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JUDA INTERNATIONAL HOLDINGS LIMITED

鉅大國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1329)

**ANNOUNCEMENT OF ANNUAL RESULTS
FOR THE YEAR ENDED 31 MARCH 2013**

The board of directors (the “Directors”) of Juda International Holdings Limited (the “Company”) hereby announces the audited consolidated annual results of the Company and its subsidiaries (collectively referred to as the “Group”) for the year ended 31 March 2013 together with the comparative figures for the year ended 31 March 2012 as follows:

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Statement of Comprehensive Income

For the year ended 31 March 2013

	Notes	2013 HK\$'000	2012 HK\$'000
Turnover	4	252,437	294,425
Cost of sales		<u>(211,964)</u>	<u>(255,852)</u>
Gross profit		40,473	38,573
Other revenue	5	610	578
Selling expenses		(769)	(697)
Administrative expenses		<u>(18,347)</u>	<u>(9,308)</u>
Profit from operations	6	21,967	29,146
Finance costs	7	<u>(4,462)</u>	<u>(4,567)</u>
Profit before taxation		17,505	24,579
Taxation	8	<u>(7,437)</u>	<u>(4,336)</u>
Profit for the year		10,068	20,243
Other comprehensive income for the year, net of tax			
Exchange difference on translation of foreign operations		<u>1,303</u>	<u>4,282</u>
Total comprehensive income for the year, net of tax		<u>11,371</u>	<u>24,525</u>
Profit for the year attributable to owners of the Company		<u>10,068</u>	<u>20,243</u>
Total comprehensive income attributable to owners of the Company		<u>11,371</u>	<u>24,525</u>
Earnings per share attributable to owners of the Company:	10		
— Basic (HK cents per share)		<u>5.03</u>	<u>10.12</u>
— Diluted (HK cents per share)		<u>5.03</u>	<u>10.12</u>

Consolidated Statement of Financial Position
As at 31 March 2013

	<i>Notes</i>	2013 HK\$'000	2012 <i>HK\$'000</i>
Non-current assets			
Prepaid lease payments		1,849	1,892
Prepayments on acquisition of property, plant and equipment		18,638	–
Property, plant and equipment		77,612	82,586
		98,099	84,478
Current assets			
Inventories		75,996	33,741
Trade and bills receivables	<i>11</i>	16,757	40,667
Prepayments, deposits and other receivables		25,926	10,472
Cash and cash equivalents		37,472	44,758
		156,151	129,638
Less: Current liabilities			
Trade payables	<i>12</i>	2,381	5,257
Receipt in advance		302	–
Accruals and other payables		3,419	7,634
Income tax payable		4,117	859
Bank borrowings		55,615	61,380
		65,834	75,130
Net current assets		90,317	54,508
Total assets less current liabilities		188,416	138,986
Capital and reserves			
Share capital	<i>13</i>	2,000	10
Reserves		186,416	138,976
Total equity		188,416	138,986

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The consolidated financial statements in this announcement have been prepared in accordance with the Hong Kong Financial Reporting Standards (the “HKFRSs”) (which also include Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), accounting principles generally accepted in Hong Kong, the disclosure requirements of the Hong Kong Companies Ordinance and applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”). These consolidated financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The companies now comprising the Group underwent a reorganisation (the “Reorganisation”) to rationalise the Group’s structure in preparation for the listing of the Company’s shares on the Main Board of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Upon the completion of the Reorganisation on 15 February 2012, the Company became the holding company of the companies comprising the Group. The Reorganisation included the following principal steps:

