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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
PROCUREMENT CONTRACTS FOR EQUIPMENT
FOR USE IN VIETNAM PRODUCTION PLANT**

THE PROCUREMENT CONTRACTS

The Board announces that on various dates between April 2024 and October 2024, Ju Teng Vietnam, an indirect non-wholly owned subsidiary of the Company, entered into the Procurement Contracts with the Vendor, pursuant to which the Vendor agreed to sell and Ju Teng Vietnam agreed to purchase the Equipment at the total consideration of approximately US\$8,060,000 (equivalent to approximately HK\$62,868,000).

IMPLICATIONS UNDER THE LISTING RULES

Each of the Procurement Contracts, on a standalone basis, does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. However, the Procurement Contracts are aggregated as a single transaction pursuant to Rules 14.22 and 14.23 of the Listing Rules as these contracts were entered into by the Group with the Vendor within a 12-month period in relation to the purchase of certain equipment for use in the production plants of the Group in Vietnam.

As the highest relevant percentage ratio as defined under Rule 14.07 of the Listing Rules in respect of the Procurement Contracts, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the Procurement Contracts constituted discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the reporting and announcement requirements under the Listing Rules.

INTRODUCTION

The Board announces that on various dates between April 2024 and October 2024, Ju Teng Vietnam, an indirect non-wholly owned subsidiary of the Company, entered into the Procurement Contracts with the Vendor, pursuant to which the Vendor agreed to sell and Ju Teng Vietnam agreed to purchase the Equipment at the total consideration of approximately US\$8,060,000 (equivalent to approximately HK\$62,868,000).

PRINCIPAL TERMS OF THE PROCUREMENT CONTRACTS

The principal terms of Procurement Contracts are as follows:

Parties

- (i) Ju Teng Vietnam, an indirect non-wholly owned subsidiary of the Company; and
- (ii) the Vendor.

Date, Equipment purchased and Payments

	Date	Equipment purchased	Contract sum (approx. in US'\$000)	Payment terms
Procurement Contract 1	24 April 2024	Grinding workshop equipment	650	(1) 30% of the consideration to be paid within ten working days of signing the relevant procurement contract; (2) 40% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after all such Equipment purchased has been delivered to the worksite; (3) 15% of the consideration to be paid within ten working days after installation of all such Equipment purchased has been completed; (4) 10% of the consideration to be paid after all such Equipment purchased has passed inspection; and (5) 5% of the consideration to be paid after the lapse of one year from the date of passing the acceptance check.
Procurement Contract 2	29 April 2024	Coating workshop equipment	2,400	
Procurement Contract 3	29 April 2024	Water coolant equipment	400	
Procurement Contract 4	29 April 2024	Boiler equipment	1,250	
Procurement Contract 5	29 April 2024	Air pressure vacuum equipment	1,560	
Procurement Contract 6	10 May 2024	Ancillary refrigeration equipment	110	
Procurement Contract 7	10 May 2024	Sand blasting workshop equipment	250	
Procurement Contract 8	10 May 2024	Workshop exhaust equipment	170	
Procurement Contract 9	10 May 2024	Workshop exhaust equipment	180	

Procurement Contract 10	30 May 2024	Laboratory compartments	30	<p>(1) 30% of the consideration to be paid within ten working days of signing the relevant procurement contract;</p> <p>(2) 40% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after all such Equipment purchased has been delivered to the worksite;</p> <p>(3) 15% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after installation of all such Equipment purchased has been completed;</p> <p>(4) 10% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after passing the inspection by the competent authorities and obtaining inspection record; and</p> <p>(5) 5% of the consideration to be paid within seven working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted on the day following the lapse of the warranty period of the relevant Equipment (i.e. a period of one year commencing on the day after passing the inspection).</p>
Procurement Contract 11	30 May 2024	Anode workshop equipment	250	
Procurement Contract 12	30 May 2024	Machine exhaust equipment	250	
Procurement Contract 13	21 June 2024	Sputtering workshop drying equipment	84	
Procurement Contract 14	24 July 2024	Assembly workshop equipment	35	
Procurement Contract 15	8 October 2024	Workshop water coolant and exhaust equipment	38	
Procurement Contract 16	8 October 2024	Air pressure vacuum supplementary equipment	381	

