

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Juda International Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



## **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)**

### **PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Juda International Holdings Limited to be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Monday, 27 August 2012 is set out on pages 17 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company (<http://www.judaintl.com>).

Whether or not you are able to attend the meeting in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 July 2012

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
Issue Mandate .....	5
Repurchase Mandate .....	5
Extension Mandate .....	5
Proposed re-election of Directors .....	6
Proposed Change of Auditors .....	6
The Annual General Meeting .....	6
Recommendation .....	7
Closure of Register of Members .....	7
Responsibility Statement .....	7
<b>Appendix I — Explanatory statement on the Repurchase Mandate</b> .....	8
<b>Appendix II — Particulars of Directors for re-election</b> .....	11
<b>Notice of Annual General Meeting</b> .....	17

## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong at 11:00 a.m. on Monday, 27 August 2012, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof
“Annual Report”	the annual report of the Company for the financial year ended 31 March 2012 despatched to the Shareholders together with this circular
“Articles”	the articles of association of the Company adopted on 14 March 2012 as amended from time to time
“Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Juda International Holdings Limited (鉅大國際控股有限公司), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate nominal value of the Shares which may be allotted and issued under the Issue Mandate may be extended by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate
“Great Top”	Great Top Investment Limited (宏升投資有限公司), a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

## DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	17 July 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“NWCI”	世佳化工(廈門)有限公司 (Nice World Chemical Industry (Xiamen) Co., Ltd.), a company established under the laws of the PRC with limited liability, an indirect wholly-owned subsidiary of the Company
“PRC”	the People’s Republic of China, which for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong

## DEFINITIONS

“%” per cent.

*The English names of the PRC entities, the PRC laws or regulations or the PRC government authorities mentioned in this circular which are marked with “\*” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.*



**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)**

***Executive Directors:***

Mr. Choi Lim Chi (*Chairman*)  
Mr. Chen Fan (*Chief Executive*)  
Mr. Lee Lit Mo Johnny

***Independent non-executive Directors:***

Mr. Yan Wai Kiu  
Mr. Wong Kin Tak  
Mr. Choi Kin Cheong

***Registered office:***

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

***Principal place of business  
in Hong Kong:***

Room 01C, 10th Floor  
Kin Wing Commercial Building  
24–30 Kin Wing Street  
Tuen Mun  
New Territories  
Hong Kong

23 July 2012

*To the Shareholders,*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED CHANGE OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purposes of this circular are to provide the Shareholders with information regarding the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the proposed re-election of the Directors, the proposed change of auditors, to give the Shareholders the notice of the Annual General Meeting and to seek the Shareholders' approval of the resolutions to the aforesaid matters at the Annual General Meeting.

## **LETTER FROM THE BOARD**

By the written resolutions of the sole shareholder passed on 14 March 2012, general mandates were granted to the Directors to repurchase and issue Shares, respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, ordinary resolutions will be proposed at the Annual General Meeting to approve the grant of Issue Mandate, Repurchase Mandate and Extension Mandate, details of which are as follows:

### **ISSUE MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed, among other matters, to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to allot, issue and deal with unissued Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting. As at the Latest Practicable Date, a total of 200,000,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 40,000,000 Shares.

### **REPURCHASE MANDATE**

At the Annual General Meeting, an ordinary resolution will also be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, the Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **EXTENSION MANDATE**

In addition, an ordinary resolution will also be proposed at the Annual General Meeting to extend the Issue Mandate by an addition of an amount representing the aggregate nominal value of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or (c) revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

## **LETTER FROM THE BOARD**

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As all Directors were appointed by the Board, all of them shall retire and, being eligible, offer themselves for re-election at the Annual General Meeting. Particulars of all the Directors are set out in Appendix II to this circular.

### **PROPOSED CHANGE OF AUDITORS**

Reference is made to the announcement of the Company dated 6 July 2012 in relation to the proposed change of auditors.

HLB Hodgson Impey Cheng, the Company's auditors for the financial year ended 31 March 2012, will retire as the auditors of the Company with effect from the conclusion of the Annual General Meeting.

In March 2012, the practice of HLB Hodgson Impey Cheng as partnership has been reorganized as HLB Hodgson Impey Cheng Limited. The Board considers that it is in the interests of the Company and the Shareholders as a whole if the auditors can continue to serve the Company and its subsidiaries. Therefore, an ordinary resolution for the appointment of HLB Hodgson Impey Cheng Limited as the auditors of the Company upon the retirement of HLB Hodgson Impey Cheng will be proposed at the Annual General Meeting.

