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## **JETE POWER HOLDINGS LIMITED**

**鑄能控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8133)**

### **VOLUNTARY ANNOUNCEMENT COOPERATION FRAMEWORK AGREEMENT**

Reference is made to the Company's announcement dated 1 December 2017 in relation to the proposed formation of the joint venture Company with the Potential Partner. After further negotiations, the Board is pleased to announce that Jumbo Peace, a direct wholly-owned subsidiary of the Company, and the Potential Partner entered into the Cooperation Framework Agreement on 4 April 2018.

Pursuant to the Cooperation Framework Agreement, the Potential Partner and Jumbo Peace have conditionally agreed to cooperate with each other in respect of the Patents owned by the Potential Partner.

The principal terms of the Cooperation Framework Agreement are summarised as follows:

**Date** 4 April 2018 (after trading hours)

**Parties**

1. Jumbo Peace; and
2. Potential Partner

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Potential Partner and its ultimate beneficial owners are the Independent Third Parties.

**Term of Cooperation** The initial term of the Cooperation commences from the Effective Date and remain in effect for a term of ten years.

Jumbo Peace shall have the rights to extend the term of the Cooperation upon expiry of the initial term.

<b>Patents under the Cooperation Framework Agreement</b>	Several invention patents, utility model patents, and design patents in relation to medical thermography system owned by the Potential Partner as set out in the Cooperation Framework Agreement.
<b>Parties granted exclusive rights for the Cooperation</b>	The Potential Partner agreed to grant to Jumbo Peace exclusive rights of the Cooperation in respect of the Patents for the purpose of production, sale and promotion of the patented products, subject to the applicable PRC laws and regulations. The Potential Partner shall not in principle grant any of such exclusive rights to any third party, other than Jumbo Peace, unless as mutually agreed by the Potential Partner and Jumbo Peace.
<b>Jurisdiction of the exclusive rights of the Cooperation in relation to the Patents</b>	The PRC
<b>Definitive Agreement(s)</b>	The details terms, format and conditions of the Cooperation are subject to further commercial negotiation and further definitive agreement(s) between the parties (if any).
<b>Conditions Precedent</b>	<p>The Cooperation is conditional upon fulfillment of the following Conditions Precedent:</p> <ol style="list-style-type: none"> <li>1. The due diligence investigation regarding the legal issues of the Patents to be carried out having been completed by legal advisers of the Jumbo Peace as to PRC laws to the satisfaction of the Jumbo Peace;</li> <li>2. The preliminary business plan under the Cooperation has been successfully formulated to the satisfaction of the Jumbo Peace and the Board; and</li> <li>3. obtaining of all necessary approvals and consents to the execution of the Cooperation Framework Agreement and the performance of the Cooperation contemplated thereunder.</li> </ol> <p>If the Conditions Precedent shall not have been fulfilled in full on or before 30 June 2018, all rights and obligations of the parties thereunder shall cease and terminate.</p>
<b>Warranties</b>	The Potential Partner warrants that, as at the date of the Cooperation Framework Agreement, the Patents are not subject to any deficiency or encumbrance as set out under the Cooperation Framework Agreement.

## INFORMATION ON THE POTENTIAL PARTNER

To the best of the Directors' knowledge, information and belief, the Potential Partner is a company incorporated in the PRC. The Potential Partner and its subsidiaries are principally engaged in development and promotion of biomedical instrument. As at the date of this announcement, the Potential Partner is the sole owner of the Patents.

## REASONS FOR AND BENEFITS OF THE COOPERATION

The Company is an investment holding company. The Group is principally engaged in the manufacturing of metal casting parts and components in the PRC.

With the aging population and increased desire of advanced medical technologies in the PRC, the Company is of a view that the demand for advanced medical systems and appliances in the PRC is immense and the Cooperation will enable the Company to diversify the Group's business in a realm with potential growth opportunity. This represents a unique opportunity for the Company to diversify its business portfolio. The Cooperation, should it materialise, will enhance the corporate development of the Group which will be in the best interests of the Company and its shareholders as a whole.

**This announcement is made by the Company on a voluntary basis. As the Cooperation is subject to the fulfilment of certain Conditions Precedent as set out in the Cooperation Framework Agreement. Accordingly, the Cooperation may or may not proceed. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

“Board”	the board of Directors
“Company”	Jete Power Holdings Limited (鑄能控股有限公司*), a company incorporated under the laws of the Cayman Islands with limited liability and whose shares are listed on the GEM board of the Stock Exchange (stock code: 8133)
“Completion”	Completion of the cooperation in accordance with the terms and conditions of the Cooperation Framework Agreement
“Conditions Precedent”	the conditions precedent for Completion as set out under the Cooperation Framework Agreement

“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Cooperation”	the exclusive cooperation in relation to the Patents pursuant to the Cooperation Framework Agreement
“Cooperation Framework Agreement”	the cooperation framework agreement dated 4 April 2018 entered into between the Potential Partner and Jumbo Peace in relation to the Cooperation
“Director(s)”	the director(s) of the Company
“Effective Date”	the day on which the fulfillment of the conditions precedent under the Cooperation Framework Agreement
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Jumbo Peace”	Jumbo Peace Limited, a company incorporated in British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, a lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of and not connected to the Company and any of its connected persons (as defined in the GEM Listing Rules) or their respective associates
“Patents”	Several invention patents, utility model patents, and design patents in relation to medical thermography system owned by the Potential Partner as set out in the Cooperation Framework Agreement
“Potential Partner”	Wuhan Hao Bo Technology Company Limited* (武漢昊博科技有限公司), a company incorporated in the PRC
“PRC”	the People’s Republic of China a, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.002 each in the issued share capital of the Company

“Shareholder(s)”	holder(s) of the Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board  
**Jete Power Holdings Limited**  
**Choi Chiu Ming Jimmy**  
*Chairman and Executive Director*

Hong Kong, 4 April 2018

\* *For identification purpose only.*

*As at the date of this announcement, the Company has (i) two executive Directors, namely Mr. Choi Chiu Ming Jimmy and Mr. Johnny Huang; and (ii) three independent non-executive Directors, namely Ms. Leung Shuk Lan, Mr. Tang Yiu Wing and Mr. Wong Ka Shing.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.*

*This announcement will remain at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page of the GEM website for at least 7 days from the date of its posting and on the Company website at [www.jetepower.com](http://www.jetepower.com).*