- (a) On 1 July 2010, Lian Wang Limited (the “Lian Wang”) was incorporated in the British Virgin Islands (the “BVI”) with an authorised share capital of US\$50,000 shares of US\$1.00 each. On the date of its incorporation, 1 share and 9,999 shares were issued and allotted to Mr. Choi Lim Chi (“Mr. Choi”) and Ms. Wong Sai (“Mrs. Choi”), the ultimate shareholders of the Company, respectively.
- (b) On 9 August 2010, the Company was incorporated in the Cayman Islands with an authorised share capital of HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. On the date of incorporation, one nil-paid subscriber share was transferred to Lian Wang.
- (c) On 5 July 2010, Shengfa Limited (“Shengfa”) was incorporated in the BVI with an authorised capital of US\$50,000 divided into 50,000 shares of US\$1.00 each. On 27 August 2010, 1 share was issued and allotted to the Company for cash at par.
- (d) On 5 July 2010, Cheng Wang Limited (“Cheng Wang”) was incorporated in the BVI with an authorised capital of US\$50,000 divided into 50,000 shares of US\$1.00 each. On 27 August 2010, 1 share was issued and allotted to Shengfa for cash at par.
- (e) On 3 February 2012, Cheng Wang acquired (i) the entire issued share capital of Great Top Investment Limited (“Great Top”) from Mr. Choi and Mrs. Choi; and (ii) all the outstanding indebtedness in the aggregate sum of HK\$79,990,000 due or owing from Great Top to Mr. Choi and Mrs. Choi. In consideration for such acquisition:
 - (i) Cheng Wang had, at the direction of Mr. Choi and Mrs. Choi, procured the Company to:
 - (aa) allot and issue 999,999 new shares, credited as fully paid, to Lian Wang;
 - (bb) credit as fully paid at par 1 nil-paid share held by Lian Wang;
 - (ii) 1 ordinary share of US\$1.00 each in Shengfa, credited as fully paid, was allotted and issued to the Company; and
 - (iii) 1 ordinary share of US\$1.00 each in Cheng Wang, credited as fully paid, was allotted and issued to Shengfa.

The shares of the Company have been listed on the Main Board of the Stock Exchange since 2 April 2012.

The Group resulting from the Reorganisation is regarded as a continuing entity. Accordingly, these consolidated financial statements have been prepared using the principles of merger accounting as prescribed in Hong Kong Accounting Guideline 5 “Merger Accounting for Common Control Combinations” issued by the HKICPA, assuming that the current structure of the Group had been in existence throughout the years ended 31 March 2013 and 2012.

The measurement basis used in the preparation of the consolidated financial statements is historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

2. BASIS OF CONSOLIDATION

The consolidated financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

Income and expenses of subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if the results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by other members of the Group.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

3. APPLICATION OF NEW AND REVISED HKFRSs

The HKICPA has issued certain new and revised standards, amendments and interpretations that are mandatory for accounting periods beginning on or after 1 April 2012. The new and revised standards, amendments and interpretations adopted in the current year are referred to as new and revised HKFRSs. A summary of the effect on initial adoption of these new and revised HKFRSs is set out below.

HKFRS 1 (Amendments)	First-time Adoption of Hong Kong Financial Reporting Standards — Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
HKFRS 7 (Amendments)	Financial Instruments: Disclosures — Transfers of Financial Assets
HKAS 12 (Amendments)	Deferred Tax: Recovery of Underlying Assets

The Directors anticipate that the application of these new and revised HKFRSs has no material impact on the results and the financial position of the Group.

The Group has not applied in advance the following new and revised HKFRSs that have been issued but are not yet effective.

HKFRS 1 (Amendments)	Government Loans ²
HKFRS 9	Financial Instruments ⁴
HKFRS 10	Consolidated Financial Statements ²
HKFRS 11	Joint Arrangements ²
HKFRS 12	Disclosure of Interests in Other Entities ²
HKFRS 13	Fair Value Measurement ²
HKFRS 7 (Amendments)	Disclosures — Offsetting Financial Assets and Financial Liabilities ²
HKFRS 9 and HKFRS 7 (Amendments)	Mandatory Effective Date of HKFRS 9 and Transition Disclosures ⁴
HKFRS 10, HKFRS 11 and HKFRS 12 (Amendments)	Consolidated Financial Statements, Joint Arrangements Disclosure of Interests in Other Entities: Transition Guidance ²
HKFRS 10, HKFRS 12 and HKAS 27 (Amendments)	Investment Entities ³
HKAS 19 (as revised in 2011)	Employee Benefits ²
HKAS 27 (as revised in 2011)	Separate Financial Statements ²
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures ²
HKAS 1 (Amendments)	Presentation of Items of Other Comprehensive Income ¹
HKAS 32 (Amendments)	Offsetting Financial Assets and Financial Liabilities ³
HKFRSs (Amendments)	Annual Improvements to HKFRSs 2009–2011 Cycle ²
HK(IFRIC)-Int 20	Stripping Costs in the Production Phase of a Surface Mine ²