HLB Hodgson Impey Cheng has confirmed that there are no matters in connection with its retirement that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

The appointment of HLB Hodgson Impey Cheng Limited as the new auditors of the Company until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting will be subject to the passing of an ordinary resolution by the Shareholders at the Annual General Meeting.

### **THE ANNUAL GENERAL MEETING**

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular.

The Annual Report incorporating the audited combined financial statements of the Group for the year ended 31 March 2012 and the reports of the Directors and the auditors thereon are despatched to the Shareholders together with this circular.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and of the Company (<http://www.judaintl.com>). Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon



## LETTER FROM THE BOARD

and deposit the same with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

All resolutions at the Annual General Meeting shall be conducted by way of poll (except those which relate purely to a procedural or administrative matter) and the results of the Annual General Meeting will be announced by the Company in compliance with the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

### RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the proposed re-election of Directors and the proposed change of auditors are beneficial to the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that the Shareholders vote in favour of all resolutions to be proposed at the Annual General Meeting.

### CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members of the Company will be closed from Thursday, 23 August 2012 to Monday, 27 August 2012, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to qualify for the right to attend and vote at the Annual General Meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 August 2012.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of the Board of  
**Juda International Holdings Limited**  
**Choi Lim Chi**  
*Chairman and Executive Director*

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

## **1. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a Connected Person, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective Associates and a Connected Person is prohibited from knowingly selling his/her/its securities to the Company.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 200,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 20,000,000 Shares, which represents 10% of the entire issued share capital of the Company as at the date of passing of the resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; or
- (iii) revocation or variation by an ordinary resolution of the Shareholders in a general meeting.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

In repurchasing the Shares, the Company may only apply funds legally available for the purpose in accordance with the Articles, the Companies Law, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

Any payment for repurchases by the Company may be made out of profits of the Company, the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over

the par value of the Shares to be repurchased must be provided for out of either or both of the profits or from the share premium account of the Company, or, if authorized by the Articles and subject to the Companies Law, out of capital.

## 5. IMPACT OF REPURCHASES

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the financial position disclosed in the Annual Report). However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing position of the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange from 2 April 2012, being the date of listing of the Shares on the Stock Exchange, and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
April	1.54	1.00
May	1.60	1.27
June	1.57	1.52
July (up to the Latest Practicable Date)	1.60	1.51

## 7. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Lian Wang Limited, Mr. Choi Lim Chi and Ms. Wong Sai (the "**Controlling Shareholders**") together are entitled to exercise and/or control the exercise of 75.0% of the voting rights in the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of the Controlling Shareholders in the Company would increase to approximately 83.3%. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities from 2 April 2012, being the date of listing of the Shares on the Stock Exchange, up to and including the Latest Practicable Date.

#### **9. GENERAL**

None of the Directors, to the best of their knowledge having made all reasonable enquiries, nor any of their Associates has any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles.

No Connected Person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such Connected Person undertaken not to sell any Shares held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

The biographical details of the Directors eligible for re-election at the Annual General Meeting are set out below:

**Mr. CHOI Lim Chi — Chairman and Executive Director**

Mr. CHOI Lim Chi (蔡念慈先生), alias Mr. CAI Min Jie (蔡民杰先生), aged 48, is the chairman of the Group. He was appointed as an executive Director on 14 March 2012. Mr. Choi is also a director of Great Top and NWCI. Mr. Choi is principally responsible for the overall strategic development of the Group's operation. Mr. Choi has over 20 years of business management experience. Mr. Choi has been the general manager of Deepprofit Limited (深滙有限公司) from 1987 to 1991, the general manager of 廈門德輝房地產有限公司 (Xiamen Dehui Real Estate Co., Ltd.\*) from 1991 to 1995. Apart from holding directorship within the Group, Mr. Choi is also currently the deputy chairman of the board of director (副董事長) of 廈門世嘉房地產發展有限公司 (Xiamen Shijia Real Estate Development Co., Ltd.\*), the legal representative (法人代表) and chairman of the board of director (董事長) of 廈門翔安新城投資開發有限公司 (Xiamen Xiang'an Xincheng Investment & Development Co., Ltd.\*) and a director of 魯輝開發建設有限公司 (Luhui Development & Construction Co., Ltd.\*).

