



# 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)

### CHANGE OF DIRECTORS

The Board announces that with effect from the conclusion of the Annual General Meeting:

- (1) Mr. Lo Ching Pong retired from his office as an independent non-executive Director;
- (2) Each of Mr. Hsieh Wan-Fu and Mr. Lo Jung-Te was appointed as an executive Director; and
- (3) Mr. Yip Wai Ming was appointed as an independent non-executive Director in place of Mr. Lo Ching Pong.

#### RETIREMENT OF DIRECTOR

The board (“**Board**”) of directors (“**Directors**”) of Ju Teng International Holdings Limited (“**Company**”) announces that Mr. Lo Ching Pong, an independent non-executive Director, did not offer himself for re-election upon expiry of his term of office at the annual general meeting (“**Annual General Meeting**”) of the Company held on 25 May 2006 and Mr. Lo Ching Pong thus retired from his directorship in the Company with effect from the conclusion of the Annual General Meeting.

Mr. Lo Ching Pong has confirmed that he retired from his directorship due to personal reason. Mr. Lo Ching Pong has also confirmed that there was no disagreement with the other members of the Board and there are no matters that need to be brought to the attention of the shareholders (“**Shareholders**”) of the Company in relation to his retirement.

#### APPOINTMENT OF DIRECTORS

The Board is also pleased to announce that with effect from the conclusion of the Annual General Meeting:

- (1) Each of Mr. Hsieh Wan-Fu and Mr. Lo Jung-Te was appointed as an executive Directors; and
- (2) Mr. Yip Wai Ming was appointed as an independent non-executive Director in place of Mr. Lo Ching Pong.

#### Executive Directors

**Mr. Hsieh Wan-Fu** (謝萬福), aged 43, joined the Company and its subsidiaries (collectively, 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 Group’s new technology in dust-free spray painting to the Group’s customers. Save as disclosed above, Mr. Hsieh does not hold any other major appointments or qualifications. In the last three years, Mr. Hsieh did not hold any directorship in other listed public companies.

It is expected that Mr. Hsieh will enter into a service contract with the Company for an initial term of three years renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of his service contract, until terminated by not less than three months’ notice in writing served by either Mr. Hsieh or the Company expiring at the end of the initial term or at any time thereafter.

The remuneration of Mr. Hsieh under the service contract will be determined with reference to his working experience, duties and responsibilities to be assumed by him in the management of the Company. It is proposed under his service contract that he would be entitled to a basic salary of NT\$2,040,000 (equivalent to approximately HK\$494,000) per annum. It is further proposed that upon completion of every 12-month period of the term of the service contract, Mr. Hsieh would be entitled to a guaranteed year-end bonus of an amount equivalent to his salary for two months, provided that, if he does not complete a full 12-month period of the term of his service contract, he would be entitled to a rateable proportion (apportioned on a time basis) of the guaranteed year-end bonus which he would have received had he completed a whole 12-month term. It is also proposed that Mr. Hsieh would also be entitled to a management bonus, provided that the aggregate amount of bonuses payable to all executive Directors who are entitled to such bonuses for any financial year shall not exceed 5% of the audited consolidated or combined net profit of the Group (after taxation and minority interest and payment of such bonuses) in respect of that financial year of the Company.

Mr. Hsieh does not have any interest in the shares, underlying shares or debenture in the Company within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”) (cap 571, laws of Hong Kong) as at the date of this announcement, nor is he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Rules (“**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)) of the Company.

Save as disclosed above, there are no other matters relating to Mr. Hsieh’s election that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

**Mr. Lo Jung-Te** (羅榮德), aged 46, joined the Group as senior vice president in 2004. He is responsible for the supervision of the manufacture and development of the Group’s machinery moulding. He is also responsible for assisting with the Group’s expansion of new markets into non-notebook computer casing manufacturing. Save as disclosed above, Mr. Lo does not hold any other major appointments or qualifications. In the last three years, Mr. Lo did not hold any directorship in other listed public companies.

It is expected that Mr. Lo will enter into a service contract with the Company for an initial term of three years renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of his service contract, until terminated by not less than three months’ notice in writing served by either Mr. Lo or the Company expiring at the end of the initial term or at any time thereafter.

The remuneration of Mr. Lo under the service contract will be determined with reference to his working experience, duties and responsibilities to be assumed by him in the management of the Company. It is proposed under his service contract that he would be entitled to a basic salary of NT\$2,244,000 (equivalent to approximately HK\$543,000) per annum. It is further proposed that upon completion of every 12-month period of the term of the service contract, Mr. Lo would be entitled to a guaranteed year-end bonus of an amount equivalent to his salary for two months, provided that, if he does not complete a full 12-month period of the term of his service contract, he would be entitled to a rateable proportion (apportioned on a time basis) of the guaranteed year-end bonus which he would have received had he completed a whole 12-month term. It is also proposed that Mr. Lo would also be entitled to a management bonus, provided that the aggregate amount of bonuses payable to all executive Directors who are entitled to such bonuses for any financial year shall not exceed 5% of the audited consolidated or combined net profit of the Group (after taxation and minority interest and payment of such bonuses) in respect of that financial year of the Company.

Mr. Lo does not have any interest in the shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the date of this announcement, nor is he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters relating to Mr. Lo’s election that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

#### Independent non-executive Director

**Mr. Yip Wai Ming** (葉偉明), aged 41, is currently the Chief Financial Officer of Haier Electronic Group Co., Ltd., a company listed on the Main Board of the Stock Exchange. Mr. Yip has more than 18 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. Save as disclosed above, Mr. Yip does not hold any other major appointments or qualifications. In the last three years, Mr. Yip did not hold any directorship in other listed public companies.

It is expected that Mr. Yip will enter into an appointment letter with the Company for an initial term of two years renewable automatically for successive term of one year each commencing from the next day after the expiry of the then current term of his appointment, unless terminated by not less than three months’ notice in writing served by either Mr. Yip or the Company expiring at the end of the initial term or at any time thereafter.

The director’s fee of Mr. Yip will be determined by reference to his experience, duties and prevailing market conditions. It is proposed under the appointment letter of Mr. Yip that he would be entitled to an annual director’s fee of HK\$180,000.

Mr. Yip does not have any interest in the shares, underlying shares or debenture in the Company within the meaning of Part XV of the SFO as at the date of this announcement, nor is he related to any other Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above, there are no other matters relating to Mr. Yip’s election that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to rule 13.51(2) of the Listing Rules.

#### GENERAL

The Board would like to take this opportunity to express its gratitude to Mr. Lo Ching Pong for his efforts and contributions to the Company during his term of office and extend its warm welcome to Mr. Hsieh Wan-Fu, Mr. Lo Jung-Te and Mr. Yip Wai Ming for their joining of the Board.

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

Hong Kong, 25 May 2006

*As at the date of this announcement, the executive Directors are Mr. Cheng Li-Yu, Mr. Cheng Li-Yen, Mr. Huang Kuo-Kuang, Mr. Tsui Yung Kwok, Mr. Hsieh Wan-Fu and Mr. Lo Jung-Te, the non-executive Director is Mr. Horng Tsai-Chin and the independent non-executive Directors are Mr. Yu Chwo-Ming, Mr. Tsai Wen-Yu and Mr. Yip Wai Ming.*