

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 proxy form 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, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Juda International Holdings Limited to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Wednesday, 25 June 2014 is set out on pages 18 to 22 of this circular. A proxy form for use at the annual general meeting is also enclosed. Such proxy form 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 proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

23 May 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	3
Issue Mandate	4
Repurchase Mandate	4
Extension Mandate	4
Proposed re-election of Directors	5
The Annual General Meeting	5
Recommendation	6
Responsibility Statement	6
Appendix I — Explanatory statement on the Repurchase Mandate	7
Appendix II — Particulars of Directors standing for re-election	10
Notice of Annual General Meeting	18

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 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at 10:00 a.m. on Wednesday, 25 June 2014, to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 18 to 22 of this circular, or any adjournment thereof
“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
“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
“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

DEFINITIONS

“Latest Practicable Date”	19 May 2014, 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
“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 Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	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 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. Tang Jun (*Chairman*)
Mr. Zhong Beichen (*Chief Executive Officer*)

Non-executive Directors:

Mr. Liu Xiaoguang
Mr. Wang Hao

Independent non-executive Directors:

Dr. Ngai Wai Fung
Ms. Zhao Yuhong
Mr. He Xiaofeng

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

23 May 2014

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
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, to give the Shareholders the notice of the Annual General Meeting and to seek the Shareholders' approval of the resolutions in relation to the aforesaid matters at the Annual General Meeting.

LETTER FROM THE BOARD

By the resolutions of the Shareholders passed on 2 September 2013, 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 there will be no change in the number of Shares in issue as at the Latest Practicable Date up to the date of 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 Rule 10.06(1)(b) of the Listing Rules, the Company is required to provide the Shareholders with all the information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the proposed 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

As at the Latest Practicable Date, the Board comprises Mr. Tang Jun and Mr. Zhong Beichen 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.

All Directors were appointed by the Board since 21 December 2013. 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. Accordingly, all Directors shall retire from office at the Annual General Meeting and being eligible, have offered themselves for re-election.

Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng, being independent non-executive Directors eligible for re-election at the Annual General Meeting, having made confirmations of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

The Board recommends that Mr. Tang Jun, Mr. Zhong Beichen, Mr. Liu Xiaoguang, Mr. Wang Hao, Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng be re-elected at the Annual General Meeting. Particulars of the Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

THE ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 18 to 22 of this circular.

A proxy form for use at the Annual General Meeting is enclosed with this circular and such proxy form 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 proxy form 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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 proxy form 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.

LETTER FROM THE BOARD

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 and the proposed re-election of Directors are beneficial to the Company and the Shareholders as a whole.

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board of
Juda International Holdings Limited
Tang Jun
Chairman

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 of the Company 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 at any time during the proposed repurchase period, 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 audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2014). 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 levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous 12 calendar months and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
May	2.66	1.51
June	2.6	1.55
July	2.4	2.24
August	2.38	2.23
September	2.36	2.23
October	4.5	2.27
November	5.29	3.4
December	5.69	4.9
2014		
January	5.23	3.73
February	4.06	3.14
March	3.22	2.75
April	2.93	2.61
May (up to the Latest Practicable Date)	2.79	2.55

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 Get Thrive Limited Ruyeyuan Holding Company Limited, Beijing Ruiyuan Fengxiang Real Estate Ltd. (北京瑞元豐祥置業有限公司), Beijing Capital Land Ltd. and Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司) (the "Controlling Shareholders") 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 Shareholder 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 during the six months immediately prior to 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. Tang Jun — Chairman and Executive Director

Mr. Tang Jun, aged 54, has been appointed as an executive director and the Chairman of the Company since 21 December 2013. Mr. Tang has been appointed as an executive director and the president of BCL (Stock Code: 2868), the controlling shareholder (as defined in the Listing Rules) of the Company, since December 2002. Mr. Tang has worked for the Beijing Municipal Planning and Development Commission and the Beijing Economics and Technology Development Zone. From 1994 to 2004, Mr. Tang was the legal representative and general manager of Beijing Sunshine Real Estate Comprehensive Development Company, a wholly-owned subsidiary of Capital Group, the controlling shareholder of BCL. Mr. Tang also serves as the chairman of Yang Guang Co., Ltd. (Stock Code: 000608), a company whose shares are listed on the Shenzhen Stock Exchange. Mr. Tang obtained his Bachelor of Construction Engineering degree from Hefei University of Technology in 1982.

Mr. Tang entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Tang'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. Tang (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Tang 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. Tang that needs to be brought to the attention of the Shareholders.