While Mr. Choi was conducting real estate business in Xiamen in around 1995, as the Xiamen Municipal Government invited and attracted foreign investors to invest and develop a series of industrial projects to be carried out in the Haicang Xinyang Industrial District in Xiamen, Mr. Choi was interested to invest in the chemical industrial projects so as to diversify his family's real estate business and he therefore started to venture into the chemical industry. Mr. Choi, using the capital funded by his family, established NWCI in 1995 and has been the director of NWCI since then as well as the general manager of NWCI from September 1996 to December 1999. In the course of his directorship and management of NWCI with the support of the professional personnel he recruited, Mr. Choi has accrued experience in chemical industry and has gained about 16 years of experience in such industry.

Mr. Choi is currently a member of 中國人民政治協商會議吉林省長春市委員會 (the Committee of the Chinese People's Political Consultative Conference in Changchun City of Jilin Province\*). In December 2006, Mr. Choi was appointed as the honorary chairman of 長春市僑聯第九屆委員會 (the Committee of the Ninth Session of Returned Overseas Chinese Association of Changchun City\*). In April 2007, Mr. Choi was appointed as the member of 中國僑聯青年委員會第二屆委員會 (the Second committee of the Youth Committee of the All-China Federation of Returned Overseas Chinese\*), and in November 2008, Mr. Choi was appointed as the vice president of 長春市政協港澳友好促進會 (China People's Political Consultative Conference Hong Kong and Macau Friendship Association of Changchun City\*). In January 2011, Mr. Choi obtained the master's degree in Business Administration from Tsinghua University in PRC. Mr. Choi is the brother-in-law of Mr. Lee Lit Mo Johnny. He is the spouse of Ms. Wong Sai, who owns 99.99% of Lian Wang Limited, the controlling shareholder of the Company.

Mr. Choi entered into a service contract with the Company on 14 March 2012 for an initial term of three years with effect from 2 April 2012 and thereafter be continuous unless and until terminated by not less than three months' notice in writing served by either party on the other or by payment of three month's fixed salary in lieu of such notice. The annual basic

salary for Mr. Choi is HK\$600,000 per annum. The terms of Mr. Choi's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Choi did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. Mr. Choi is interested in 150,000,000 Shares, representing 75% of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Choi involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Choi that needs to be brought to the attention of the Shareholders.

#### **Mr. CHEN Fan — Chief Executive and Executive Director**

Mr. CHEN Fan (陳凡先生), aged 57, is the chief executive of the Group and was appointed as an executive Director on 14 March 2012. He is also the chairman (董事長) and the legal representative (法人代表) of NWCI. Mr. Chen is principally responsible for marketing and overall management of the Group. From 1974 to 1998, Mr. Chen worked for 中國地圖出版社 (SinoMaps Press) as head of internal audit department, deputy head of accounting department and various positions in other departments. Mr. Chen was accredited as an accountant by 中華人民共和國國務院機關事務管理局 (The Authority of Civil Service Matters of the State Council of the PRC\*) in August 1997 pursuant to 中央國家機關會計證管理實施細則 (the Implementation Regulations on Management of Certificate of Accountants for the Central Authorities of the State\*) during his term of employment with SinoMaps Press. Such regulations were promulgated by the Authority of Civil Service Matters of the State Council on 18 March 1997 which provides that the accounting qualifications of accounting officers working in certain government agencies and organisations supervised by the government authorities, including SinoMaps Press, are required to be certified by the Authority of Civil Service Matters of the State Council. Mr. Chen joined NWCI in October 2004 as a general manager, and was appointed as the chairman (董事長) in April 2010. Mr. Chen graduated from 北京廣播電視大學 (Beijing Open University\*) with a college diploma majoring in Auditing in July 1989.

Mr. Chen entered into a service contract with the Company on 14 March 2012 for an initial term of three years with effect from 2 April 2012 and thereafter be continuous unless and until terminated by not less than three months' notice in writing served by either party on the other or by payment of three month's fixed salary in lieu of such notice. The annual basic salary for Mr. Chen is HK\$600,000 per annum. The terms of Mr. Chen's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.