¹ Effective for annual periods beginning on or after 1 July 2012

² Effective for annual periods beginning on or after 1 January 2013

³ Effective for annual periods beginning on or after 1 January 2014

⁴ Effective for annual periods beginning on or after 1 January 2015

HKFRS 9 Financial Instruments

HKFRS 9 issued in 2009 introduced new requirements for the classification and measurement of financial assets. HKFRS 9 was amended in 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition.

Key requirements of HKFRS 9 are described below:

- All recognised financial assets that are within the scope of HKAS 39 *Financial Instruments: Recognition and Measurement* to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent reporting periods. All other debt investments and equity investments are measured at their fair values at the end of subsequent accounting periods. In addition, under HKFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, HKFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value of financial liabilities attributable to changes in the financial liabilities' credit risk are not subsequently reclassified to profit or loss. Previously, under HKAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.

HKFRS 9 is effective for annual periods beginning on or after 1 January 2015, with earlier application permitted.

The Directors anticipate that the adoption of HKFRS 9 in the future may have a significant impact on the amounts reported in respect of the Group's financial assets and financial liabilities. Regarding the Group's financial assets, it is not practicable to provide a reasonable estimate of that effect until a detailed review has been completed.

New and revised standards on consolidation, joint arrangements, associates and disclosures

In June 2011, a package of five standards on consolidation, joint arrangements, associates and disclosures was issued, including HKFRS 10, HKFRS 11, HKFRS 12, HKAS 27 (as revised in 2011) and HKAS 28 (as revised in 2011).

Key requirements of these five standards are described below.

HKFRS 10 replaces the parts of HKAS 27 *Consolidated and Separate Financial Statements* that deal with consolidated financial statements. HK(SIC)-Int 12 *Consolidation — Special Purpose Entities* will be withdrawn upon the effective date of HKFRS 10. Under HKFRS 10, there is only one basis for consolidation, that is, control. In addition, HKFRS 10 includes a new definition of control that contains three elements: (a) power over an investee, (b) exposure, or rights, to variable returns from its involvement with the investee, and (c) the ability to use its power over the investee to affect the amount of the investor's returns. Extensive guidance has been added in HKFRS 10 to deal with complex scenarios.

HKFRS 11 replaces HKAS 31 *Interests in Joint Ventures*. HKFRS 11 deals with how a joint arrangement of which two or more parties have joint control should be classified. HK(SIC)-Int 13 *Jointly Controlled Entities — Non-monetary Contributions by Venturers* will be withdrawn upon the effective date of HKFRS 11. Under HKFRS 11, joint arrangements are classified as joint operations or joint ventures, depending on the rights and obligations of the parties to the arrangements. In contrast, under HKAS 31, there are three types of joint arrangements: jointly controlled entities, jointly controlled assets and jointly controlled operations. In addition, joint ventures under HKFRS 11 are required to be accounted for using the equity method of accounting, whereas jointly controlled entities under HKAS 31 can be accounted for using the equity method of accounting or proportionate consolidation.

HKFRS 12 is a disclosure standard and is applicable to entities that have interests in subsidiaries, joint arrangements, associates and/or unconsolidated structured entities. In general, the disclosure requirements in HKFRS 12 are more extensive than those in the current standards.

In July 2012, the amendments to HKFRS 10, HKFRS 11 and HKFRS 12 were issued to clarify certain transitional guidance on the application of these five HKFRSs for the first time.

These five standards, together with the amendments relating to the transitional guidance, are effective for annual periods beginning on or after 1 January 2013 with earlier application permitted provided all of these standards are applied at the same time.

The Directors anticipate that the application of these five standards will have no impact to the Group's consolidated financial statements.

HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The standard defines fair value, establishes a framework for measuring fair value, and requires disclosures about fair value measurements. The scope of HKFRS 13 is broad; it applies to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except in specified circumstances. In general, the disclosure requirements in HKFRS 13 are more extensive than those in the current standards. For example, quantitative and qualitative disclosures based on the three-level fair value hierarchy currently required for financial instruments only under HKFRS 7 *Financial Instruments: Disclosures* will be extended by HKFRS 13 to cover all assets and liabilities within its scope.

HKFRS 13 is effective for annual periods beginning on or after 1 January 2013, with earlier application permitted.

The Directors anticipate that the application of the new standard may affect certain amounts reported in the consolidated financial statements and result in more extensive disclosures in the consolidated financial statements.

HKFRS 7 and HKAS 32 (Amendments) Offsetting Financial Assets and Financial Liabilities and the related disclosures

The amendments to HKAS 32 clarify existing application issues relating to the offset of financial assets and financial liabilities requirements. Specifically, the amendments clarify the meaning of “currently has a legally enforceable right of set-off” and “simultaneous realisation and settlement”.

The amendments to HKFRS 7 require entities to disclose information about rights of offset and related arrangements (such as collateral posting requirements) for financial instruments under an enforceable master netting agreement or similar arrangement.

The amendments to HKFRS 7 are effective for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods. The disclosures should be provided retrospectively for all comparative periods. However, the amendments to HKAS 32 are not effective until annual periods beginning on or after 1 January 2014, with retrospective application required.

The Directors anticipate that the application of these amendments to HKAS 32 and HKFRS 7 may result in more disclosures being made with regard to offsetting financial assets and financial liabilities in the future.

HKAS 1 (Amendments) Presentation of Items of Other Comprehensive Income

The amendments to HKAS 1 introduce new terminology for the statement of comprehensive income and income statement. Under the amendments to HKAS 1, a statement of comprehensive income is renamed as a statement of profit or loss and other comprehensive income and an income statement is renamed as a statement of profit or loss. The amendments to HKAS 1 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to HKAS 1 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis. The amendments do not change the option to present items of other comprehensive income either before tax or net of tax.

The amendments to HKAS 1 are effective for annual periods beginning on or after 1 July 2012. The presentation of items of other comprehensive income will be modified accordingly when the amendments are applied in the future accounting periods.

Annual Improvements to HKFRSs 2009–2011 Cycle issued in June 2012

The Annual Improvements to HKFRSs 2009–2011 Cycle include a number of amendments to various HKFRSs. The amendments are effective for annual periods beginning on or after 1 January 2013. Amendments to HKFRSs include:

- amendments to HKAS 1 Presentation of Financial Statements;
- amendments to HKAS 16 Property, Plant and Equipment; and
- amendments to HKAS 32 Financial Instruments: Presentation.

HKAS 1 (Amendments)

HKAS 1 requires an entity that changes accounting policies retrospectively, or makes a retrospective restatement or reclassification to present a statement of financial position as at the beginning of the preceding period (third statement of financial position). The amendments to HKAS 1 clarify that an entity is required to present a third statement of financial position only when the retrospective application, restatement or reclassification has a material effect on the information in the third statement of financial position and that related notes are not required to accompany the third statement of financial position. The Directors do not anticipate that the amendments will have a significant financial impact on the Group.

HKAS 16 (Amendments)

The amendments to HKAS 16 clarify that spare parts, stand-by equipment and servicing equipment should be classified as property, plant and equipment when they meet the definition of property, plant and equipment in HKAS 16 and as inventory otherwise. The Directors do not anticipate that the amendments to HKAS 16 will have a significant effect on the Group's consolidated financial statements.

HKAS 32 (Amendments)

The amendments to HKAS 32 clarify that income tax on distributions to holders of an equity instrument and transaction costs of an equity transaction should be accounted for in accordance with HKAS 12 Income Taxes. The Directors anticipate that the amendments to HKAS 32 will have no material effect on the Group's consolidated financial statements.

4. OPERATING SEGMENT AND TURNOVER

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers for the purposes of allocating resources to segments and assessing their performance.

The Group currently operates in one business segment in the manufacture and sale of chemicals in the People's Republic of China (the "PRC"). A single management team reports to the chief operating decision makers who comprehensively manage the entire business. Accordingly, the Group does not have separately reportable segments.

