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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)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETINGS HELD ON 12 DECEMBER 2014**

The Board is pleased to announce that (i) the ordinary resolutions set out in the notice of extraordinary general meeting relating to the Acquisition dated 26 November 2014 were duly passed by the Independent Shareholders and the Shareholders of the Company, respectively, by way of poll; and (ii) the ordinary resolution set out in the notice of extraordinary general meeting relating to the change of auditors dated 27 November 2014 was duly passed by the Shareholders of the Company by way of poll.

Juda International Holdings Limited (the “**Company**”) refers to (i) the circular (the “**Circular**”) and the notice of extraordinary general meeting (the “**Notice of Acquisition EGM**”) relating to the Acquisition and the Subscription issued by the Company on 26 November 2014, and (ii) the circular and the notice of extraordinary general meeting (the “**Notice of Change of Auditors EGM**”) relating to the proposed change of auditors issued by the Company on 27 November 2014. Unless otherwise defined, capitalised terms used in this section of the announcement shall have the same meanings as those defined in the Circular.

#### **THE ACQUISITION EGM**

The EGM of the Company relating to the Acquisition and the Subscription was held on 12 December 2014 at 10:00 a.m. (the “**Acquisition EGM**”). The Board is pleased to announce that the proposed resolutions no. 1 to 3 set out in the Notice of Acquisition EGM were duly passed by the Independent Shareholders and the proposed resolution no. 4 set out in the Notice of Acquisition EGM was duly passed by the Shareholders by way of poll at the Acquisition EGM.

As at the date of the Acquisition EGM, the total issued share capital of the Company was 200,000,000 Shares. Get Thrive and BCG which together were interested in an aggregate of 150,000,000 Shares (representing approximately 75% of the issued share capital of the Company) were required to abstain and had abstained from voting on the proposed resolutions no. 1 to 3 at the Acquisition EGM. None of their close associates had any direct interest in the Shares. Therefore, the number of Shares entitling the Independent Shareholders to attend and vote for or against the proposed resolutions no. 1 to 3 at the Acquisition EGM was 50,000,000 Shares (representing approximately 25% of the issued share capital of the Company). There were no restrictions on any Shareholders to cast votes on the proposed resolution no. 4 in the Notice of Acquisition EGM and the total number of Shares entitling the holders to attend and vote for or against such resolution was 200,000,000 Shares.

The poll results of the Acquisition EGM are as follows:

Ordinary Resolutions <sup>#</sup>		Number of Votes (%)		Passed by Independent Shareholders/ Shareholders
		For	Against	
1.	Resolution in relation to the Acquisition (including, among other things, the Non-Competition Deed)	66,300 (100%)	Nil (0%)	Yes
2.	Resolution in relation to the Subscription and the issue of the CPS	66,300 (100%)	Nil (0%)	Yes
3.	Resolution in relation to the grant of a specific mandate for the allotment and issue of the CPS and the Conversion Shares	66,300 (100%)	Nil (0%)	Yes
4.	Resolution in relation to the increase in the authorised share capital of the Company and the creation of the CPS	130,266,300 (100%)	Nil (0%)	Yes

<sup>#</sup> The full text of these resolutions are set out in the Notice of Acquisition EGM.

## THE CHANGE OF AUDITORS EGM

The EGM of the Company relating to the change of auditors was held on 12 December 2014 immediately following the Acquisition EGM (the “**Change of Auditors EGM**”). The Board is pleased to announce that the proposed resolution set out in the Notice of Change of Auditors EGM was duly passed by the Shareholders by way of poll at the Change of Auditors EGM.

As at the date of the Change of Auditors EGM, the total issued share capital of the Company was 200,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the proposed resolution at the Change of Auditors EGM. There were no restrictions on any Shareholders to cast votes on the proposed resolution at the Change of Auditors EGM.

The poll results of the Change of Auditors EGM are as follows:

Ordinary Resolution	Number of Votes (%)		Passed by Shareholders
	For	Against	
THAT Ernst & Young be and are hereby appointed as auditors of the Company and its subsidiaries to fill the casual vacancy following the resignation of HLB Hodgson Impey Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be authorised to fix the remuneration of the auditors of the Company.	130,266,300 (100%)	Nil (0%)	Yes

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer for the vote-taking at the Acquisition EGM and the Change of Auditors EGM.

By the order of the Board of  
**Juda International Holdings Limited**  
鉅大國際控股有限公司  
**Zhong Beichen**  
*Director*

Hong Kong, 12 December 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.*