Save as disclosed above, as at the Latest Practicable Date, Mr. Chen did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Chen that needs to be brought to the attention of the Shareholders.

**Mr. LEE Lit Mo Johnny — Executive Director**

Mr. LEE Lit Mo Johnny (李烈武先生), aged 40, was appointed as a Director on 9 August 2010 and designated as executive Director on 2 September 2011. Mr. Lee joined the Group in July 2010 when he was appointed as directors of Great Top and NWCI and is principally responsible for administration and corporate development of the Group. Mr. Lee has more than ten years of experience in financial industry. In September 1996, Mr. Lee worked in Seapower Asset Management Co. Ltd. as an investment analyst and, later from August 1998 he worked as an assistant fund manager at SIIC Asset Management Co. Ltd until April 2001. From April 2001 to March 2006, he worked in Core Pacific-Yamaichi Capital Limited responsible for corporate finance transactions and handling initial public offering projects and resigned as senior manager in March 2006. From March 2006 to August 2008, Mr. Lee joined CCB International Asset Management Limited as the associate director of direct investment division. Mr. Lee graduated from McGill University in Montreal, Canada with a bachelor's degree in Commerce majoring in Finance and Management Information Systems in June 1995. He is the brother-in-law of Mr. Choi Lim Chi.

Mr. Lee entered into a service contract with the Company on 14 March 2012 for an initial term of three years with effect from 2 April 2012 and thereafter be continuous unless and until terminated by not less than three months' notice in writing served by either party on the other or by payment of three month's fixed salary in lieu of such notice. The annual basic salary for Mr. Lee is HK\$600,000 per annum. The terms of Mr. Lee's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lee did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Lee that needs to be brought to the attention of the Shareholders.

**Mr. YAN Wai Kiu — Independent non-executive Director**

Mr. YAN Wai Kiu (甄韋喬先生), formerly known as Mr. Yan Kin Wai (甄堅惠先生), aged 41, was appointed as an independent non-executive Director on 14 March 2012. Mr. Yan is the founder, chairman and managing director of Li Hing Holdings Limited, the holding company of a group of companies, including Li Hing Cleaning Services Company Limited, Hong Kong Recycling Company Limited and Li Hing Pest and Rodent Control Services Limited, which provide a wide range of environmental and cleaning services in Hong Kong. Mr. Yan also actively participates in charitable and social services in Hong Kong. In 2000, he established and became the founding chairman of United Hearts Youth Foundation Limited, a charitable organisation exempt from tax under the Inland Revenue Ordinance (Chapter 112 of the laws of Hong Kong), the primary objective of which is to take care of the needs and education for the children in Hong Kong and mountain areas in the PRC. In 2006, Mr. Yan was awarded the World Outstanding Chinese by the World Outstanding Chinese Association and World Chinese Business Investment Foundation Limited. Mr. Yan was also awarded one of the Hong Kong Ten Outstanding Young Persons in 2007 and one of the Ten Outstanding Young Persons of the World in 2008. Mr. Yan is currently a member from Hong Kong of 中國人民政治協商會議廣西防城港市委員會 (the Committee of the Chinese People's Political Consultative Conference in Fangchenggang City of Guangxi\*). He is also the founder and vice chairman of Hong Kong Youth Exchange Promotion United Association Limited, the founder and vice chairman of Hong Kong-Hunan Youth Exchange Promotion Association Limited and the President of Hong Kong-Guangxi Youth Exchange Promotion Association Limited.

Mr. Yan entered into a letter of appointment with the Company on 14 March 2012 for a period of two years commencing from the 2 April 2012. Mr. Yan is entitled to a directors' fee of HK\$180,000 per annum. The terms of Mr. Yan's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.

Save as disclosed above, at the Latest Practicable Date, Mr. Yan did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Yan involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Yan that needs to be brought to the attention of the Shareholders.



**Mr. WONG Kin Tak — Independent non-executive Director**

Mr. WONG Kin Tak (黃健德先生), aged 40, has been appointed as an independent non-executive Director on 2 September 2011. Mr. Wong graduated from the Hong Kong Baptist University with a bachelor's degree in Business Administration majoring in Accounting in December 1994. He is a certified public accountant of Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. He has over 17 years of experience in auditing, accounting and financial management. Mr. Wong worked in Ernst & Young from August 1994 to November 1999, and also held managerial positions in various companies, including the appointments as a financial controller and company secretary of companies listed on the Stock Exchange and overseas. Mr. Wong is currently the financial controller of China Paper Holding Limited. Mr. Wong is also an independent non-executive director of China Agrotech Holdings Limited (stock code: 1073), whose shares are listed and traded on the Main Board.