Turnover from major products

The Group's turnover from its major products is as follows:

	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Turnover:		
Sale of Phthalic Anhydride ("PA")	229,503	258,582
Sale of fumaric acid and other by-products of PA	22,934	35,843
	<u>252,437</u>	<u>294,425</u>

Information about geographical areas

As all of the Group's turnover is derived from customers based in the PRC and all the Group's identifiable assets and liabilities are located in the PRC, no geographical segment information is presented in accordance with HKFRS 8 *Operating Segments*.

Information about major customers

The Group's customer base includes 2 and 3 customers with whom transactions have exceeded 10% of the Group's turnover during the years ended 31 March 2013 and 2012, sales from these customers are set out below:

	2013 HK\$'000	2012 HK\$'000
Customer A	N/A	30,396
Customer B	N/A	40,391
Customer C	69,406	95,175
Customer D	28,765	N/A

5. OTHER REVENUE

	2013 HK\$'000	2012 HK\$'000
Other revenue:		
Bank interest income	532	564
Sundry income	78	14
	<u>610</u>	<u>578</u>

6. PROFIT FROM OPERATIONS

The Group's profit for the year from operations is arrived at after charging:

	2013 HK\$'000	2012 HK\$'000
Depreciation of owned property, plant and equipment	5,656	5,548
Amortisation of prepaid lease payments for land use rights	56	55
Listing expenses	4,882	3,305
Cost of inventories sold	211,353	255,383

7. FINANCE COSTS

	2013 HK\$'000	2012 HK\$'000
Interest on bank borrowings wholly repayable within one year	4,462	4,567

8. TAXATION

	2013 HK\$'000	2012 HK\$'000
Current tax for the year — PRC enterprise income tax	<u>7,437</u>	<u>4,336</u>

9. DIVIDEND

Prior to the Reorganisation

	2013 HK\$'000	2012 HK\$'000
Dividend paid by the following company:		
Great Top	<u>—</u>	<u>10,000</u>

The amounts represented the dividends paid by a subsidiary of the Company to its equity holders prior to the Reorganisation. Accordingly, the rate of dividend and the number of shares ranking for the above dividend have not been presented as such information is not meaningful.

After the Reorganisation

No dividend has been paid or declared by the Company after the Reorganisation.

The Directors do not recommend the payments of any dividend after the Reorganisation and for the year ended 31 March 2013.

10. EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of basic earnings per share is based on the profit attributable to owners of the Company for the years ended 31 March 2013 and 2012, and on the assumptions that the 200,000,000 ordinary shares with par value of HK\$0.01 each in issue as at the date of listing of the Company's shares on the Main Board of the Stock Exchange were outstanding throughout the years ended 31 March 2013 and 2012.

	2013 HK\$'000	2012 HK\$'000
<i>Earnings</i>		
Profit attributable to owners of the Company, used in the basic earnings per share calculation	<u>10,068</u>	<u>20,243</u>
<i>Number of shares</i>		
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation	<u>200,000,000</u>	<u>200,000,000</u>

Diluted earnings per share were same as the basic earnings per share as there was no potential dilutive ordinary shares in existence during the years ended 31 March 2013 and 2012.

11. TRADE AND BILLS RECEIVABLES

	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Trade receivables	7,629	38,420
Bills receivable	9,128	2,247
	<u>16,757</u>	<u>40,667</u>

The carrying amounts of trade receivables are denominated in Renminbi (“RMB”). The credit policies of the Group highly depend on the industry and market environment. The Group generally receives payment on or before the delivery and may allow settlement of balance within 30 days (2012: 30 days) to those long standing customers with good payment history. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

An ageing analysis of trade receivables of the Group at the end of the reporting period, net of provision for impairment is as follows:

	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Within 30 days	7,629	34,332
31 to 60 days	–	2,321
61 to 90 days	–	1,767
	<u>7,629</u>	<u>38,420</u>

12. TRADE PAYABLES

	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Trade payables	<u>2,381</u>	<u>5,257</u>

An ageing analysis of trade payables of the Group at the end of the reporting period as follows:

	2013 <i>HK\$'000</i>	2012 <i>HK\$'000</i>
Within 30 days	185	4,924
31 to 60 days	12	–
61 to 90 days	–	–
Over 90 days	2,184	333
	<u>2,381</u>	<u>5,257</u>

The trade payables are non-interest-bearing and are normally settled on or before the delivery and may allow to settle within 30 days (2012: 30 days).

