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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 reply slip and form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through which the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

VERY SUBSTANTIAL DISPOSAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 6 to 13 of this circular.

A notice convening the EGM to be held on 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong at Friday, 9 January 2015 at 3:00 p.m., together with the reply slip and form of proxy are enclosed herein.

If you intend to attend the EGM, please complete and return the enclosed reply slip and form of proxy in accordance with the instruction printed thereon as soon as possible but no less than 48 hours before the time appointed for the meetings or any adjourned meetings thereof for the forms of proxy.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the meetings or any adjourned meetings thereof and, in such event, the relevant form of proxy shall be deemed to be revoked.

19 December 2014

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Articles”	the articles of association of the Company adopted on 14 March 2012, as may be amended from time to time
“Asian Expert”	Asian Expert Limited (僑恩有限公司), a company incorporated in Hong Kong with limited liability on 4 May 2011, an indirect wholly-owned subsidiary of BCL and a connected person of the Company under Rule 14A.07 of the Listing Rules
“BCG”	BCG Chinastar International Investment Limited (首創華星國際投資有限公司), a company incorporated in Hong Kong with limited liability on 8 July 1993, a wholly-owned subsidiary of Capital Group holding 9.9% Shares as at the Latest Practicable Date and a connected person of BCL under Rule 14A.07 of the Listing Rules
“BCL”	Beijing Capital Land Ltd. (首創置業股份有限公司), a joint stock company incorporated in the PRC with limited liability on 5 December 2002, whose H shares are listed on the Main Board of the Stock Exchange (Stock Code: 2868), a controlling shareholder (as defined under the Listing Rules) of the Company
“Beijing Ruiyuan”	Beijing Ruiyuan Fengxiang Real Estate Ltd.* (北京瑞元豐祥置業有限公司), a company established in the PRC with limited liability on 24 June 2009, a wholly-owned subsidiary of BCL and a connected person of the Company under Rule 14A.07 of the Listing Rules
“Capital Group”	Beijing Capital Group Co., Ltd.* (北京首都創業集團有限公司), a state-owned enterprise incorporated in the PRC on 26 October 1994 and under the direct supervision of the Beijing Municipal Government and a connected person of BCL under Rule 14A.07 of the Listing Rules
“close associate(s)”	has the meaning as defined in the Listing Rules
“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 on 9 August 2010, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1329)

DEFINITIONS

“Competent Authority”	any competent government authority or subdivision thereof having competent jurisdiction, any competent government department, agency or instrumentality or subdivision thereof having competent jurisdiction, any court or arbitral tribunal having competent jurisdiction, the governing body of any securities exchange (including the Stock Exchange and the Securities and Futures Commission)
“Completion”	the completion of the Disposal in accordance with the terms and conditions of the Sale and Purchase Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Consideration”	a sum of HK\$182,000,000
“CPS”	the 738,130,482 new limited-voting non-redeemable convertible preference shares of HK\$0.01 each to be created as a new class of shares in the share capital of the Company upon completion of the Reverse Takeover and to be allotted and issued by the Company credited as fully paid as referred to in the Joint Announcement and the Listing Circular, and CPS shall refer to any one of them
“Directors”	the directors of the Company
“Disposal”	the sale of the Sale Shares of the Target Company and the Shareholder’s Loan by the Company as contemplated under the Sale and Purchase Agreement
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering, and if thought fit, approving the Disposal
“Far Reaching”	Far Reaching Company Limited (深廣發展有限公司), a company incorporated in Hong Kong with limited liability on 9 August 2010, a direct wholly-owned subsidiary of the Vendor, which is in turn indirectly wholly-owned by the Company
“Get Thrive”	Get Thrive Limited (得興有限公司), a company incorporated in the BVI with limited liability on 8 July 2011, an indirect wholly-owned subsidiary of BCL and a connected person of the Company under Rule 14A.07 of the Listing Rules

DEFINITIONS

“Great Top”	Great Top Investment Limited (宏升投資有限公司), a company with limited liability incorporated in Hong Kong on 1 April 1993, a direct wholly-owned subsidiary of the Target Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong Special Administrative Region
“Joint Announcement”	the announcement dated 15 August 2014 jointly issued by the Company and BCL in respect of <i>inter alia</i> , the Reverse Takeover
“Latest Practicable Date”	17 December 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Law”	any applicable law or regulation (including the Listing Rules and The Code on Takeovers and Mergers), any order, judgment, decree, notice requirement or directive of any Competent Authority, and any other rule or principle having legal force
“Listing Circular”	the listing circular dated 26 November 2014 issued by the Company in respect of <i>inter alia</i> , the Reverse Takeover
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“percentage ratio”	any of the five ratios set out in Rule 14.07 of the Listing Rules
“PRC”	the People’s Republic of China, which for the purpose of this circular only, excludes Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Leadwin Asia Group Limited, a company incorporated in the Republic of Seychelles and wholly and beneficially owned by Mr. Wang Chiu-Yuan, who is independent of and not connected with the Company and its connected persons
“Regulatory Approval”	any approval, permission, permit, license, authorization, consent or notification required from any Competent Authority in accordance with the Law

DEFINITIONS

“Remaining Group”	the Group after Completion
“Reverse Takeover”	the acquisition of 100% equity interest in Xi’an Capital Xin Kai Real Estate Ltd.* (西安首創新開置業有限公司) by the Company (through Far Reaching, an indirect wholly-owned subsidiary of the Company) from BCL (through Asian Expert, an indirect wholly-owned subsidiary of BCL) in accordance with the terms and conditions as detailed in the Joint Announcement and Listing Circular
“RMB”	Renminbi, the lawful currency of the PRC
“Rueyyuan Holding”	Rueyyuan Holding Company Limited (瑞元控股有限公司), a company incorporated in Hong Kong with limited liability on 28 December 2010, a wholly-owned subsidiary of Beijing Ruiyuan and a connected person of the Company under Rule 14A.07 of the Listing Rules
“Sale and Purchase Agreement”	the sale and purchase agreement dated 3 December 2014 entered into between Leadwin Asia Group Limited and Shengfa Limited for the sale and purchase of the Sale Shares and Shareholder’s Loan
“Sale Shares”	all the issued shares of the Target Company
“SFO”	the Securities and Futures Ordinance
“Shareholders”	the holders of the Company’s Shares
“Shareholder’s Loan”	the non-interest bearing shareholder’s loan outstanding and owed by the Target Company to the Vendor immediately prior to the Completion which is expected to be in the amount of HK\$20,295,596.47
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the subscription agreement dated 15 August 2014 entered into between Get Thrive and the Company in relation to Get Thrive’s subscription of the CPS as referred to in the Joint Announcement and Listing Circular

DEFINITIONS

“Target Company”	Cheng Wang Limited (成旺有限公司), a company incorporated in the British Virgin Islands with limited liability on 5 July 2010 and an indirect wholly-owned subsidiary of the Company
“Target Group”	collectively, the Target Company and its subsidiaries, being Great Top and Nice World Chemical Industry (Xiamen) Co., Ltd.* (世佳化工(廈門)有限公司)
“Track Record Period”	the period comprising the three years ended 31 March 2012, 2013 and 2014 and the six months ended 30 September 2014
“Vendor”	Shengfa Limited (發盛有限公司), a company incorporated in the British Virgin Islands with limited liability on 5 July 2010 and a directly wholly-owned subsidiary of the Company
“%”	Per cent

* *The English names of the PRC entities are translations of their Chinese names and are included for identification purpose only.*



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:

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1 Connaught Road Central
Hong Kong

19 December 2014

To the Shareholders

Dear Sir or Madam,

**VERY SUBSTANTIAL DISPOSAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 3 December 2014 in relation to the Disposal.

The purpose of this circular is to provide the Shareholders with details of the Disposal:

- (a) the Disposal;
- (b) the financial information of the Target Group; and

LETTER FROM THE BOARD

(c) the pro forma financial information of the Remaining Group.

The notice of the EGM to the Shareholders is also enclosed in this circular.

THE DISPOSAL

The Sale and Purchase Agreement

Date

3 December 2014

Parties

Shengfa Limited (as the vendor) and Leadwin Asia Group Limited (as the purchaser)

To the best of the Directors' knowledge, the Purchaser is an independent third party and no Shareholder has a material interest in the Disposal and, accordingly, no Shareholder is required to abstain from voting in the EGM.

Subject Matter

The Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Shares (representing the entire issued shares of the Target Company) and the Shareholder's Loan.

Consideration

The Consideration for the Disposal is HK\$182,000,000, which shall be settled by the Purchaser at Completion.

Conditions precedent under the Sale and Purchase Agreement

Completion of the Disposal is conditional upon the satisfaction (or, if applicable, the waiver, save and except for conditions (a) and (e)) of the following conditions precedent:

- (a) the approval having been obtained at the EGM of the Company from the Shareholders for the Disposal in accordance with the Listing Rules;
- (b) completion of the Reverse Takeover in accordance with the terms and conditions detailed in the Joint Announcement;
- (c) the Purchaser being reasonably satisfied as to its due diligence findings of the Target Group;

LETTER FROM THE BOARD

- (d) the warranties given by the Vendor under the Sale and Purchase Agreement shall remain true and accurate in all material respects and not misleading in any material respect on and as at the date of Completion; and
- (e) all consents, licenses, registrations, or declarations of, or filings with, any Competent Authority in any such jurisdictions required to be obtained or made by the Vendor and the Company prior to Completion (including but not limited to any Regulatory Approval required to be obtained in relation to the Disposal) shall have been obtained or made and no objection having been received by the Vendor or the Company on or before date of Completion from the Stock Exchange or the Securities and Futures Commission in respect of the Disposal.