Mr. Wong entered into a letter of appointment with the Company on 14 March 2012 for a period of two years commencing from the 2 April 2012. Mr. Wong is entitled to a directors' fee of HK\$180,000 per annum. The terms of Mr. Wong's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. He does not have any interests in the Share within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Wong involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Wong that needs to be brought to the attention of the Shareholders.

**Mr. CHOI Kin Cheong — Independent non-executive Director**

Mr. CHOI Kin Cheong (崔建昌先生), aged 37, was appointed as an independent non-executive Director on 14 March 2012. He graduated from the University of London, Centre for Commercial Law Studies of Queen Mary and Westfield College with a Master of Laws in November 2003. He obtained a Bachelor of Laws and Postgraduate Certificate in Laws from The University of Hong Kong in December 1999 and June 2000 respectively. He also obtained a Higher Diploma in Business Studies from the City University of Hong Kong in December 1996. He is currently a partner of a law firm in Hong Kong, Fred Kan & Co., and is specialised in corporate advisory. Mr. Choi was admitted as a solicitor of the High Court of Hong Kong in December 2002 and as a solicitor of the Supreme Court of England and Wales in April 2008. Mr. Choi is also an independent non-executive director of Modern Education Group Limited (stock code: 1082), whose shares are listed and traded on the Main Board.

Mr. Choi entered into a letter of appointment with the Company on 14 March 2012 for a period of two years commencing from the 2 April 2012. Mr. Choi is entitled to a directors' fee of HK\$180,000 per annum. The terms of Mr. Choi's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Choi did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationship with any Director, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company. He does not have any interest in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Choi involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Choi that needs to be brought to the attention of the Shareholders.

# NOTICE OF ANNUAL GENERAL MEETING



## 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 3rd Floor, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Monday, 27 August 2012 at 11:00 a.m. to transact the following ordinary business:

1. to receive and approve the audited combined financial statements and reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2012;
2.
  - (a) to re-elect Mr. Choi Lim Chi as an executive Director;
  - (b) to re-elect Mr. Chen Fan as an executive Director;
  - (c) to re-elect Mr. Lee Lit Mo Johnny as an executive Director;
  - (d) to re-elect Mr. Yan Wai Kiu as an independent non-executive Director;
  - (e) to re-elect Mr. Wong Kin Tak as an independent non-executive Director;
  - (f) to re-elect Mr. Choi Kin Cheong as an independent non-executive Director;
  - (g) to authorise the board (the “**Board**”) of Directors to fix the respective Directors’ remuneration;
3. to appoint HLB Hodgson Impey Cheng Limited as the Company’s auditors and to authorise the Board to fix their remuneration;

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

4. “**THAT:**
  - (a) subject to paragraph (c) 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 and to make or grant offers,

## NOTICE OF ANNUAL GENERAL MEETING

agreements and options, including warrants to subscribe for shares of HK\$0.01 each of the Company (“**Shares**”), which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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) 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 or any securities which are convertible into Shares, shall not exceed the aggregate of 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on 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 of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (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

## NOTICE OF ANNUAL GENERAL MEETING

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) the exercise by the Directors during the Relevant Period of all powers of the Company to purchase 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, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) 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 of the Cayman Islands to be held; and
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, 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

## NOTICE OF ANNUAL GENERAL MEETING

the Company subsequent to the passing of this resolution, provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”.

By order of the Board  
**Juda International Holdings Limited**  
**Choi Lim Chi**  
*Chairman and Executive Director*

Hong Kong, 23 July 2012

***Registered office:***

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

***Principal place of business in Hong Kong:***

Room 01C, 10th Floor  
Kin Wing Commercial Building  
24–30 Kin Wing Street  
Tuen Mun  
New Territories  
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 more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, 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 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. The register of members of the Company will be closed from Thursday, 23 August 2012 to Monday, 27 August 2012 (both days inclusive), during which period no transfer of shares in the Company was effected. In order to qualify for the right to attend the annual general meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 22 August 2012.
4. 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.
5. 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 this circular.

*As at the date hereof, 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.*