13. SHARE CAPITAL

	Par value <i>HK\$</i>	Number of ordinary shares	Share capital <i>HK\$'000</i>	
Authorised:				
At 1 April 2011 (<i>note (i)</i>)	0.01	38,000,000	380	
Increase in authorised share capital (<i>note (ii)</i>)	0.01	962,000,000	9,620	
At 31 March 2012, 1 April 2012 and 31 March 2013		1,000,000,000	10,000	
	Par value <i>HK\$</i>	Number of ordinary shares	Share capital <i>HK\$'000</i>	Share premium <i>HK\$'000</i>
Issued and fully paid:				
At 1 April 2011 (<i>note (i)</i>)	0.01	1	–	–
Issue of new shares and credit 1 nil-paid share as fully paid (<i>note (iii)</i>)	0.01	999,999	10	–
At 31 March 2012 and 1 April 2012		1,000,000	10	–
Issue of shares under the public offering (<i>note (iv)</i>)	0.01	50,000,000	500	52,409
Issue of shares under the capitalisation issue (<i>note (v)</i>)	0.01	149,000,000	1,490	(1,490)
Share issuing expenses		–	–	(14,850)
At 31 March 2013		200,000,000	2,000	36,069

Notes:

- (i) As at 1 April 2011, the share capital of the Group represents the issued share capital of the Company with authorised share capital of HK\$380,000, divided into 38,000,000 shares of HK\$0.01 each. There was one nil-paid share held by Lian Wang as at 1 April 2011.
- (ii) Pursuant to the written resolutions of the sole shareholder of the Company passed on 14 March 2012, the authorised share capital of the Company was increased from HK\$380,000 to HK\$10,000,000 by the creation of an additional 962,000,000 shares.
- (iii) On 3 February 2012, the Company allotted and issued 999,999 new shares at HK\$0.01 each, credited as fully paid, to Lian Wang, and the one nil paid share held by Lian Wang was credited as fully paid at HK\$0.01 each. There were 1,000,000 shares of HK\$0.01 each in the share capital of the Company held by Lian Wang as at 31 March 2012.
- (iv) On 2 April 2012, the Company issued 50,000,000 new ordinary shares (the “Offer Shares”) of HK\$0.01 each for cash pursuant to the Company’s initial public offering and placing at a price of HK\$1.10 per share to the public for listing of those shares on the Main Board of the Stock Exchange.
- (v) On 2 April 2012, the Company issued 149,000,000 new ordinary shares of HK\$0.01 each by capitalisation of HK\$1,490,000 standing to the credit of the Company’s share premium account as a result of the issue of the Offer Shares. The 149,000,000 shares paying up in full at par were allotted and issued to Lian Wang.

BUSINESS REVIEW

Revenue from sales of PA, fumaric acid and other by-products of PA decreased from HK\$258.6 million and HK\$35.8 million for the year ended 31 March 2012 to HK\$229.5 million and HK\$22.9 million for the year ended 31 March 2013 respectively. Revenue from sales of PA decreased since the Group slowed down its production and sales of PA in the second half of the year ended 31 March 2013, particularly from December 2012 to February 2013, in order to avoid the possible gross loss caused by the drastic rise in purchase cost of its major raw materials for production of PA, namely ortho-xylene “OX”, while the market price of PA could not catch up the increased price of OX. Sales of fumaric acid, as the major by-products at the production of PA, and other by-products also declined accordingly.

FINANCIAL REVIEW

Turnover of the Group dropped from HK\$294.4 million for the year ended 31 March 2012 to HK\$252.4 million for the year ended 31 March 2013, mainly attributable to the decrease in production and sales volume of PA, fumaric acid and other by-products of PA.