As at the Latest Practicable Date, condition (c) has been fulfilled and as the Company was not aware of any circumstances which may result in any of the other conditions not being fulfilled on or before Completion and accordingly, none of such other conditions are waived or intended to be waived. As at the Latest Practicable Date, the Vendor and the Purchaser did not have any intention to waive condition (b) and the parties confirmed that they would not elect to waive condition (b) on or before Completion. In the event that any of the conditions (other than (a) to (c) and (e)) are not satisfied on or before Completion, the Purchaser may elect to waive such condition where the impact of such waiver is immaterial, do not affect the substance of the Disposal and in compliance with the Listing Rules.

Basis of the Consideration

The consideration for the Disposal was determined after arm's length negotiations taking into account the unaudited net asset value of the Target Group of approximately HK\$170.7 million based on the unaudited financial statements of the Target Group as at 30 September 2014 and the amount of the Shareholder's Loan of approximately HK\$20.3 million.

The Consideration represents a discount of approximately 4.7% of the sum of the unaudited net asset value of the Target Group and the Shareholder's Loan. Nonetheless, for reasons detailed under the paragraphs headed "Reasons for and benefits of the Disposal for the Company" and "Financial impact of the Disposal and intended use of proceeds", the Directors consider that the Disposal is in the interests of the Company.

The Directors of the Company are of the view that the terms of the Sale and Purchase Agreement, which have been reached after arm's length negotiations amongst the parties, are normal commercial terms, fair and reasonable and in the interests of Company and its Shareholders as a whole.

LETTER FROM THE BOARD

INFORMATION ON THE GROUP

The Company was incorporated in the Cayman Islands and the Shares are listed on the Main Board of the Stock Exchange. As at the date of this circular, the Group is principally engaged in the production of phthalic anhydride (PA) and fumaric acid, which are intermediate chemicals mainly used in the industrial production of plasticisers and polyester resins.

INFORMATION ON THE TARGET COMPANY

The Target Company is incorporated in the British Virgin Islands as a company with limited liability and is a wholly-owned subsidiary of the Company. The Target Company is an investment holding company.

As at 30 September 2014, the Target Group had an unaudited net asset value of approximately HK\$170.7 million.

The unaudited profit before and after tax of the Target Group for the respective periods were as follows:

	For the year ended 31 March		For the six months ended
	2013	2014	30 September
	(HK\$'000)	(HK\$'000)	2014
			(HK\$'000)
Profit before tax	26,082	19,804	(7,140)
Profit after tax	18,645	14,646	(7,140)

INFORMATION ON THE PURCHASER

The Purchaser is a company incorporated in the Republic of Seychelles and is an investment holding company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Purchaser and its ultimate beneficial owner, Mr. Wang Chiu-Yuan, are third parties independent of and not connected with the Company and its connected persons and not a connected persons of the Company.

REASONS FOR AND BENEFITS OF THE DISPOSAL FOR THE COMPANY

Despite the Company is expected to incur a loss due to the Disposal, the Directors are of the opinion that it is in the interest of the Company to dispose the Target Group and focus on its real estate business. The Group's existing business is in the production of phthalic anhydride (PA) and fumaric acid, which are intermediate chemicals mainly used in the industrial production of plasticisers and polyester resins. For the financial year ended 31 March 2014, the Group recorded a profit after tax of approximately HK\$3.1 million only, representing a substantial decrease of

LETTER FROM THE BOARD

approximately 69.0% as compared to that of the corresponding year ended 31 March 2013. According to the interim report of the Company published on 3 December 2014, the Group recorded a loss of approximately HK\$13.6 million for the six months ended 30 September 2014. Reference is made to the Joint Announcement and the Listing Circular in respect of the Reverse Takeover pursuant to which the Company conditionally agreed to acquire 100% equity interest in Xi'an Capital Xin Kai Real Estate Ltd. from BCL. The Disposal is subject to the completion of the Reverse Takeover, which in turn is subject to *inter alia*, the approval by the independent shareholders of the Company in extraordinary general meeting, and therefore, the Disposal will not proceed should such approval from the independent shareholders not be obtained.

As the Target Group has experienced a material deterioration of its financial performance as evidenced by the Company's interim report for the six months ended 30 September 2014 published on 3 December 2014 and the annual report for the year ended 31 March 2014 published on 22 May 2014 and the existing chemical business of the Target Company is not expected to be a meaningful driver of or contributor to the operating results of the Company going forward, the Company considers it timely to dispose of the existing chemical business to focus on developing its real estate business. The Disposal is timely to match the strategies of the Company to expand into the real estate industry sector, in particular, on the development of outlets-backed integrated property projects and commercial property projects in selected cities in the PRC, thereby enhancing the growth potentials of the Company.

COMPLETION OF THE DISPOSAL

Completion is expected to take place on the first Business Day immediately after the date on which the last of the conditions precedent is fulfilled or waived or such other date as agreed between the parties. The parties currently expect that Completion shall take place on or before 31 March 2015. The Target Company will cease to be a subsidiary of the Company upon Completion.

If any of the conditions has not been fulfilled or waived by then, the Sale and Purchase Agreement shall terminate and no party shall have any claim against any of the others, except in respect of any antecedent breach of the terms thereof.

At Completion, the Company will also enter into a trade mark license agreement with Great Top, pursuant to which Great Top will grant the Company a non-exclusive license to use the trade mark logo of the Company for twelve months for a nominal license fee.

After Completion, the Company and its subsidiaries will no longer engage in the chemical business of the production of phthalic anhydride (PA) and fumaric acid. The Company will expand into the real estate industry in the PRC and develop outlets-backed integrated property projects (which are commercial and residential integrated property projects featuring a cluster of outlet shops, usually offering branded merchandises) and commercial property projects in certain selected cities in the PRC. As at the date of this announcement, the Company has no other plan for and is not in negotiation in respect of any other acquisition or disposal.

LETTER FROM THE BOARD

FINANCIAL IMPACT OF THE DISPOSAL AND INTENDED USE OF PROCEEDS

The estimated loss on the disposal of the Target Group was approximately HK\$9 million, which is calculated based on the gross proceeds from the Disposal of HK\$182.0 million as compared to the aggregate amount of the unaudited net assets value of the Target Group of approximately HK\$170.7 million and the Shareholder's Loan of approximately HK\$20.3 million as at 30 September 2014. Shareholders should note that the financial effect is shown for reference only and the amount of the Disposal loss eventually to be recognised in the consolidated accounts of the Company depends on the financial position of the Target Group as at Completion. The estimated loss on the Disposal is merely approximately 4.7% of the sum of the unaudited net asset value of the Target Group and the Shareholder's Loan. Taking into considerations that (i) the financial performance of the chemical business of the Target Group has experienced a material deterioration; (ii) the production of chemicals is not expected to be the main revenue driver of the Group in the future; (iii) the combined effect of the decrease in average selling price of phthalic anhydride and an increase in purchase costs of a major raw material has led to the narrowing of profit margin, the Directors believe that the Disposal is in the interest of the Company and the terms of the Disposal are fair and reasonable and in the interests of the Shareholders as a whole.

The Group will complete the Reverse Takeover prior to and as a condition precedent for the Completion. The unaudited pro forma financial information of the Enlarged Group is disclosed in Appendix V of the Listing Circular of the Company published on 26 November 2014. The unaudited pro forma total assets and total liabilities of the Enlarged Group as at 30 June 2014 were HK\$5,413.5 million and HK\$3,094.3 million, respectively. Based on the unaudited pro forma condensed consolidated statement of financial position of the Remaining Group as set out in Appendix III of this circular, the unaudited pro forma total assets of the Remaining Group would decrease by HK\$66.2 million to HK\$5,347.3 million (after adjusting for the receipt of gross proceeds from the Disposal of HK\$182.0 million) and the unaudited pro forma total liabilities of the Remaining Group would decrease by HK\$57.1 million to HK\$3,037.2 million as if the Disposal had been completed on 30 June 2014.

The unaudited pro forma profit for the year of the Enlarged Group for the year ended 31 December 2013 was HK\$322.3 million. Based on the unaudited pro forma condensed consolidated statement of profit or loss and other comprehensive income of the Remaining Group as set out in Appendix III of this circular, the unaudited pro forma profit for the year of the Remaining Group would decrease by HK\$29.1 million to HK\$293.2 million (after adjusting for the pro forma loss on disposal of the Disposal) as if the Disposal had been completed on 1 January 2013.

The Company intends to use the proceeds from the Disposal for the general working capital of the Company.

LETTER FROM THE BOARD

IMPLICATIONS OF THE DISPOSAL UNDER THE LISTING RULES FOR THE COMPANY

The Disposal constitutes a very substantial disposal for the Company under Chapter 14 of the Listing Rules as the applicable percentage ratios are over 75%. Therefore, the Disposal is subject to the approval of Shareholders at the EGM.

The EGM will be proposed for the Shareholders to consider and, if thought fit, pass the requisite resolutions to approve the Disposal.

EGM

A notice of the EGM to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 9 January 2015 at 3:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular for the purpose of considering and, if thought fit, approving the Disposal.

A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire and, in such event, the instrument appointing a proxy will be deemed to be revoked.

Shareholders whose names appear on the register of members of the Company on Friday, 9 January 2015 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant Share certificates, should be lodged for registration with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m., Wednesday, 7 January 2015.

VOTING AT THE EGM

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the EGM will be voted by poll.

To the best knowledge of the Company as at the Latest Practicable Date, no Shareholder has a material interest in the Disposal and is required to abstain from voting.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Directors believe that the terms of the Sale and Purchase Agreement and the transaction contemplated thereunder are fair and reasonable and are in the interest of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolution to approve the Sale and Purchase Agreement and the matters contemplated thereunder to be proposed at the EGM. None of the Directors have any material interest in the Sale and Purchase Agreement.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this circular.