Procurement Contract 17	8 October 2024	Ceiling fan equipment	22	<p>(1) 30% of the consideration to be paid within ten working days of signing the relevant procurement contract;</p> <p>(2) 30% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after all such Equipment purchased has been delivered to the worksite;</p> <p>(3) 25% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after installation of all such Equipment purchased has been completed;</p> <p>(4) 10% of the consideration to be paid within ten working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted after passing the inspection by the competent authorities and obtaining inspection record; and</p> <p>(5) 5% of the consideration to be paid within seven working days of approval by Ju Teng Vietnam of the Vendor's payment application, to be submitted on the day following the lapse of the warranty period of the relevant Equipment (i.e. a period of one year commencing on the day after passing the inspection).</p>
Total consideration			8,060	

Each of the Procurement Contracts is independent and their respective signing and completion are not inter-conditional upon each other.

CONSIDERATION

The total contract sum of the Procurement Contracts amounted to approximately US\$8,060,000 (equivalent to approximately HK\$62,868,000). The payment of consideration will be financed by way of the Group's internal resources.

The consideration under each of Procurement Contracts was determined after arm's length negotiations between the parties on normal commercial terms based on the unit price of the relevant Equipment purchased.

REASONS FOR AND BENEFITS OF THE PROCUREMENT CONTRACTS

As disclosed in the announcements of the Company dated 30 December 2021, 26 January 2022, 24 June 2022, 25 September 2023, 3 November 2023, 11 November 2023, 16 November 2023 and 13 December 2023, the Group has acquired land use rights to certain plots of land in Vietnam and has commenced construction of production plants thereon in order to take advantage of, among others, the global supply chain and development opportunities in Vietnam's manufacturing industry. The purchase of the Equipment under the Procurement Contracts is the implementation of the next step in the Group's business development plans in Vietnam and for facilitating the production of the Group in Vietnam.

As such, the Directors (including the independent non-executive Directors) believe that the terms of the Procurement Contracts are fair and reasonable and on normal commercial terms, and are in the interests of the Group and Shareholders as a whole.

INFORMATION ABOUT THE PARTIES

The Company is an investment holding company, and the Group is principally engaged in the manufacture and sale of casings for notebook computers and handheld devices.

The Vendor is principally engaged in the manufacturing and sales of electrical machinery and equipment and, based on the information available to the Company, is ultimately beneficially wholly-owned by Tsai Tsung-Lin (蔡宗霖). To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendor and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

Each of the Procurement Contracts, on a standalone basis, does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules. However, the Procurement Contracts are aggregated as a single transaction pursuant to Rules 14.22 and 14.23 of the Listing Rules as these contracts were entered into by the Group with the Vendor within a 12-month period in relation to the purchase of certain equipment for use in the production plants of the Group in Vietnam.

As the highest relevant percentage ratio as defined under Rule 14.07 of the Listing Rules in respect of the Procurement Contracts, when aggregated, exceeds 5% but is less than 25%, the transactions contemplated under the Procurement Contracts constituted discloseable transaction of the Company under Chapter 14 of the Listing Rules and are subject to the reporting and announcement requirements under the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“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
“Equipment”	equipment and facilities purchased by Ju Teng Vietnam for use at the production plants of the Group in Vietnam under the Procurement Contracts
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Ju Teng Vietnam”	Ju Teng Electronic Technology (Vietnam) Limited, an indirect non-wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Procurement Contracts”	contracts entered into between Ju Teng Vietnam and the Vendor between April 2024 and October 2024 in relation to the sale and purchase of the Equipment
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendor”	Kunshan Fulishun Environmental Technology Co., Ltd.* (昆山富立順環保科技有限公司), a company established with limited liability in the People’s Republic of China
“%”	per cent

In this announcement, amounts quoted in US\$ have been converted into HK\$ at the rate of HK\$7.8 to US\$1.00. Such exchange rate has been used, where applicable, for purpose of illustration only and does not constitute representation that any amounts were or may have been exchanged at such rate or any other rates.

** for identification purposes only*

By order of the Board
Ju Teng International Holdings Limited
Cheng Li-Yu
Chairman and Chief Executive Officer

Hong Kong, 8 October 2024

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, the non-executive Director is Mr. Cheng Li-Yen and the independent non-executive Directors are Mr. Cherng Chia-Jiun, Mr. Yip Wai Ming, Mr. Yuen Chi Ho and Dr. Chuang Shu-Hui.