Gross profit margin grew from 13.1% for the year ended 31 March 2012 to 16.0% for the year ended 31 March 2013 as the Group had been selling its products prior to the drastic rise in purchase cost of OX during the year ended 31 March 2013 at margin higher than the average for the year ended 31 March 2012.

Profit for the year decreased from HK\$20.2 million for the year ended 31 March 2012 to HK\$10.1 million for the year ended 31 March 2013 due to the increases in administrative expenses and taxation. Administrative expenses rose from HK\$9.3 million for the year ended 31 March 2012 to HK\$18.3 million for the year ended 31 March 2013 while the amount of listing expenses included as part of administrative expenses increased from HK\$3.3 million for the year ended 31 March 2012 to HK\$4.9 million for the year ended 31 March 2013 and other administrative expenses, comprising mainly staff costs, also increased upon listing of the shares of the Company on the Main Board of the Stock Exchange on 2 April 2012. Taxation, representing the enterprise income tax in the PRC, increased from HK\$4.3 million for the year ended 31 March 2012 to HK\$7.4 million for the year ended 31 March 2013 due to the increase in the Group’s effective enterprise income tax rate when the enterprise income tax rate applied to Nice World Chemical Industry (Xiamen) Co., Ltd., an indirect wholly-owned subsidiary of the Company in the PRC and the only operating vehicle of the Group, was 12% during the period from 1 April 2011 to 31 December 2011 under 50% tax relief, and then increased to 25% since 1 January 2012 when it ceased to enjoy 50% tax relief in accordance with the relevant laws and regulations and applicable to all domestic-invested and foreign-invested enterprises in the PRC.

As at 31 March 2013, the Group did not have any contingent liabilities.

LIQUIDITY AND FINANCIAL RESOURCES

The Group mainly relies upon internally generated cash flows and bank borrowings to finance its operations and expansion. As at 31 March 2013, the Group’s cash and cash equivalents amounted to HK\$37.5 million, including HK\$26.2 million and HK\$11.3 million denominated in Renminbi (“RMB”) and HK\$ respectively and representing a decrease of HK\$7.3 million as

compared to HK\$44.8 million as at 31 March 2012. The decrease in cash and cash equivalents was primarily due to the repayment of a portion of bank borrowings during the year ended 31 March 2013. The majority of the Group's cash and cash equivalents are deposited with creditworthy banks with no recent history of default. Cash at banks earns interest at floating rates based on daily bank deposit rates.

As at 31 March 2013, the Group's interest-bearing bank borrowings were HK\$55.6 million (2012: HK\$61.4 million), all of which were denominated in RMB, the Group's bank borrowings were secured by prepaid lease payments for land use rights, buildings, plant and machinery and furniture, fixtures and equipment and due within one year. The range of effective interest rate on bank borrowings for the year ended 31 March 2013 was 6.60%–8.53% per annum (2012: 6.67%–8.53 per annum).

As at 31 March 2013, the Group's gearing ratio was 0.22, improved from 0.29 as at 31 March 2012. This was based on the division of the total debts, comprising bank borrowings, by total assets. The Directors, taking into account of the nature and scale of operations and capital structure of the Group, considered that the gearing ratio as at 31 March 2013 was reasonable.

As at 31 March 2013, the Group had capital commitment of approximately HK\$12.8 million for the acquisition of property, plant and equipment.

With respect to foreign exchange exposure, as the Group's earnings and borrowings are primarily denominated in RMB and the exchange rates between RMB and HK\$ were relatively stable during the year ended 31 March 2013, it had no significant exposure to foreign exchange rate fluctuations. During the year ended 31 March 2013, the Group had not used any financial instruments for hedging purposes.

REMUNERATION POLICIES AND SHARE OPTION SCHEME

As at 31 March 2013, the Group had 97 employees (2012: 109 employees). The Group reviews remuneration and benefits of its employees regularly according to the relevant market practice and individual performance of the employees. The Group contributes the social insurance in the PRC and the mandatory provident fund scheme in Hong Kong for eligible employees, and also provides medical insurance, work-related personal injury insurance, maternity insurance and unemployment insurance in the PRC, in accordance with the relevant laws and regulations. Total staff costs (including directors' remuneration) incurred by the Group for the year ended 31 March 2013 were HK\$10.3 million (2012: HK\$6.7 million). A share option scheme (the "Scheme") was adopted by the Company pursuant to a shareholder's resolution passed on 14 March 2012. During the year ended 31 March 2013, no share option was granted to the relevant participants under the Scheme.