WARNING

The Disposal is subject to a number of conditions, including completion of the Reverse Takeover in accordance with the terms and conditions set out in the Joint Announcement and the Listing Circular and the approval by the Shareholders of the Disposal at the EGM and the other conditions as set out in this circular, which may or may not be fulfilled. In the event that the Reverse Takeover is not completed for any reason or the approval from the Shareholders at the EGM for the Disposal is not obtained, the Disposal will not proceed.

THE SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD EXERCISE CAUTION WHEN DEALING OR CONTEMPLATING IN DEALING IN THE SHARES OR ANY OTHER SECURITIES OF THE COMPANY.

Yours faithfully,
By Order of the Board
Tang Jun
Chairman

1. FINANCIAL INFORMATION OF THE COMPANY

Details of the financial information of the Group for each of the three financial years ended 31 March 2012, 2013 and 2014, and the six months ended 30 September 2014 are disclosed in the following documents which have been published on both the website of the Stock Exchange (<http://www.hkex.com.hk>) and the website of the Company (<http://www.judaintl.com>):

- annual report of the Company for the year ended 31 March 2012 published on 20 July 2012 (pages 22 to 74) (available on: <http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0720/LTN20120720482.pdf>);
- annual report of the Company for the year ended 31 March 2013 published on 24 July 2013 (page 21 to 76) (available on: <http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0724/LTN20130724262.pdf>);
- annual report of the Company for the year ended 31 March 2014 published on 22 May 2014 (page 24 to 79) (available on: <http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0522/LTN20140522336.pdf>); and
- interim report of the Company for the six months ended 30 September 2014 published on 3 December 2014 (pages 11 to 22) (available on: <http://www.hkexnews.hk/listedco/listconews/SEHK/2014/1203/LTN20141203241.pdf>).

2. STATEMENT OF INDEBTEDNESS

As at 31 October 2014, the Group had bank borrowings of approximately HK\$65.8 million secured with, among others, pledged bank deposits and land and building. The bank borrowings are denominated in RMB and HK\$, and generally carry floating interest rates with reference to Hong Kong Interbank Offered Rate, London Interbank Offered Rate and other relevant interest rates as designated by the lending banks and are repayable within one year. The Group had no contingent liabilities as at 31 October 2014. There are no material covenants in the Group's bank borrowing agreements that impose a substantial limitation on the Group's ability to obtain further financing. The Directors confirm that there were no material defaults in payment of trade and non-trade payables and bank borrowings and/or breaches of finance covenants during the Track Record Period.

The Directors confirm that, as of 31 October 2014, being the latest practicable date for the purpose of this indebtedness statement, save as aforesaid or otherwise disclosed in this section, the Group did not have any bank overdrafts or other similar indebtedness, hire purchase commitments, guarantees or other material contingent liabilities or authorized debentures. The Directors also confirm that there have been no material changes in the indebtedness or contingent liabilities of the Group since 31 October 2014.

3. WORKING CAPITAL

The Directors are satisfied after due and careful enquiry and taking into account the present internal financial resources available to the Group, the banking facilities presently available and the estimated net proceeds from the Disposal, the financial resources of and bank facilities available to Xi'an Capital Xin Kai Real Estate Ltd. upon completion of the Reverse Takeover, the Remaining Group will have sufficient working capital for its present requirements, and for at least twelve months from the date of this circular in the absence of any unforeseeable circumstances.

4. FINANCIAL AND TRADING PROSPECTS

As disclosed in interim report of the Company published on 3 December 2014, the Group has experienced a loss of approximately HK\$13.6 million for the six months ended 30 September 2014, as compared to net profit of approximately HK\$0.8 million for the six months ended 30 September 2013. The production of chemicals is not expected to be the main revenue driver of the Remaining Group in the future. Upon the completion of the Disposal, the Remaining Group will focus on the real estate market in the PRC.

The Directors are optimistic about the prospect of the real estate market in the PRC in the long and medium term. Domestic demand will play a significant role in the economy for a longer period in the future, and the demand for real estate, the most substantial part of domestic demand, will provide support to the growth of the industry in the long run.

The Directors believe that the continued growing urbanisation process and the increasing purchasing power as a result of increased per capita disposable income of urban households in Xi'an will promote the housing demand and consumption needs in Xi'an, which will be beneficial for the business and prospect of the Remaining Group. The residential and commercial property market in Xi'an is highly fragmented with intense competition. The existing and potential competitors of the Remaining Group include major domestic developers, ranging from unlisted local developers to listed national developers, and to a lesser extent, foreign developers primarily Asia, including leading property developers from Hong Kong. The outlet market in Xi'an is also fragmented and immature with limited scale for each outlet located in Xi'an. The Remaining Group's existing and potential competitors include property developers, and department stores and shopping mall operators, ranging from domestic local companies to listed national and overseas companies. The Remaining Group has the competitive advantage of having the capability to offer diverse product types in terms of the variety of property-mix and the Remaining Group will have the ability to attract brand-name retailers as tenants for its outlets-backed integrated property projects.

Regarding the regulatory environment of the real estate market, the PRC government has implemented a series of policies to curb the growth and speculation in the real estate market and to stabilise prices in the past few years. On 26 February 2013, the State Council issued the Notice of the State Council on Continuity to Well Manage the Central Control Work of the Real Estate Market (《國務院辦公廳關於繼續做好房地產市場調控工作的通知》), which includes requirements in the following aspects (i) improving the responsibility mechanism for stabilisation of property

prices; (ii) suppressing speculative and investment-oriented property purchases, (iii) increasing supply of ordinary commercial housing and land for residential properties; (iv) accelerating the planning and construction of affordable housing projects and (v) improving market supervision and anticipation management.

The Directors believe that the austerity measures may have impact on the demand from speculative purchasers or property investors but nonetheless, there is still a strong demand for self-use properties from first-time purchasers. The Remaining Group targets to maintain a balanced property portfolio. It is currently expected that the aforementioned relaxed measures may have a positive effect in the demand from property investors for the Remaining Group's properties and the availability from banks and financial institutions of financing, including debt financing. However, as the relaxation of the austerity measures have only recently taken place and the effect remains to be ascertained, the aforementioned relaxed measures may or may not materialise into any increased revenue, profits or new financing for the Remaining Group in the future.

Looking forward, the Directors remains cautiously optimistic about the long-term prospect of the Remaining Group, and the Remaining Group will pursue investment opportunities in a prudent but proactive approach in order to bring long-term value to the Shareholders. As at the date of this circular, the Company has no other plan for and is not in negotiation in respect of any other acquisition or disposal.

1. FINANCIAL INFORMATION OF THE TARGET GROUP

Set out below are the financial information of the Target Group which comprises the unaudited consolidated statements of financial position of the Target Group as at 31 March 2012, 2013 and 2014 and 30 September 2014 (the “Relevant Periods”) and the unaudited consolidated statements of profit or loss and other comprehensive income, unaudited consolidated statements of changes in equity and unaudited consolidated statements of cash flows of the Target Group for each of the periods then ended and certain explanatory notes (the “Unaudited Consolidated Financial Information”). The Unaudited Consolidated Financial Information has been reviewed by the independent auditors of the Company, HLB Hodgson Impey Cheng Limited, in accordance with the Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” and with reference to Practice Note 750 “Review of Financial Information under the Hong Kong Listing Rules for a Very Substantial Disposal” issued by the Hong Kong Institute of Certified Public Accountants. Based on their review, nothing has come to their attention that causes them to believe that the Unaudited Consolidated Financial Information of the Target Group is not prepared, in all material respects, in accordance with accounting policies used in the preparation of the consolidated financial statements of the Group as set out in the annual report of the Company for the year ended 31 March 2014 and the unaudited interim report of the Company for the six months ended 30 September 2014 published on 3 December 2014, and the basis of preparation set out in Note 2 to the Unaudited Consolidated Financial Information of the Target Group.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	Year ended 31 March			Six month ended 30 September	
	2012	2013	2014	2013	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Turnover	294,425	252,437	331,472	153,422	85,826
Cost of sales	<u>(255,852)</u>	<u>(211,964)</u>	<u>(300,852)</u>	<u>(140,394)</u>	<u>(85,487)</u>
Gross profit	38,573	40,473	30,620	13,028	339
Other revenue	578	608	1,093	291	442
Selling expenses	(697)	(769)	(927)	(480)	(1,548)
Administrative expenses	<u>(8,758)</u>	<u>(9,768)</u>	<u>(7,197)</u>	<u>(3,576)</u>	<u>(4,728)</u>
Profit/(loss) from operations	29,696	30,544	23,589	9,263	(5,495)
Finance costs	<u>(4,567)</u>	<u>(4,462)</u>	<u>(3,785)</u>	<u>(1,914)</u>	<u>(1,645)</u>
Profit/(loss) before taxation	25,129	26,082	19,804	7,349	(7,140)
Taxation	<u>(4,336)</u>	<u>(7,437)</u>	<u>(5,158)</u>	<u>(1,878)</u>	<u>—</u>
Profit/(loss) for the year/period	<u>20,793</u>	<u>18,645</u>	<u>14,646</u>	<u>5,471</u>	<u>(7,140)</u>
Other comprehensive income for the year/ period, net of income tax:					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange differences on translating of foreign operations	<u>4,282</u>	<u>1,312</u>	<u>3,208</u>	<u>3,167</u>	<u>521</u>
Other comprehensive income for the year/period, net of income tax	<u>4,282</u>	<u>1,312</u>	<u>3,208</u>	<u>3,167</u>	<u>521</u>
Total comprehensive income/ (loss) for the year/period	<u>25,075</u>	<u>19,957</u>	<u>17,854</u>	<u>8,638</u>	<u>(6,619)</u>
Profit/(loss) for the year/ period attributable to owners of the Company	<u>20,793</u>	<u>18,645</u>	<u>14,646</u>	<u>5,471</u>	<u>(7,140)</u>
Total comprehensive income/ (loss) for the year/period attributable to owners of the Company	<u>25,075</u>	<u>19,957</u>	<u>17,854</u>	<u>8,638</u>	<u>(6,619)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31 March			30 September
	2012	2013	2014	2014
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Non-current assets				
Prepaid lease payments	1,892	1,849	1,824	1,801
Prepayments on acquisition of property, plant and equipment	—	18,638	23,266	23,330
Property, plant and equipment	<u>82,586</u>	<u>77,612</u>	<u>73,790</u>	<u>71,900</u>
	84,478	98,099	98,880	97,031
Current assets				
Inventories	33,741	75,996	66,720	56,436
Trade and bills receivables	40,667	16,757	9,263	3,700
Prepayments, deposits and other receivables	10,612	25,918	28,397	8,635
Pledged bank deposits	—	—	31,026	31,111
Cash and cash equivalents	<u>44,758</u>	<u>26,658</u>	<u>23,626</u>	<u>51,273</u>
	<u>129,778</u>	<u>145,329</u>	<u>159,032</u>	<u>151,155</u>
Current liabilities				
Trade payables	5,257	2,381	239	224
Receipt in advance	—	302	581	—
Accruals and other payables	7,234	3,019	5,502	2,575
Income tax payable	859	4,117	4,924	3,929
Amount due to ultimate holding company	—	18,511	19,023	20,296
Bank borrowings	<u>61,380</u>	<u>55,615</u>	<u>50,306</u>	<u>50,444</u>
	<u>74,730</u>	<u>83,945</u>	<u>80,575</u>	<u>77,468</u>
Net current assets	<u>55,048</u>	<u>61,384</u>	<u>78,457</u>	<u>73,687</u>
Total assets less current liabilities	<u>139,526</u>	<u>159,483</u>	<u>177,377</u>	<u>170,718</u>
Capital and reserves				
Share capital	—	—	—	—
Reserves	<u>139,526</u>	<u>159,483</u>	<u>177,377</u>	<u>170,718</u>
Total equity	<u>139,526</u>	<u>159,483</u>	<u>177,377</u>	<u>170,718</u>

