive Officer of the Company
“Plan”	the Ju Teng International Holdings Limited Share Award Plan, which became effective on 19 May 2017, as altered from time to time
“Plan Rules”	the rules related to the Plan
“Selected Participants”	each of Mr. Huang Kuo-Kuang, Mr. Lin Feng-Chieh and Mr. Tsui Yung Kwok, all being executive Directors
“Selected Participant Award”	an award of the Selected Participant Award Shares granted by the Board to the Selected Participants in accordance with the Plan
“Selected Participant Award Shares”	an aggregate of 1,800,000 Shares to be awarded to the Selected Participants under the Plan pursuant to the Board’s approval on 16 June 2017
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed
“Trust Deed”	the trust deed dated 19 May 2017 and entered into between the Company as settlor and Bank of Communications Trustee Limited as Trustee for governing, among other matters, the duties and powers of the Trustee, as restated, supplemented and amended from time to time

“Trust Fund”	the funds and properties held under the Trust and managed by the Trustee for the benefit of the Eligible Participants in accordance with the Plan Rules and the Trust Deed
“Trustee”	the trustee under the Trust Deed which, as at the date of this announcement, is Bank of Communications Trustee Limited, a company incorporated in Hong Kong
“%”	per cent.

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

Hong Kong, 16 June 2017

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.