Mr. Zhong Beichen — Chief Executive Officer and Executive Director

Mr. Zhong Beichen, aged 39, has been appointed as an executive director and the Chief Executive Officer of the Company since 21 December 2013. Mr. Zhong has served as an architect of the Planning and Design Institute of the Department of Light Industry of the PRC from July 1996 to May 2000. He joined BCL in June 2000 and served as an architect of Beijing Sunshine Real Estate Comprehensive Development Company and the deputy general manager of Beijing Anhua Shiji Real Estate Development Co., Ltd. and Beijing Sunshine City Real Estate Development Co., Ltd. Mr. Zhong served as the general manager of the Product R&D Centre of BCL from January 2008. Since September 2011, Mr. Zhong served as an assistant president and general manager of the Commercial Property Development Department of BCL. Mr. Zhong graduated from Xiamen University and obtained his Bachelor's degree in Architecture in 1996.

Mr. Zhong entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Zhong'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. Zhong (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Zhong 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. Zhong that needs to be brought to the attention of the Shareholders.

Mr. Liu Xiaoguang — Non-executive Director

Mr. Liu Xiaoguang, aged 58, has been appointed as a non-executive director of the Company since 21 December 2013. Mr. Liu has been appointed as an executive director and the chairman of BCL since December 2002. Mr. Liu has served as the vice-chairman and the general manager of Capital Group since 1995. He has been appointed as the chairman of Capital Group since January 2013. Prior to his appointment with Capital Group, Mr. Liu had approximately 13 years of working experience in various departments of the Beijing Municipal Government including serving as the vice-chairman of the Development and Planning Commission of the Beijing Municipality and deputy secretary general of the Capital Planning and Construction Committee of the Beijing Municipal Government. Mr. Liu has served as the chairman of Beijing Capital Co., Ltd. (Stock Code: 600008) (“BCCL”), which is a subsidiary of Capital Group and a company listed on the Shanghai Stock Exchange, since 2000. Mr. Liu is also an executive director of New Environmental Energy Holdings Limited (Stock Code: 3989) and China Development Bank International Investment Limited (Stock Code: 1062), both are companies whose shares are listed on the Main Board of the Stock Exchange. Currently, Mr. Liu is the visiting lecturer at Beijing Institute of Business and Beijing Jiaotong University. Mr. Liu obtained his Bachelor of Economics degree from the Beijing Institute of Commerce in 1982.

Mr. Liu entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month’s notice in writing served by either party on the other. The term of Mr. Liu’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. Liu (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Liu 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. Liu that needs to be brought to the attention of the Shareholders.

Mr. Wang Hao — Non-executive Director

Mr. Wang Hao, aged 46, has been appointed as a non-executive director of the Company since 21 December 2013. Mr. Wang has been appointed as a non-executive director of BCL since September 2013. Mr. Wang is a senior economist, a professor and a mentor for doctoral students. In January 2013, Mr. Wang joined Capital Group as the deputy chairman and general manager. Prior to his appointment with Capital Group, from 1990 to 2000, Mr. Wang had worked for Beijing Coal General Company and served as the deputy general manager in 1994. In 2000, he served as the deputy head of Beijing Offshore Financing and Investment Management Center. From 2001 to 2003, he served as the director and deputy general manager of Beijing State-owned Assets Management Co., Ltd. and Beijing Metro Group Company Ltd. From 2003 to 2009, he served as the deputy general manager, director and managing director of Beijing Infrastructure Investment Corporation Limited. From 2009 to 2013, he served as the deputy head of State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality. Mr. Wang is also a director of BCCL since September 2013. Mr. Wang obtained his master degree in engineering at Fuxin Mining Institute in Liaoning in 1994, and a doctoral degree in economics at School of Economics Peking University in 2006.

Mr. Wang entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Wang'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. Wang (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Wang 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. Wang that needs to be brought to the attention of the Shareholders.

Dr. Ngai Wai Fung — Independent non-executive Director

Dr. Ngai Wai Fung, aged 51, has been appointed as an independent non-executive director of the Company since 21 December 2013. Dr. Ngai is currently the chief executive officer of SW Corporate Services Group Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages. Prior to that, he was the director and head of listing services of an independent integrated corporate services provider. Dr. Ngai has over 20 years of senior management experience, most of which are in the areas of finance, accounting, internal control and regulatory compliance for listed issuers including major red chips companies. He is also a vice president of the Hong Kong Institute of Chartered Secretaries and the Chairman of its audit committee, a member of Qualification and Examination Board of the Hong Kong Institute of Certified Public Accountants and the Adjunct Professor of Law of Hong Kong Shue Yan University. Dr. Ngai was appointed by the Chief Executive of The Hong Kong Special Administrative Region as a member of Work Group on Professional Services under the Economic Development Commission at the beginning of 2013. He is a fellow of the Association of Chartered Certified Accountants in the United Kingdom since March 2012, a member of the Hong Kong Institute of Certified Public Accountants since July 2007, a fellow of the Institute of Chartered Secretaries and Administrators since November 2000, a fellow of the Hong Kong Institute of Chartered Secretaries since November 2000, a fellow of Hong Kong Institute of Directors since February 2010 and a member of Hong Kong Securities and Investment Institute since November 2012. Dr. Ngai obtained a Doctoral degree in Finance at Shanghai University of Finance and Economics, a Master's degree in Corporate Finance at Hong Kong Polytechnic University in November 2002, a Master's degree in Business Administration at Andrews University of Michigan in August 1992 and a Bachelor's degree in Law at University of Wolverhampton in October 1994.