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital <i>HK\$'000</i>	Contribution surplus <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Statutory reserve <i>HK\$'000</i>	retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 April 2011	—	—	12,847	10	3,711	27,903	44,471
Profit for the year	—	—	—	—	—	20,793	20,793
Other comprehensive income for the year, net of tax:							
Exchange differences on translating of foreign operations	—	—	4,282	—	—	—	4,282
Total comprehensive income for the year	—	—	4,282	—	—	20,793	25,075
Effect of Group reorganisation	—	79,990	—	(10)	—	—	79,980
Dividend recognised as distribution	—	—	—	—	—	(10,000)	(10,000)
Current year appropriation	—	—	—	—	2,449	(2,449)	—
At 31 March 2012 and 1 April 2012	—	79,990	17,129	—	6,160	36,247	139,526
Profit for the year	—	—	—	—	—	18,645	18,645
Other comprehensive income for the year, net of tax:							
Exchange differences on translating of foreign operations	—	—	1,312	—	—	—	1,312
Total comprehensive income for the year	—	—	1,312	—	—	18,645	19,957
Current year appropriation	—	—	—	—	2,252	(2,252)	—
At 31 March 2013 and 1 April 2013	—	79,990	18,441	—	8,412	52,640	159,483
Profit for the year	—	—	—	—	—	14,646	14,646
Other comprehensive income for the year, net of tax:							
Exchange differences on translating of foreign operations	—	—	3,208	—	—	—	3,208
Total comprehensive income for the year	—	—	3,208	—	—	14,646	17,854
Current year appropriation	—	—	—	—	1,601	(1,601)	—

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (Continued)

	Share capital <i>HK\$'000</i>	Contribution surplus <i>HK\$'000</i>	Exchange reserve <i>HK\$'000</i>	Other reserve <i>HK\$'000</i>	Statutory reserve <i>HK\$'000</i>	retained earnings <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 31 March 2014 and 1 April 2014	—	79,990	21,649	—	10,013	65,685	177,337
Loss for the period	—	—	—	—	—	(7,140)	(7,140)
Other comprehensive income for the period, net of tax:							
Exchange differences on translating of foreign operations	—	—	521	—	—	—	521
Total comprehensive income for the period	—	—	521	—	—	(7,140)	(6,619)
At 30 September 2014	<u>—</u>	<u>79,990</u>	<u>22,170</u>	<u>—</u>	<u>10,013</u>	<u>58,545</u>	<u>170,718</u>
At 1 April 2013	—	79,990	18,441	—	8,412	52,640	159,483
Profit for the period	—	—	—	—	—	5,471	5,471
Other comprehensive income for the period, net of tax:							
Exchange differences on translating of foreign operations	—	—	3,167	—	—	—	3,167
Total comprehensive income for the period	—	—	3,167	—	—	5,471	8,638
Current period appropriation	—	—	—	—	625	(625)	—
At 30 September 2013	<u>—</u>	<u>79,990</u>	<u>21,608</u>	<u>—</u>	<u>9,037</u>	<u>57,486</u>	<u>168,121</u>

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year ended 31 March			Six month ended 30 September	
	2012	2013	2014	2013	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Operating activities					
Profit/(loss) before taxation	25,129	26,082	19,804	7,349	(7,140)
Adjustments for:					
Amortisation of prepaid lease payments for land use rights	55	56	57	28	28
Depreciation of property, plant and equipment	5,548	5,656	5,502	3,154	2,166
Interest income	(564)	(531)	(417)	(165)	(163)
Loss on disposal of property, plant and equipment	—	—	—	—	4
Finance costs	4,567	4,462	3,785	1,914	1,645
Operating cash flows before movements in working capital	34,735	35,725	28,731	12,280	(3,460)
(Increase)/decrease in trade and bills receivables	(28,153)	24,185	7,789	11,409	5,589
(Increase)/decrease in inventories	(13,101)	(42,027)	10,613	(14,163)	10,467
Decrease/(increase) in prepayments, deposits and other receivables	1,470	(15,690)	(2,025)	2,134	19,838
Increase in amount due to a director	1	—	—	—	—
(Decrease)/increase in amount due to ultimate holding company	(418)	18,929	—	497	1,273
Increase in amount due to a shareholder	6,294	—	512	—	—
Decrease in trade payables	(1,559)	(2,912)	(2,184)	(2,087)	(16)
Increase/(decrease) in accruals and other payables	2,400	(4,264)	2,430	(569)	(2,366)
(Decrease)/increase in receipt in advance	(9,254)	302	274	(305)	(582)
Cash (used in)/generated from operations	(7,585)	14,248	46,140	9,196	30,743
PRC tax (paid)/refunded	(5,749)	(4,227)	(4,446)	1,101	(1,008)
Net cash (used in)/generated from operating activities	(13,334)	10,021	41,694	10,297	29,735

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

	Year ended 31 March			Six month ended 30 September	
	2012	2013	2014	2013	2014
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Investing activities					
Interest received	564	531	417	165	163
Increase in prepayments on acquisition of property, plant and equipment	—	(18,638)	(4,301)	(4,301)	—
Proceeds from disposal of property, plant and equipment	—	—	—	—	2
Purchase of property, plant and equipment	(735)	(156)	(338)	(308)	(136)
Net cash (used in)/generated from investing activities	<u>(171)</u>	<u>(18,263)</u>	<u>(4,222)</u>	<u>(4,444)</u>	<u>29</u>
Financing activities					
Interest paid	(4,567)	(4,462)	(3,785)	(1,914)	(1,645)
Dividend paid	(10,000)	—	—	—	—
Increase in pledged bank deposits	—	—	(31,026)	—	—
Proceeds from new bank loans	61,380	55,615	106,899	56,594	15,300
Repayment of bank loans	(61,380)	(61,794)	(113,188)	(56,594)	—
Net cash (used in)/ generated from financing activities	<u>(14,567)</u>	<u>(10,641)</u>	<u>(41,100)</u>	<u>(1,914)</u>	<u>13,655</u>
Net (decrease)/increase in cash and cash equivalents	(28,072)	(18,883)	(3,628)	3,939	43,419
Cash and cash equivalents at the beginning of the year/period	70,143	44,758	26,658	26,658	23,626
Effect of foreign exchange rate changes	<u>2,687</u>	<u>783</u>	<u>596</u>	<u>(1,246)</u>	<u>(15,772)</u>
Cash and cash equivalents at the end of the year/period	<u><u>44,758</u></u>	<u><u>26,658</u></u>	<u><u>23,626</u></u>	<u><u>29,351</u></u>	<u><u>51,273</u></u>
Analysis of balances of cash and cash equivalents					
Cash and bank equivalents	<u><u>44,758</u></u>	<u><u>26,658</u></u>	<u><u>23,626</u></u>	<u><u>29,351</u></u>	<u><u>51,273</u></u>

NOTES TO FINANCIAL INFORMATION**1. GENERAL INFORMATION**

On 3 December 2014, Shengfa Limited (a wholly owned subsidiary of the Company) entered into the Sale and Purchase Agreement and made the Announcement on the same day. Upon the Disposal Completion, the Target Group will cease to be subsidiaries of the Company.

2. BASIS OF PREPARATION OF THE FINANCIAL INFORMATION

The financial information of the Target Group has been prepared in accordance with Rule 14.68(2)(a)(i) of the Listing Rules, and solely for the purpose of inclusion in the circular to be issued by the Company in connection with the Disposal. The amounts in the financial information for each of the years ended 31 March 2012, 2013 and 2014 and for the six months ended 30 September 2013 and 2014 have been recognised and measured in accordance with the relevant accounting policies of the Group adopted in the preparation of its consolidated financial statements, which conform with the Hong Kong Financial Reporting Standards issued by the HKICPA.

