

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **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)**

### **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Juda International Holdings Limited (the “Company”) will be held at 10:00 a.m. on Wednesday, 25 June 2014 at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to transact the following ordinary business:

1. to consider and adopt the audited consolidated financial statements and reports of the directors (the “Directors”) and the auditors of the Company for the year ended 31 March 2014;
2.
  - (a) to re-elect Mr. Tang Jun as an executive Director and authorize the board of Directors (the “Board”) to fix his remuneration;
  - (b) to re-elect Mr. Zhong Beichen as an executive Director and authorize the Board to fix his remuneration;
  - (c) to re-elect Mr. Liu Xiaoguang as a non-executive Director; and authorize the Board to fix his remuneration;
  - (d) to re-elect Mr. Wang Hao as a non-executive Director and authorize the Board to fix his remuneration;
  - (e) to re-elect Dr. Ngai Wai Fung as an independent non-executive Director and authorize the Board to fix his remuneration;
  - (f) to re-elect Ms. Zhao Yuhong as an independent non-executive Director and authorize the Board to fix her remuneration; and
  - (g) to re-elect Mr. He Xiaofeng as an independent non-executive Director and authorize the Board to fix his remuneration;
3. to re-appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors for the ensuing year and to authorise the Board to fix their remuneration;

and, as special business, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution below, pursuant to the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of HK\$0.01 each of the Company (“Shares”) and to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for Shares or convertible into Shares which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for Shares or convertible into Shares, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (a) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company, bonds, debentures or any other securities which carry the rights to subscribe for Shares or are convertible into Shares, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “Companies Law”) or any other applicable law to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares opened for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares as at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution below, the exercise by the Directors during the Relevant Period (as hereafter defined) of all powers of the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, subject to the Listing Rules or those of any other recognized stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company or agreed to be conditionally or unconditionally repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law, or any other applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Company in general meeting.”

6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 set out above being duly passed at this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares as at the date of the passing of resolution no. 5.”.

By order of the Board  
**Juda International Holdings Limited**  
**Lee Sing Yeung, Simon**  
*Company Secretary*

Hong Kong, 23 May 2014

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Suites 2906–08  
AIA Central  
1 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he/she is the holder of two or more shares, more than one proxy to attend and vote instead of him/her in accordance with the articles of association of the Company. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Shares, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding such Shares shall alone be entitled to vote in respect thereof.
3. A proxy form for use at this meeting is enclosed in the circular to the shareholders of the Company dated 23 May 2014.
4. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or any adjourned meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any Shares other than the Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme as may be approved by the shareholders of the Company.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular to the shareholders of the Company dated 23 May 2014.

*As at the date of this announcement, the Board comprises Mr. Tang Jun (Chairman) and Mr. Zhong Beichen (Chief Executive Officer) as executive directors; Mr. Liu Xiaoguang and Mr. Wang Hao as non-executive directors; and Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng as independent non-executive directors.*