EVENTS AFTER THE REPORTING PERIOD

There were no significant events that have occurred subsequent to the end of the reporting period.

OUTLOOK

The Group aims at becoming a leading intermediate chemicals manufacturer in the PRC. Having considered the market potential and evaluated the Group's market position and competitive strengths, the Group intends to achieve its business objectives and further growth through expanding its production capacity to increase market penetration and broadening its market coverage and customer base. The Group is also exploring other business opportunities to diversify its product portfolio and strengthen its position in the industry.

USE OF PROCEEDS FROM INITIAL PUBLIC OFFERING

The shares of the Company were successfully listed on the Main Board of the Stock Exchange on 2 April 2012. The net proceeds received from the initial public offering (the "Proceeds"), after deducting underwriting commissions and other estimated expenses payable for the offering, were approximately HK\$28.7 million and have been used in the manner consistent with that mentioned in the section headed "Future plans and use of proceeds" of the prospectus of the Company dated 21 March 2012 (the "Prospectus"). As at 31 March 2013, HK\$18.6 million, out of the Proceeds, was used in prepayments on the acquisition of property, plant and equipment in connection with the expansion and upgrading of the Group's production capacity. The unused balance of the Proceeds was deposited at the Group's bank accounts. In the event that the Directors decide to use the Proceeds in a manner different from that stated in the Prospectus, the Company will issue a further announcement in compliance with the Listing Rules.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to the establishment of good governance practices and procedures. During the year ended 31 March 2013, the Company has complied with the requirements under the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules or the continuing obligations requirements of a listed issuer pursuant to the Listing Rules, except for the deviation from Code Provision A.18 of the CG Code as described below.

Pursuant to Code Provision A.1.8 of the CG Code, a listed issuer should arrange appropriate insurance cover in respect of legal action against its directors. The Company had initiated to procure insurance cover immediately following the listing of its shares on the Main Board of the Stock Exchange. As it took time to solicit suitable insurer at reasonable commercial terms and conditions, the Company could not be able to arrange for the insurance cover in respect of legal action against its Directors arising out of the Company's corporate activities till 22 June 2012.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 March 2013.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) contained in Appendix 10 to the Listing Rules as its own code of conduct regarding Directors’ securities transactions. Specific enquiry has been made with all Directors and the Directors have confirmed compliance with the required standard set out in the Model Code during the year ended 31 March 2013.

AUDIT COMMITTEE

At present, the audit committee of the Company (the “Audit Committee”) consists of three members, all being independent non-executive Directors, namely Mr. Wong Kin Tak, Mr. Yan Wai Kiu and Mr. Choi Kin Cheong. Mr. Wong Kin Tak is currently the chairman of the Audit Committee. The terms of reference of the Audit Committee are in compliance with the provisions set out in the CG Code. The Audit Committee has reviewed with the management, the annual results for the year ended 31 March 2013 including the accounting principles and practices adopted by the Group.

APPRECIATION

The chairman of the Group would like to take this opportunity to thank his fellow Directors for their invaluable advice and guidance, and to each and every member of staff of the Group for their hard work and unwavering commitment to the Group.

PUBLICATION OF ANNUAL RESULTS AND ANNUAL REPORT

This annual results announcement will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.judaintl.com). The annual report of the Company for the year ended 31 March 2013 containing all the information required by the Listing Rules will be dispatched to shareholders of the Company and published on the websites of the Stock Exchange and the Company in due course.

For and on behalf of
Juda International Holdings Limited
Choi Lim Chi
Chairman

Hong Kong, 14 June 2013

As at the date of this announcement, the executive Directors of the Company are Mr. Choi Lim Chi, Mr. Chen Fan and Mr. Lee Lit Mo Johnny, and the independent non-executive Directors of the Company are Mr. Yan Wai Kiu, Mr. Wong Kin Tak and Mr. Choi Kin Cheong.