The financial information does not contain sufficient information to constitute a complete set of financial statements as defined in Hong Kong Accounting Standard 1 “Presentation of Financial Statements”.

The unaudited consolidated statement of profit or loss and other comprehensive income, unaudited consolidated statement of changes in equity and unaudited consolidated statement of cash flows of the Target Group for each of the years ended March 2012, 2013 and 2014 and for the six months ended 30 September 2013 and 2014 include the results, changes in equity and cash flows of the Target Group throughout the years ended 31 March 2012, 2013 and 2014 and for the six months ended 30 September 2013 and 2014.

The unaudited consolidated statement of financial position of the Target Group as at 31 March 2012, 2013, 2014 and as at 30 September 2014 include assets, liabilities and equity of the Target Group which were in existence on those dates.

3. EVENTS AFTER THE REPORTING PERIOD

Save as disclosed elsewhere in the financial information, there was no significant event which happened after the end of the reporting period.

The following is the text of a report received from the reporting accountants, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, prepared for the sole purpose of inclusion in this circular.

The following is the text of a report received from the reporting accountants, HLB Hodgson Impey Cheng Limited, Certified Public Accountants, prepared for the sole purpose of inclusion in this circular.



Chartered Accountants
Certified Public Accountants

31st Floor
Gloucester Tower
The Landmark
11 Pedder Street
Central
Hong Kong

19 December 2014

The Board of Directors
Juda International Holdings Limited
Suites 2906-08
AIA Central
No. 1 Connaught Road Central
Hong Kong

Dear Sirs,

We report on the unaudited pro forma financial information of Juda International Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”), Xi’an Capital Xin Kai Real Estate Ltd. and its subsidiary (together with the Group hereinafter referred to as the “Enlarged Group”) set out on pages III-4 to III-12 under the heading of “Unaudited Pro Forma Financial Information of the Remaining Group” (the “Unaudited Pro Forma Financial Information of the Remaining Group”) in Appendix III of the Company’s circular dated 19 December 2014 (the “Circular”) in connection to the proposed disposal of 100% interest in Cheng Wang Limited and its subsidiaries (the “Target Group”). The Enlarged Group (other than the Target Group) and hereinafter collectively is referred to as the “Remaining Group”. The basis of preparation of the Unaudited Pro Forma Financial Information of the Remaining Group is set out on pages III-4 to III-12 of the Circular.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS OF THE COMPANY AND REPORTING ACCOUNTANTS

It is the responsibility solely of the directors of the Company to prepare the Unaudited Pro Forma Financial Information of the Remaining Group in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. It is our responsibility to form an opinion, as required by Rule 4.29(7) of the

Listing Rules, on the Unaudited Pro Forma Financial Information of the Remaining Group and to report our opinion solely to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information of the Remaining Group beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

BASIS OF OPINION

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Unaudited Pro Forma Financial Information of the Remaining Group with the directors of the Company. This engagement did not involve independent examination of any of the underlying financial information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information of the Remaining Group has been properly compiled by the directors of the Company on the basis stated, that such basis is consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information of the Remaining Group as disclosed pursuant to Rule 4.29(1) of the Listing Rules.

The Unaudited Pro Forma Financial Information of the Remaining Group is for illustrative purposes only, based on the judgements and assumptions of the directors of the Company, and, because of its hypothetical nature, it does not provide any assurance or indication that any event will take place in the future and may not be indicative of

- the financial position of the Remaining Group as at 30 June 2014 or any future date, or
- the results and cash flows of the Remaining Group for the year ended 31 March 2014 or any future periods.

OPINION

In our opinion:

- (a) the Unaudited Pro Forma Financial Information of the Remaining Group has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Unaudited Pro Forma Financial Information of the Remaining Group as disclosed pursuant to Rule 4.29(1) of the Listing Rules.

Yours faithfully,

HLB Hodgson Impey Cheng Limited

Certified Public Accountants

Hong Kong

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE REMAINING GROUP**Introduction**

The following is a summary of an illustrative and unaudited pro forma condensed consolidated statement of financial position, unaudited pro forma condensed consolidated statement of profit or loss and other comprehensive income and unaudited pro forma condensed consolidated statement of cash flows of the Remaining Group, which have been prepared on the basis of the notes set out below for the purpose of illustrating the effects of Proposed Disposal as if the Proposed Disposal were completed on 30 June 2014 for the unaudited pro forma condensed consolidated statement of financial position and as if the Proposed Disposal were completed on 1 January 2013 for the unaudited pro forma condensed consolidated statement of profit or loss and other comprehensive income and the unaudited pro forma condensed consolidated statement of cash flows.

This Unaudited Pro Forma Financial Information of the Remaining Group has been prepared by the directors of the Company in accordance with Paragraph 4.29 of the Listing Rules for illustrative purposes only, based on their judgments, estimations and assumptions, and because of its hypothetical nature, it may not give a true picture of the financial position of the Remaining Group as at 30 June 2014 or at any future date or the results and cash flows of the Remaining Group for the year ended 31 December 2013 or for any future period.

The Unaudited Pro Forma Financial Information of the Remaining Group should be read in conjunction with the Unaudited Pro Forma Financial Information of the Enlarged Group as disclosed in Appendix V in the published circular of the Company on 26 November 2014 (the “VSA Circular”), and other financial information included elsewhere in the Circular.

Unaudited pro forma condensed consolidated statement of financial position of the Remaining Group

The unaudited pro forma condensed consolidated statement of financial position of the Remaining Group has been prepared based on the unaudited pro forma consolidated statement of financial position of the Enlarged Group as at 30 June 2014, which has been extracted from the VSA Circular, with the pro forma adjustments relating to the Proposed Disposal as explained in notes below and other adjustments directly attributable to the Proposed Disposal and factually supportable.

Unaudited pro forma condensed consolidated statement of profit or loss and other comprehensive income and unaudited pro forma condensed consolidated statement of cash flows of the Remaining Group

The unaudited pro forma condensed consolidated statement of profit or loss and other comprehensive income and unaudited pro forma condensed consolidated statement of cash flows of the Remaining Group have been prepared based on the unaudited pro forma consolidated statement of profit or loss and other comprehensive income and statement of cash flows of the Enlarged Group for the year ended 31 December 2013, which have been extracted from the VSA Circular, with the pro forma adjustments relating to the Proposed Disposal as explained in notes below and other adjustments directly attributable to the Proposed Disposal and factually supportable.

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

	Pro forma Enlarged Group as at 30 June 2014 RMB'000 (Note 1)	Pro forma Enlarged Group as at 30 June 2014 HK\$'000 (Note 2)	Pro forma adjustment		Pro forma Remaining Group as at 30 June 2014 HK\$'000
			HK\$'000 (Note 3)	HK\$'000 (Note 4)	
Non-current assets					
Prepaid lease payments	1,424	1,794	(1,801)		(7)
Property, plant and equipments	57,882	72,931	(71,900)		1,031
Prepayments on acquisition of property, plant and equipment	<u>18,167</u>	<u>22,891</u>	(23,330)		<u>(439)</u>
Total non-current assets	<u>77,473</u>	<u>97,616</u>			<u>585</u>
Current assets					
Inventories	2,202,827	2,775,563	(56,436)		2,719,127
Trade and bills receivables	23,817	30,009	(3,700)		26,309
Prepayments, deposits and other receivables	1,689,175	2,128,361	(8,635)		2,119,726
Prepaid taxes	19,570	24,658			24,658
Restricted cash	54,186	68,274			68,274
Pledged bank deposits	34,224	43,122	(31,111)		12,011
Cash and cash equivalents	<u>195,169</u>	<u>245,913</u>	(51,273)	182,000	<u>376,640</u>
	<u>4,218,968</u>	<u>5,315,900</u>			<u>5,346,745</u>
Current liabilities					
Trade payables	291,443	367,218	(224)		366,994
Advance from customers	487,844	614,683			614,683
Accruals and other payables	41,375	52,133	(2,575)		49,558
Dividend payable	590,155	743,595			743,595
Interest-bearing bank borrowings	586,777	739,339	(50,444)		688,895
Taxes payable	<u>35,002</u>	<u>44,103</u>	(3,929)		<u>40,174</u>
	<u>2,032,596</u>	<u>2,561,071</u>			<u>2,503,899</u>
Net current assets	<u>2,186,372</u>	<u>2,754,829</u>			<u>2,842,846</u>
Total assets less current liabilities	<u>2,263,845</u>	<u>2,852,445</u>			<u>2,843,431</u>
Non-current liabilities					
Interest-bearing bank borrowings	62,500	78,750			78,750
Deferred tax liabilities	<u>360,729</u>	<u>454,519</u>			<u>454,519</u>
Total non-current liabilities	<u>423,229</u>	<u>533,269</u>			<u>533,269</u>
Net assets	<u>1,840,616</u>	<u>2,319,176</u>			<u>2,310,162</u>

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (Continued)

	Pro forma Enlarged Group as at 30 June 2014 <i>RMB'000</i> <i>(Note 1)</i>	Pro forma Enlarged Group as at 30 June 2014 <i>HK\$'000</i> <i>(Note 2)</i>	Pro forma adjustment		Pro forma Remaining Group as at 30 June 2014 <i>HK\$'000</i>
			<i>HK\$'000</i> <i>(Note 3)</i>	<i>HK\$'000</i> <i>(Note 4)</i>	
Equity					
Equity attributable to owners of the parent					
Issued capital	1,562	1,968			1,968
Reserves	<u>1,839,054</u>	<u>2,317,208</u>		(9,014)	<u>2,308,194</u>
	1,840,616	2,319,176			2,310,162
Non-controlling interests	<u>—</u>	<u>—</u>			<u>—</u>
Total equity	<u><u>1,840,616</u></u>	<u><u>2,319,176</u></u>			<u><u>2,310,162</u></u>

