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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Juda International Holdings Limited (the “**Company**”) will be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 12 December 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution nos. 1 to 4 as ordinary resolutions of the Company. Capitalised terms defined in the circular dated 26 November 2014 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition (including, among other things, the Non-Competition Deed)

1. “**THAT**

- (a) the Acquisition Agreement, the Non-Competition Deed and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no. 1.”

Resolution in relation to the Subscription and the issue of the CPS

2. **“THAT**

- (a) the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no. 2.”

Resolution in relation to the grant of a specific mandate for the allotment and issue of the CPS and the Conversion Shares

3. **“THAT** subject to the passing of ordinary resolutions nos. 1, 2 and 4 and conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Conversion Shares:

- (a) the grant of a specific mandate for the allotment and issue of the CPS and the Conversion Shares in accordance with the terms of the Acquisition Agreement be and is hereby approved; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no. 3.”

Resolution in relation to the increase in the authorised share capital of the Company and the creation of the CPS

4. “**THAT** subject to the passing of ordinary resolution nos. 1 and 2:
- (a) the authorised share capital of the Company be and is hereby increased from HK\$10,000,000 to HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 nominal value each (the “Increase”);
 - (b) the creation of 738,130,482 limited-voting non-redeemable convertible preference shares of HK\$0.01 nominal value each of the Company (the “CPS”) having the rights and restrictions as set out in the Subscription Agreement be and is hereby approved;
 - (c) following the Increase and creation of the CPS, the authorised share capital of the Company shall be re-classified and re-designated to the effect that the increased authorised share capital of the Company of HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 nominal value each shall comprise of 1,261,869,518 shares designated as Shares and 738,130,482 shares designated as CPS; and
 - (d) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this resolution no. 4.”

By Order of the Board
Juda International Holdings Limited
Tang Jun
Chairman and Executive Director

Hong Kong, 26 November 2014

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. All the resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
4. As at the date of this notice, the Board comprises Mr. TANG Jun (Chairman) 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.