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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2868)

GET THRIVE LIMITED

得興有限公司

(incorporated in the British Virgin Islands with limited liability)



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)

JOINT ANNOUNCEMENT

(1) Completion of the Share Purchase Agreement and

(2) Mandatory unconditional cash offer by The Hongkong and Shanghai Banking Corporation Limited on behalf of Get Thrive Limited

**to acquire all the issued shares in the issued share capital of
Juda International Holdings Limited**

**(other than those already owned and/or agreed to be acquired
by Get Thrive Limited and/or parties acting in concert with it)**

Financial Adviser to Get Thrive Limited

HSBC 

Reference is made to the Joint Announcement dated 11 November 2013. All the conditions to the Share Purchase Agreement have been fulfilled and Completion took place on 12 November 2013. Immediately after Completion, the Offeror and parties acting in concert with it own in aggregate 132,000,000 Shares, representing 66% of the entire issued share capital of the Target as at the date of this announcement.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make a mandatory unconditional cash offer and HSBC will, on behalf of the Offeror, make the Offer to acquire all issued Shares not already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it at an offer price of HK\$2.66 per Offer Share as announced in the Joint Announcement. Details of the terms of the Offer are set out in the Joint Announcement. A further announcement will be made when the composite document together with the form of acceptance and transfer in respect of the Offer are despatched.

Reference is made to the announcement jointly issued by the Offeror, the Offeror Parent and the Target dated 11 November 2013 (the “**Joint Announcement**”) in relation to, among other things, the Share Purchase Agreement relating to the sale and purchase of 132,000,000 Shares, entered into between the Vendor, the Guarantor and the Purchasers. Terms used herein shall have the same meanings as those defined in the Joint Announcement unless the context otherwise requires.

COMPLETION OF THE SHARE PURCHASE AGREEMENT

The Offeror and the Target (which received notification from the Vendor) announce that all the conditions to the Share Purchase Agreement have been fulfilled and Completion took place on 12 November 2013.

Immediately after Completion and as at the date of this announcement, the Offeror and parties acting in concert with it own in aggregate 132,000,000 Shares, representing approximately 66% of the entire issued share capital of the Target. The total consideration for the Purchase Shares pursuant to the Share Purchase Agreement was HK\$351,120,000, equivalent to HK\$2.66 per Share and the consideration payable by the Offeror to the Vendor on Completion Date in relation to the Offeror Purchase Shares was HK\$143,195,488 (being the consideration payable for the Offeror Purchase Shares less the pro-rata portion of the Retention Sum payable by the Offeror and the Vendor’s portion of the ad valorem stamp duty in respect of the transfer of the Offeror Purchase Shares).

SHAREHOLDING STRUCTURE

Set out below is a table showing the shareholding structure of the Target (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this announcement:

	Immediately before Completion		Immediately after Completion and as at the date of this announcement	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Offeror	—	—	112,200,000	56.1
BCG	—	—	19,800,000	9.9
Sub-total for Offeror and parties acting in concert with it	—	—	132,000,000	66.0
Lian Wang (<i>Note 1</i>)	150,000,000	75.0	18,000,000	9.0
Public	50,000,000	25.0	50,000,000	25.0
Total:	200,000,000	100.0	200,000,000	100.0

Note:

- Lian Wang is the registered and beneficial owner of these Shares. As at the date of this announcement, Lian Wang is wholly and beneficially owned by Mr. Choi. By virtue of the SFO, Mr. Choi is deemed to be interested in the same parcel of Shares of the Target in which Lian Wang is interested. Immediately after Completion and as at the date of this announcement, Lian Wang holds 18,000,000 Shares, which are subject to the Call Option.*

THE OFFER

Immediately after Completion and as at the date of this announcement, the Offeror and parties acting in concert with it own in aggregate 132,000,000 Shares, representing approximately 66% of the entire issued share capital of the Target. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is, upon Completion, required to make a mandatory unconditional cash offer and HSBC will, on behalf of the Offeror, make the Offer to acquire all issued Shares not already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it at an offer price of HK\$2.66 per Offer Share as announced in the Joint Announcement.

Details of the terms of the Offer are set out in the Joint Announcement. It is intended that the composite document containing, among other things, the terms and conditions of the Offer (including the expected timetable), the recommendation from the Independent Board Committee and the advice from the independent financial adviser to be appointed by the board of directors of the Target in respect of the Offer will be despatched together with the form of acceptance and transfer in respect of the Offer to the Shareholders within 21 days from the date of the Joint Announcement or such later date as may be approved by the Executive. Further announcements will be made when the composite document together with the form of acceptance and transfer in respect of the Offer are despatched and when the independent financial adviser to the Independent Board Committee is appointed.

Shareholders and potential investors are strongly recommended to read this announcement together with the Joint Announcement.

By order of the board of directors of
Beijing Capital Land Ltd.
首創置業股份有限公司
Liu Xiaoguang
Chairman

By order of the board of directors of
Juda International Holdings Limited
鉅大國際控股有限公司
Choi Lim Chi
Chairman

By order of the sole director of
Get Thrive Limited
得興有限公司
Ng Wai
Director

Hong Kong, 12 November 2013

The director of the Offeror accepts full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Vendor, the Guarantor and the Target Group, and confirm, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this announcement (other than that expressed by the Vendor, the Guarantor and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

The directors of the Offeror Parent jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Vendor, the Guarantor and the Target Group, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Vendor, the Guarantor and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

The directors of the Target jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Offeror, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than that expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the sole director of the Offeror is Mr. Ng Wai.

As at the date of this announcement, the board of the Offeror Parent comprises: Mr. Liu Xiaoguang (Chairman), Mr. Tang Jun and Mr. Zhang Juxing as executive directors, Mr. Wang Hao, Mr. Shen Jianping and Mr. Zhang Shengli as non-executive directors and Mr. Li Zhaojie, Mr. Ng Yuk Keung and Mr. Wang Hong as independent non-executive directors.

As at the date of this announcement, the board of directors of the Target comprises Mr. Choi Lim Chi alias Mr. Cai Min Jie, Mr. Chen Fan and Mr. Lee Lit Mo Johnny as executive directors and Mr. Yan Wai Kiu (formerly known as Mr. Yan Kin Wai), Mr. Wong Kin Tak and Mr. Choi Kin Cheong as independent non-executive directors.