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR
LOSS AND OTHER COMPREHENSIVE INCOME

	Pro forma Enlarged Group for the year ended 31 December 2013 RMB'000 (Note 1)	Pro forma Enlarged Group for the year ended 31 December 2013 HK\$'000 (Note 2)	HK\$'000 (Note 5)	HK\$'000 (Note 6)	Pro forma Remaining Group for the year ended 31 December 2013 HK\$'000
Revenue	1,470,240	1,852,502	(331,472)		1,521,030
Cost of sales	<u>(1,250,148)</u>	<u>(1,575,186)</u>	300,852		<u>(1,274,334)</u>
Gross profit	220,092	277,316			246,696
Other income and gains	158,886	200,196	(1,093)		199,103
Selling and distribution expenses	(27,184)	(34,252)	927		(33,325)
Administrative expenses	(19,874)	(25,041)	7,197		(17,844)
Other expenses	(29,849)	(37,610)			(37,610)
Finance costs	(2,955)	(3,723)	3,785		62
Loss on disposal of subsidiaries	<u>—</u>	<u>—</u>		(14,400)	<u>(14,400)</u>
Profit before taxation	299,116	376,886			342,682
Taxation	<u>(43,342)</u>	<u>(54,611)</u>	5,158		<u>(49,453)</u>
Profit for the year	<u>255,774</u>	<u>322,275</u>			<u>293,229</u>
Other comprehensive income for the year, net of income tax					
<i>Items that may be reclassified subsequently to profit or loss:</i>					
Exchange difference on translating of foreign operation	<u>2,492</u>	<u>3,140</u>	(3,208)		<u>(68)</u>
Other comprehensive income for the year, net of income tax	<u>2,492</u>	<u>3,140</u>			<u>(68)</u>
Total comprehensive income for the year	<u>258,266</u>	<u>325,415</u>			<u>293,161</u>
Profit for the year attributable to:					
Owners of the Company	255,774	322,275			293,229
Non-controlling interests	<u>—</u>	<u>—</u>			<u>—</u>
	<u>255,774</u>	<u>322,275</u>			<u>293,229</u>
Total comprehensive income for the year attributable to:					
Owners of the Company	258,266	325,415			293,161
Non-controlling interests	<u>—</u>	<u>—</u>			<u>—</u>
	<u>258,266</u>	<u>325,415</u>			<u>293,161</u>

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF CASH
FLOWS

	Pro forma	Pro forma	Pro forma adjustment			Pro forma
	Enlarged Group for the year ended 31 December 2013 RMB'000 (Note 1)	Enlarged Group for the year ended 31 December 2013 HK\$'000 (Note 2)	HK\$'000 (Note 6)	HK\$'000 (Note 7)	HK\$'000 (Note 8)	Remaining Group for the year ended 31 December 2013 HK\$'000
Operating activities						
Profit before taxation	299,116	376,886	(14,400)	(19,804)		342,682
Adjustments for:						
Interest income	(1,601)	(2,017)		417		(1,600)
Depreciation	4,545	5,727		(5,502)		225
Amortization of prepaid lease payments	45	57		(57)		—
Finance costs	2,955	3,723		(3,785)		(62)
Loss on disposal of subsidiaries	—	—	14,400			14,400
Other income and gains	<u>(155,736)</u>	<u>(196,228)</u>				<u>(351,963)</u>
Operating cash flows before movements in working capital	149,324	188,148				3,682
Decrease in inventories	313,258	394,705		(10,613)		384,092
Increase in trade and bills receivables	(13,909)	(17,525)		(7,789)		(25,314)
Decrease in prepayments, deposits and other receivables	11,578	14,588		2,025		16,613
Increase in restricted cash	(116,654)	(146,984)				(146,984)
Increase in trade payables	132,224	166,602		2,184		168,786
Decrease in advances from customers	(74,836)	(94,292)				(94,292)
Increase in other payables and accruals	<u>99,471</u>	<u>125,333</u>		(3,216)		<u>122,117</u>
Cash generated from operating activities	<u>500,456</u>	<u>630,575</u>				<u>428,700</u>
PRC corporate income tax paid	(28,288)	(35,643)		4,446		(31,197)
PRC land appreciation tax paid	<u>(24,770)</u>	<u>(31,210)</u>				<u>(31,210)</u>
Net cash generated from operating activities	<u>447,398</u>	<u>563,722</u>				<u>366,293</u>

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF CASH
FLOWS (Continued)

	Pro forma	Pro forma	Pro forma adjustment			Pro forma
	Enlarged Group for the year ended 31 December 2013 RMB'000 (Note 1)	Enlarged Group for the year ended 31 December 2013 HK\$'000 (Note 2)	HK\$'000 (Note 6)	HK\$'000 (Note 7)	HK\$'000 (Note 8)	Remaining Group for the year ended 31 December 2013 HK\$'000
Investing activities						
Purchase of items of property, plant and equipment	(333)	(420)		338		(82)
Interest received	1,601	2,017		(417)		1,600
Decrease in pledged deposits	(210,000)	(264,600)				(264,600)
Increase in prepayments on acquisition of property, plant and equipment	(3,358)	(4,231)		4,310		79
Acquisition of a subsidiary	(1,562,692)	(1,968,992)				(1,968,992)
Advances to related parties	(1,476,000)	(1,859,760)				(1,859,760)
Disposal of subsidiary	—	—			182,000	182,000
Repayments from related parties	<u>1,045,350</u>	<u>1,317,142</u>				<u>1,317,142</u>
Net cash used in investing activities	<u>(2,205,432)</u>	<u>(2,778,844)</u>				<u>(2,592,613)</u>
Financing activities						
Proceeds from new bank borrowings	583,463	735,163		(106,899)		628,264
Repayment of bank borrowings	(288,373)	(363,350)		113,188		(250,162)
Issuance of CPS	1,562,692	1,968,992				1,968,992
(Increase)/decrease in pledged bank deposits	(24,224)	(30,522)		31,026		504
Interest paid	<u>(22,534)</u>	<u>(28,393)</u>		3,785		<u>(24,608)</u>
Net cash generated from financing activities	<u>1,811,024</u>	<u>2,281,890</u>				<u>2,322,990</u>
Net increase in cash and cash equivalents	52,990	66,768				96,670
Cash and cash equivalents at beginning of year	70,071	88,289				88,289
Effect of foreign currency exchange rate changes	<u>452</u>	<u>569</u>		(596)		<u>(27)</u>
Cash and cash equivalents at end of year	<u><u>123,513</u></u>	<u><u>155,626</u></u>				<u><u>184,932</u></u>

NOTES TO THE UNAUDITED PRO FORMA FINANCIAL INFORMATION

1. The figures are extracted from the Appendix V to the VSA Circular.
2. The consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income and consolidated statement of cash flows of the Enlarged Group are translated into HK\$ at the approximate exchange rate of RMB1 to HK\$1.26, for illustration purpose only and such translation does not constitute a representation that any amount has been, could have been, or may otherwise be exchanged or converted at the above rate.
3. The adjustment represents the elimination of assets and liabilities of the Target Group as at 30 September 2014, assuming the Disposal had taken place on 30 June 2014. The assets and liabilities of the Target Group as at 30 September 2014 are extracted from the unaudited financial information of the Target Group as at 30 September 2014 set out in Appendix II to this Circular.
4. The adjustment represents the cash inflow and loss on disposal of the Target Group, assuming the transaction had taken place on 30 June 2014. The net cash inflow arising on the Disposal of approximately HK\$182,000,000 which is the consideration for the Disposal as provided in the Sale and Purchase Agreements.

The pro forma loss on disposal of the Target Group of approximately HK\$9,014,000 is calculated based on (i) the net assets of the Target Group of approximately HK\$170,718,000 as extracted from the unaudited financial information of the Target Group as at 30 September 2014 set out in Appendix II, and the Shareholder's Loan of the Target Group of approximately HK\$20,296,000; (ii) gross cash proceeds of HK\$182,000,000.

Disposal as at 30 June 2014

	<i>HK\$'000</i>
Cash Consideration	182,000
Net assets of the Target Group	(170,718)
Shareholder's Loan	<u>(20,296)</u>
Loss on disposal	<u><u>(9,014)</u></u>

The final gain or loss on the Disposal may be different from the amount described above and would be subject to the carrying amount of the assets and liabilities of the Target Group on the date of the Disposal.

5. The adjustment reflects the exclusion of the income and expenses and cash flows of the Target Group, assuming the transaction had taken place on 1 January 2013. Figures are based on the unaudited condensed financial information of the Target Group for the year ended 31 March 2014 as set out in Appendix II to this Circular.
6. The adjustment represents the cash inflow and loss on disposal of the Target Group, assuming the transaction had taken place on 1 January 2013. The net cash inflow arising on the Disposal of approximately HK\$182,000,000 which is the consideration for the Disposal as provided in the Sale and Purchase Agreements.

The pro forma loss on disposal of the Target Group of approximately HK\$14,400,000 is calculated based on (i) the net assets of the Target Group of approximately HK\$177,377,000 as extracted from the unaudited financial information of the Target Group as at 31 March 2014 set out in Appendix II, and the Shareholder's Loan of the Target Group of approximately HK\$19,023,000; (ii) gross cash proceeds of HK\$182,000,000.

