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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

**CLOSE OF 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 

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 20 December 2013 and was not revised or extended by the Offeror.

As at 4:00 p.m. on Friday, 20 December 2013, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received a valid acceptance in respect of a total of 18,000,000 Offer Shares (being all the Retained Shares acquired by the Offeror through the exercise of the Call Option pursuant to the Share Purchase Agreement), representing 9% of the entire issued share capital of the Company as at the date of this announcement, under the Offer.

Remittance in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the relevant Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance by the Offer Shareholder complete and valid) in accordance with the Takeovers Code.

PUBLIC FLOAT

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received), 50,000,000 Shares, representing 25% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

References are made to the composite offer and response document dated 29 November 2013 (the "**Composite Document**") jointly issued by the Offeror, the Offeror Parent and Juda International Holdings Limited (the "**Company**") in respect of the mandatory unconditional cash offer by The Hongkong and Shanghai Banking Corporation Limited, on behalf of the Offeror, for all the issued shares in the issued share capital of the Company not already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it (the "**Offer**"). Terms used herein shall have the same meanings as those defined in the Composite Document unless the context otherwise requires.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Friday, 20 December 2013 and was not revised or extended by the Offeror.

As at 4:00 p.m. on Friday, 20 December 2013, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received a valid acceptance in respect of a total of 18,000,000 Offer Shares (being all the Retained Shares acquired by the Offeror through the exercise of the Call Option pursuant to the Share Purchase Agreement), representing 9% of the entire issued share capital of the Company as at the date of this announcement, under the Offer.

Remittance in respect of the cash consideration (after deducting the seller's ad valorem stamp duty) payable for the Offer Shares tendered under the Offer will be despatched to the relevant Offer Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event within 7 Business Days after the date of receipt by the Registrar of all relevant documents (receipt of which renders such acceptance by the Offer Shareholder complete and valid) in accordance with the Takeovers Code.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately before the commencement of the Offer Period on 17 October 2013, the Offeror and parties acting in concert with it did not own any Shares or any convertible securities, warrants, options in the Company. Immediately after Completion but prior to the making of the Offer, the Offeror and parties acting in concert with it were interested in 132,000,000 Shares, representing 66% of the entire issued share capital of the Company.

During the Offer Period, there was a valid acceptance in respect of a total of 18,000,000 Offer Shares (being all the Retained Shares acquired by the Offeror under the Call Option), representing 9% of the entire issued share capital of the Company, under the Offer. Immediately after the close of the Offer, taking into account the valid acceptance in respect of 18,000,000 Offer Shares under the Offer (being all the Retained Shares acquired under the Call Option), the Offeror and parties acting in concert with it are interested in an aggregate of 150,000,000 Shares, representing 75% of the entire issued share capital of the Company as at the date of this announcement.

Save for the acquisition of the Purchase Shares by the Offeror and BCG pursuant to the Share Purchase Agreement (which was completed on 12 November 2013) and the valid acceptance in respect of 18,000,000 Offer Shares under the Offer (being all the Retained Shares acquired under the Call Option), none of the Offeror, the Offeror Parent or any persons acting in concert with any of them owned or controlled any Shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities or had dealt for value in any Shares, convertible securities, warrants, options of the Company or any derivatives in respect of such securities during the Offer Period. Further, none of the Offeror, the Offeror Parent or any persons acting in concert with any of them, had borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately after Completion and before the making of the Offer and (ii) immediately after the close of the Offer (taking into account the Retained Shares acquired under the Call Option and subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received)):

	Immediately after Completion and before the making of the Offer		Immediately after the close of the Offer (taking into account the Retained Shares acquired under the Call Option and subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received))	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Offeror and parties acting in concert with it	132,000,000	66.0	150,000,000	75.0
Lian Wang	18,000,000	9.0	—	—
	<i>(Note)</i>			
Public	<u>50,000,000</u>	<u>25.0</u>	<u>50,000,000</u>	<u>25.0</u>
Total	<u><u>200,000,000</u></u>	<u><u>100.0</u></u>	<u><u>200,000,000</u></u>	<u><u>100.0</u></u>

Note: Lian Wang was the registered and beneficial owner of these Shares. As at the date of this announcement, Lian Wang was wholly and beneficially owned by Mr. Choi. By virtue of the SFO, Mr. Choi was deemed to be interested in such Shares in which Lian Wang was interested.

PUBLIC FLOAT

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received), 50,000,000 Shares, representing 25% of the entire issued share capital of the Company, are held by the public (within the meanings of the Listing Rules). Accordingly, the minimum public float requirement as set out under Rule 8.08(1)(a) of the Listing Rules is satisfied.

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, 20 December 2013

As at the date of this announcement, the Board comprises Mr. Choi Lim Chi alias Mr. Cai Min Jie, Mr. Chen Fan, Mr. Lee Lit Mo Johnny as executive directors, 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.

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 sole director of the Offeror is Mr. Ng Wai.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, other than that relating to the Offeror and the Offeror Parent, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement 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 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.