Dr. Ngai is currently an independent non-executive director and the member and chairman of the audit committee of China Railway Construction Corporation Limited (Stock Code: 01186), BaWang International (Group) Holding Limited (Stock Code: 01338), Powerlong Real Estate Holdings Limited (Stock Code: 01238), Biostime International Holdings Limited (Stock Code: 01112), Bosideng International Holdings Limited (Stock Code: 03998), China Coal Energy Company Limited (Stock Code: 01898), SITC International Holdings Company Limited (Stock Code: 01308), Sany Heavy Equipment International Holdings Company Limited (Stock Code: 00631) and LDK Solar Co., Ltd. (LDK). He was the independent non-executive director of Frashion Properties (China) Limited (Stock Code: 00817) from May 2007 to June 2011 and China Life Insurance Company Limited (Stock Code: 02628) from December 2006 to May 2009. Apart from LDK Solar Co., Ltd., which is listed on the New York Stock Exchange, all the above companies are listed on the Main Board of the Stock Exchange.

Dr. Ngai entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Dr. Ngai'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, Dr. Ngai (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Dr. Ngai 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 Dr. Ngai that needs to be brought to the attention of the Shareholders.

Ms. Zhao Yuhong — Independent non-executive Director

Ms. Zhao Yuhong, aged 46, has been appointed as an independent non-executive director of the Company since 21 December 2013. Ms. Zhao has worked as an Associate Professor of Faculty of Law, The Chinese University of Hong Kong (“CUHK”) since August 2008. Ms. Zhao was the Assistant Dean (UG Student Affairs) and Associate Dean (Undergraduate Studies) of Faculty of Law at CUHK from September 2008 to August 2010 and from September 2010 to July 2013, respectively. Ms. Zhao was Lecturer and then Assistant Professor of School of Law at City University of Hong Kong from January 1996 to June 2002 and from July 2002 to August 2006, respectively. From September 2006 to July 2008, Ms. Zhao served as Assistant Professor of School of Law at CUHK. Ms. Zhao obtained her Bachelor of Arts degree in English Language and Literature and Bachelor of Laws degree from Peking University in July 1991. Ms. Zhao obtained her Master of Studies in Law degree with Magna Cum Laude from Vermont Law School in May 1993 and PhD degree in Law from City University of Hong Kong in November 2000.

Ms. Zhao entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month’s notice in writing served by either party on the other. The term of Ms. Zhao’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, Ms. Zhao (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Ms. Zhao 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 Ms. Zhao that needs to be brought to the attention of the Shareholders.

Mr. He Xiaofeng — Independent non-executive Director

Mr. He Xiaofeng, aged 58, has been appointed as an independent non-executive director of the Company since 21 December 2013. Mr. He studied in the Department of Economics of Peking University from 1978 to 1984 and graduated with a Bachelor's degree in January 1982 and a Master's degree in Economics in July 1984. He is currently the professor of the Department of Finance, School of Economics of Peking University, doctoral supervisor and director of the Research Center of Financial and Industrial Development of Peking University. He taught in the School of Economics of Peking University since 1984. From 1986 to 1989, he did research in the Southeast Economic Information Center in Hong Kong. From 1990 till the present, he acted as deputy professor and professor of Peking University. He also held various positions including vice-chairman of Beijing Private Equity Association and standing director of Investment Association of China from 2007 till the present, director of Beijing Qingchang Power Technology Co., Ltd (Stock Code: 430057), a company listed on the Shenzhen Stock Exchange from 2002 till the present, independent director of Qinghai Sunshiny Mining Co., Ltd. (Stock Code: 600381), a company listed on the Shanghai Stock Exchange, from April 2013 to January 2014 and independent director of E Fund Management Co., Ltd. from 2009 till the present.

Mr. He entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. He'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. He (i) 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 (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. He 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. He 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 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;

NOTICE OF ANNUAL GENERAL MEETING

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;

NOTICE OF ANNUAL GENERAL MEETING

- (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

NOTICE OF ANNUAL GENERAL MEETING

(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.

NOTICE OF ANNUAL GENERAL 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.