Disposal as at 31 March 2014

	<i>HK\$'000</i>
Cash Consideration	182,000
Net assets of the Target Group	(177,377)
Shareholder's Loan	<u>(19,023)</u>
Loss on disposal	<u><u>(14,400)</u></u>

The final gain or loss on the Disposal may be different from the amount described above and would be subject to the carrying amount of the assets and liabilities of the Target Group on the date of the Disposal.

7. The adjustments reflects the exclusion of the cash flows of the Target Group for the year ended 31 March 2014, which are extracted from the unaudited condensed financial information of the Target Group for the year ended 31 March 2014, as if the Disposal had taken place on 1 January 2013.
8. The adjustment represents the net cash inflow amounting to approximately HK\$182,000,000 resulting from the Disposal, as if the Disposal had taken place on 1 January 2013, which is the consideration for the Disposal as provided in the Sale and Purchase Agreements.

The adjustments in respect of the cash inflow and loss on disposal of the Target Group are not expected to have a continuing effect.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE REMAINING GROUP

The following discussion and analysis relates to the illustrative and unaudited pro forma results of operations and financial condition of the Remaining Group for the purpose of illustrating the financial performance and condition of the Remaining Group as if the Remaining Group had been in existence throughout the year ended 31 December 2013 or as at 30 June 2014, respectively.

Business Review

The Remaining Group was principally engaged in the development, sale, leasing and operation of Xi'an First City, an outlets-backed integrated property project in Xi'an city in the PRC. The project is designed to be pillared by avenues of outlet shops and complimented by other properties including offices, retail space, residential buildings and car parking spaces.

During the year ended 31 December 2013, the Remaining Group completed construction for Phase 4 and most of Phase 5 and delivered a total GFA of 198,314 sq.m., including mainly 142,502 sq.m. for Phase 4 and 33,060 sq.m. for Phase 5, for sales. Phases 6 and 7 and part of Phase 5 were under development and certain land was held for future development of Phase 5A.

Financial Review

The Remaining Group's revenue was HK\$1,521.0 million for the year ended 31 December 2013, which was mainly attributable to the delivery of properties in Phases 4 and 5 of Xi'an First City. The Remaining Group recorded a substantial increase in revenue as compared to the year ended 31 December 2012, primarily as a result of a substantial increase in the total GFA delivered due to the timing of the Remaining Group's project development schedule.

The Remaining Group's gross profit was HK\$246.7 million and its gross profit margin was 16.2% for the year ended 31 December 2013. These reflected the gross profit and gross profit margin from the sales of properties delivered during 2013 after adjusting for the additional cost of property sales due to the fair value adjustment on inventories arising from the Reverse Takeover.

The Remaining Group had other income and gains in the amount of HK\$199.1 million for the year ended 31 December 2013, mainly attributable to the gain on bargain purchase arising from the Reverse Takeover.

The Remaining Group's profit before tax was HK\$342.7 million for the year ended 31 December 2013. This was mainly attributable to the Remaining Group's gross profit and other income and gains, partially offset by (i) other expenses in the amount of HK\$37.6 million, which comprised mainly expenses incurred directly in relation to the Reverse Takeover, such as professional fees and printing costs, and (ii) selling and distribution expenses in the amount of HK\$33.3 million, which comprised mainly promotion expense and sales commissions incurred for the sales and marketing of properties.

The Remaining Group's income tax expense was HK\$49.5 million for the year ended 31 December 2013. This was mainly attributable to the PRC corporate income tax and land appreciation tax expense on the Remaining Group's property development business, partially offset by the deferred tax impact corresponding to the fair value adjustment on inventories arising from the Reverse Takeover.

For the foregoing reasons, the Remaining Group's profit for the year was HK\$293.2 million for the year ended 31 December 2013.

Liquidity and Financial Resources

The Remaining Group financed working capital and capital expenditures principally through internal cash resources, cash generated from operating activities (mainly presale and sale of properties), shareholders' contributions and loans from commercial banks.

As at 30 June 2014, the Remaining Group's cash and cash equivalents, consisting of sums denominated in Renminbi and HK dollars, amounted to HK\$376.6 million. The majority of the Remaining Group's cash and cash equivalents were deposited with creditworthy banks with no recent history of default. Cash at banks earned interest at floating rates based on daily bank deposit rates and short-term time deposits for varying periods of between one day and three months earned interest at the applicable short-term deposit rates.

As at 30 June 2014, the Remaining Group's interest-bearing bank borrowings, consisting of borrowings denominated in Renminbi and HK dollars, were HK\$767.6 million. Of these bank borrowings, HK\$688.9 million was due within one year or on demand and HK\$78.8 million was due in the second year. These bank borrowings were secured by a combination of the Remaining Group's certain properties under development, completed properties held for sale and bank deposits. The effective interest rate on these bank borrowings was mainly between 7.07% to 8.00% per annum. The Remaining Group's gearing ratio, calculated by dividing total bank borrowings by total equity, was 33.2% as at 30 June 2014.

Contingent Liabilities

The Remaining Group provided guarantees to banks in favour of the Remaining Group's customers in respect of the mortgage loans provided by the banks to those customers for the purchase of the Remaining Group's properties. The carrying amount of such guarantees was HK\$1,564.9 million as at 30 June 2014. In addition, in August 2013, the Remaining Group provided a guarantee for an aggregate amount of HK\$351.2 million to secure certain bank borrowings of a related party. This guarantee remained outstanding as at 30 June 2014 but will be released or discharged prior to the Completion.

Capital Commitments

As at 30 June 2014, the Remaining Group had expenditures contracted for but not provided for in its financial statements in respect of properties under development in the amount of HK\$884.4 million.

1. 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.

2. DISCLOSURE OF INTERESTS

(a) Interests of Directors

- (i) As at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or was deemed to have under such provisions of the SFO); (ii) required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.
- (ii) Each of the executive and non-executive Directors has entered into a service contract and each of the independent non-executive Directors has entered into a letter of appointment with the Company, pursuant to which he or she agreed to act for a term of three years with effect from 21 December 2013, subject to rotation and re-election in accordance with the Articles. The basic annual salaries of the Directors are set out below.

Name	Annual Salary (HK\$)
Mr. Tang Jun (唐軍)	Nil
Mr. Zhong Beichen (鍾北辰)	Note
Mr. Liu Xiaoguang (劉曉光)	Nil
Mr. Wang Hao (王灝)	Nil
Dr. Ngai Wai Fung (魏偉峰)	276,000
Ms. Zhao Yuhong (趙宇紅)	276,000
Mr. He Xiaofeng (何小鋒)	276,000

Note: As at the date of this circular, the remuneration of Mr. Zhong Beichen has not been determined but disclosure will be made in the Company's next annual report. Mr. Zhong's remuneration will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Group and the remuneration policy of the Company from time to time.

Save as disclosed above, as at the Latest Practicable Date, no Directors had any existing or proposed service contracts with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

- (iii) As at the Latest Practicable Date, none of the Directors had direct or indirect material interest in any assets which have been, since 31 March 2014 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to or by or proposed to be acquired or disposed of by or leased to or by any member of the Company.
- (iv) There is no contract or arrangement subsisting at the date of this circular in which any of the Directors is materially interested and which is significant in relation to the business of the Company.

(b) Interest of substantial shareholders

So far as it is known to the Directors, as at the Latest Practicable Date, the following persons (not being a Director or chief executive of the Company) had an interest or short position in the Shares or the underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group:

Name of Shareholder	Capacity	As at the Latest Practicable Date			Total Interests in Shares and CPS (Note 6)	Approx. % of total issued Shares
		Shares	Approx. % of total issued Shares	CPS (Note 5)		
Get Thrive	Beneficial owner	130,200,000	65.1%	738,130,482	868,330,482	434.2%
BCG	Beneficial owner	19,800,000	9.9%	—	19,800,000	9.9%
Rueyyuan Holding	Interest of controlled corporation (Note 1)	130,200,000	65.1%	738,130,482	868,330,482	434.2%
Beijing Ruiyuan	Interest of controlled corporation (Note 2)	130,200,000	65.1%	738,130,482	868,330,482	434.2%
BCL	Interest of controlled corporation (Note 3)	130,200,000	65.1%	738,130,482	868,330,482	434.2%
Capital Group	Interest of controlled corporation (Note 4)	150,000,000	75%	738,130,482	888,130,482	444.1%

Notes:

1. Get Thrive is a wholly-owned subsidiary of Rueyyuan Holding. As such, Rueyyuan Holding is deemed to be interested in all the Shares and CPS (as the case may be) in which Get Thrive is interested by virtue of the SFO.
2. Rueyyuan Holding is a wholly-owned subsidiary of Beijing Ruiyuan. As such, Beijing Ruiyuan is deemed to be interested in all the Shares and CPS (as the case may be) in which Rueyyuan Holding is interested or deemed interested by virtue of the SFO.
3. Beijing Ruiyuan is a wholly-owned subsidiary of BCL. As such, BCL is deemed to be interested in all the Shares and CPS (as the case may be) in which Beijing Ruiyuan is interested or deemed interested by virtue of the SFO.
4. As at the Latest Practicable Date, Capital Group controls approximately 45.58% of the total issued share capital (comprising domestic shares and H shares) of BCL and BCG is a wholly-owned subsidiary of Capital Group. As such, Capital Group is deemed to be interested in all the Shares and CPS (as the case may be) in which BCL and BCG are interested or deemed interested by virtue of the SFO.
5. On 15 August 2014, Get Thrive entered into a subscription agreement pursuant to which Get Thrive conditionally agreed to subscribe for 738,130,482 CPS at the price of HK\$2.66 per CPS. Get Thrive is deemed to be interested in the Shares convertible from the CPS (on a 1:1 conversion ratio) by virtue of the SFO. Completion of the Reverse Takeover is subject to certain conditions as set out in the section headed “Letter from the Board” of the Listing Circular. As at the date of this circular, no CPS has been issued under the Subscription Agreement.
6. This is for illustration purpose only to show the interests and deemed interests of the substantial shareholders (in Shares and Shares convertible from the CPS to be issued) under the SFO (assuming all CPS to be issued to Get Thrive upon completion of the Reverse Takeover will be converted on a 1:1 conversion ratio) as a percentage of the total issued Shares on the Latest Practicable Date. No CPS has been issued or converted as at the Latest Practicable Date.

