



# 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)

### PROXY FORM

**Form of proxy for use by shareholders at the extraordinary general meeting (the “Meeting”) to be convened at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 9 January 2015 at 3:00 p.m..**

I/We<sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_<sup>(Note b)</sup>  
shares of HK\$0.01 each (the “Shares”) of Juda International Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act for me/us as my/our proxy<sup>(note c)</sup> at the Meeting to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 9 January 2015 at 10:00 a.m. and at any adjournment thereof and to attend and vote on my/our behalf as directed below. Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll<sup>(note d)</sup>.

ORDINARY RESOLUTION		FOR	AGAINST
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 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.		

\* The full texts of these resolutions are set out in the notice of extraordinary general meeting dated 19 December 2014.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ Shareholder’s signature \_\_\_\_\_<sup>(notes e, f, g, h, i and j)</sup>

#### Notes:

- a Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- b Please insert the number of Shares registered in your name(s) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided. A member of the Company who is the holder of two or more Shares may appoint more than one proxy to attend and vote on his/her behalf at the Meeting provided that 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. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.
- d If you wish to vote for any of the resolutions set out below, please tick (“✓”) the box(es) marked “FOR”. If you wish to vote against any of the resolutions, please tick (“✓”) the box(es) marked “AGAINST”. If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting or adjourned Meeting other than those set out in the notice convening the Meeting.
- e All resolutions will be put to vote by way of poll at the Meeting (except those which relate purely to a procedural or administrative matter). Every shareholder of the Company present in person (in case of a shareholder being a corporation, by its duly authorized representative), or by proxy shall have one vote for every fully paid-up Share of which he/she/it is the holder. A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of Shares in the appropriate box(es) above.
- f Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint holders is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
- g The proxy form must be signed by you, or your attorney duly authorised in writing, or if in the case of a corporation, this proxy form must be either executed under its common seal or under the hand of an officer or attorney so authorised on that corporation’s behalf.
- h To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned Meeting.
- i Any alteration made to this form should be initialled by the person who signs the form.
- j Completion and delivery of this proxy form will not preclude you from attending and voting at the Meeting and, in such event, this proxy form shall be deemed to be revoked.
- k The description of the resolutions in this form is by way of summary only. Please refer to the notice of the extraordinary general meeting dated 26 November 2014 convening the Meeting for the full text of these resolutions.

#### PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your Personal Data provided in this form may be used in connection with processing your appointment of proxy at the Meeting and instructions. Your supply of Personal Data to the Company is on a voluntary basis. However, the Company may not be able to process your appointment of proxy and instructions if your Personal Data is not provided in this form.
- (iii) Your Personal Data may be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.