As shown in the table above, BCL, Rueyyuan Holding and Capital Group are companies which interests fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO. Mr. Tang Jun and Mr. Liu Xiaoguang are executive directors of BCL and Mr. Wang Hao is a non-executive director of BCL. Mr. Tang Jun is also a director of Rueyyuan Holding, an indirect wholly-owned subsidiary of BCL. Mr. Liu Xiaoguang and Mr. Wang Hao are also directors of Capital Group, the controlling shareholder of BCL and a state-owned limited liability company under the direct supervision of the Beijing Municipal Government.

4. LITIGATION

At as the Latest Practicable Date, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

5. MATERIAL CONTRACTS

The Group has entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years preceding the date of this circular which is or may be material:

- (a) the Acquisition Agreement dated 15 August 2014 entered into between Far Reaching and Asian Expert in relation to the transfer of 100% of the equity interest of the Xi'an Capital Xin Kai Real Estate Ltd. from Asian Expert to Far Reaching for a consideration of approximately HK\$1,963.4 million;
- (b) the Non-Competition Deed dated 13 November 2014 and executed by each of BCL and the Company mutually in favour of each other, incidental to the purchase of the 100% of the equity interest of Xi'an Capital Xin Kai Real Estate Ltd. held by Asian Expert as contemplated under the equity transfer agreement dated 15 August 2014 entered into between Far Reaching and Asian Expert;
- (c) the Subscription Agreement dated 15 August 2014 entered into between Get Thrive and the Company in relation to the subscription by Get Thrive of 738,130,482 CPS at an issue price of HK\$2.66 per CPS which will be issued by the Company;
- (d) the Sponsor Agreement dated 25 November 2014 entered into among *inter alia*, the Company, Asian Expert and the HSBC Corporate Finance (Hong Kong) Limited in relation to their rights and obligations in connection with the new listing application of the Company; and
- (e) the Sale and Purchase Agreement.

6. QUALIFICATION

The following is a qualification of the expert who has given opinion or advice which is contained in this circular:

Name	Qualification
HLB Hodgson Impey Cheng Limited	Certified Public Accountants

As at the Latest Practicable Date, HLB Hodgson Impey Cheng Limited was not beneficially interested in the share capital of any member of the Group or had any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group and did not have any interest, either directly or indirectly, in any assets which have been, since 31 March 2014 (being the date to which the latest published audited financial statements of the Company were made up), acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

7. CONSENT

HLB Hodgson Impey Cheng Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its report(s) and/or letter(s) and/or valuation certificates and/or opinion(s) and the references to their names included herein in the form and context in which it is respectively included.

8. MATERIAL CHANGE

On 15 August 2014, the Company (through Far Reaching Company Limited, an indirect wholly-owned subsidiary of the Company) conditionally agreed to acquire 100% equity interest in Xi'an Capital Xin Kai Real Estate Ltd. from BCL (through Asian Expert Limited, a wholly-owned subsidiary of BCL) in accordance with the terms and conditions as detailed in the Joint Announcement and Listing Circular. The consideration payable for the Acquisition is approximately HK\$1,963.4 million. For funding and settlement of the consideration, on 15 August 2014, Get Thrive (as the subscriber), a wholly-owned subsidiary of BCL, and the Company (as the issuer) entered into the Subscription Agreement, pursuant to which Get Thrive will subscribe for and the Company will issue 738,130,482 CPS on the terms and conditions set out in the Subscription Agreement at an issue price of HK\$2.66 per CPS. All proceeds arising from the issue of the CPS will be used to settle the consideration payable for the Acquisition.

Upon completion of the Reverse Takeover, the Company will become the sole owner of Xi'an Capital Xin Kai Real Estate Ltd. and its wholly-owned subsidiary, Xi'an Hengfu Commerce Management Co., Ltd.. Reference is made to the paragraph headed "Financial effect of the Acquisition on the Company" under the section "Letter from the Board" of the Listing Circular. The assets and liabilities of Xi'an Capital Xin Kai Real Estate Ltd. and Xi'an Hengfu Commerce Management Co., Ltd. will be consolidated into the consolidated financial statements of the Group after the completion of the Reverse Takeover. The audited consolidated total assets and total liabilities of the Group as at 31 March 2014 were \$258.3 million (equivalent to RMB201.7 million) and HK\$63.6 million (equivalent to RMB49.6 million) respectively. Assuming the Reverse Takeover has taken place on 30 June 2014, the pro forma total assets and total liabilities of the Group after the completion of the Reverse Takeover would have increased to RMB4,296.4 million and RMB2,455.8 million, respectively. The profit for the year attributable to owners for the year ended 31 March 2014 was HK\$3.1 million (equivalent to RMB2.4 million). If the sale and purchase of the 100% of the equity interest of Xi'an Capital Xin Kai Real Estate Ltd. from Far Reaching to Asian Expert had been completed on 1 January 2013, the pro forma profit for the year of the Group after the completion of the Reverse Takeover attributable to the owners of the Company for the year ended 31 December 2013 would be RMB255.8 million. For details, please refer to the unaudited pro forma consolidated statement of financial position of the Enlarged Group (as defined in the Listing Circular) set out in the Appendix V of the Listing Circular.

Save and except for the interim results of the Group for the six months ended 30 September 2014 (as disclosed in the Company's interim report published on 3 December 2014), in relation to which, among others, the Group recorded a loss of approximately \$13.6 million for the six months ended 30 September 2014 and the decrease in average selling price of phthalic anhydride and an

increase in purchase costs of a major raw material has led to the narrowing of profit margin, the Directors have confirmed that, up to the date of this circular, there has been no material adverse change in the Group's financial or trading position or prospects since 31 March 2014, being the date to which the Group's latest audited financial statements were prepared.

9. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, none of the Directors or their close associates had interests in a business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

10. EMPLOYEES OF THE GROUP

As at the Latest Practicable Date, the Group had approximately 88 employees. Total staff costs for the six months ended 30 September 2014 were approximately HK\$4.7 million. The remuneration policy and package of the Group's employees are structured in accordance to market terms and statutory requirements where appropriate. In addition, the Group also provides other staff benefits such as medical insurance, mandatory provident fund and share options to motivate and reward employees at all levels to achieve the Group's business performance targets. A share option scheme was adopted by the Company pursuant to a shareholders' resolution passed on 14 March 2012. As of the Latest Practicable Date, no options have been granted under the share option scheme.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the place of business of the Company in Hong Kong at Suites 2906-08, AIA Central, 1 Connaught Road Central, Hong Kong from the date of this circular up to and including the date of the EGM:

- (a) the Articles;
- (b) the letter from the Board, the text of which is set out in the section headed "Letter from the Board" in this circular;
- (c) a copy of each of the material contracts referred to in the paragraph headed "Material Contracts" in this appendix;
- (d) the unaudited financial information on the Target Group prepared and reviewed by HLB Hodgson Impey Cheng Limited for each of the three years ended 31 March 2012, 2013 and 2014, and the six months period ended 30 September 2014, the text of which is set out in Appendix II of this circular;
- (e) the report on the pro forma financial information of the Remaining Group issued by HLB Hodgson Impey Cheng Limited, the text of which is set out in Appendix III of this circular;

- (f) the written consents referred to in paragraph 7 in this appendix;
- (g) the annual reports of the Company for the financial years ended 31 March 2012, 2013 and 2014 respectively;
- (h) the interim report of the Company for the six months ended 30 September 2014; and
- (i) a copy of the Listing Circular.

12. MISCELLANEOUS

- (a) The registered office of the Company is at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (b) The principal place of business of the Company in Hong Kong is at Suites 2906–08, AIA Central, 1 Connaught Road Central, Hong Kong.
- (c) The principal share registrar and transfer office of the Company is Codan Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.
- (d) The Hong Kong branch share registrar and transfer office is Tricor Investor Services Limited, Level 22 Hopwell Centre, 183 Queen's Road East, Hong Kong.
- (e) The secretary of the Company is Ms. Wong Chi Mei, who is an associate member of both The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries.
- (f) In the event of any inconsistencies, the English text of this circular and form of proxy shall prevail over the Chinese text.

NOTICE OF THE EGM



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 IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Juda International Holdings Limited. (the “Company”) will be held on 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong, at Friday, 9 January 2015 at 3:00 p.m. to consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company. Capitalised terms defined in the circular dated 19 December 2014 issued by the Company (the “Circular”) shall have the same meanings when used herein unless otherwise specified:

ORDINARY RESOLUTIONS

“THAT:

1. (a) the Sale and Purchase Agreement, a copy of which signed by the Chairman of the meeting for the purposes of identification, has been produced to the meeting marked “A”) and the transactions contemplated thereunder, are hereby approved, confirmed and ratified; and
- (b) the board of directors of the Company be and is hereby generally and unconditionally authorized to do all such acts and things and execute all such documents, instruments and agreements and to take all such steps as it considers necessary, appropriate or expedient or desirable in connection with or to give effect to the Sale and Purchase Agreement and/or in connection with paragraph (a) of this resolution no. 1 and to implement the transactions contemplated thereunder and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the board of directors of the Company, in the interest of the Company.”

By order of the board of
Juda International Holdings Limited
Wong Chi Mei
Company Secretary

Hong Kong, 19 December 2014

NOTICE OF THE EGM

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.