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(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2868)



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)

JOINT ANNOUNCEMENT

COMPLETION OF THE DISPOSAL AND THE SUBSCRIPTION OF CPS

(1) COMPLETION OF THE ACQUISITION AND THE ISSUE OF CONVERTIBLE PREFERENCE SHARES (2) INCREASE IN AUTHORISED SHARE CAPITAL AND CREATION OF THE CPS

The board of directors of the Company and the board of directors of BCL are pleased to announce that completion of the Acquisition and the Disposal, as the case may be, pursuant to the Acquisition Agreement and the completion of the Subscription and issue of the CPS, as the case may be, pursuant to the Subscription Agreement took place on 22 January 2015.

Reference is made to the joint announcement dated 15 August 2014 issued by Juda International Holdings Limited (the “**Company**”) and Beijing Capital Land Ltd. (“**BCL**”), the circular dated 26 November 2014 issued by the Company (the “**Circular**”) in relation to, among other things, the Acquisition and issue of the CPS and the circular dated 26 November 2014 issued by BCL in relation to, the Disposal and the Subscription of the CPS. Unless otherwise defined in this joint announcement, capitalised terms defined in the Circular shall have the same meanings when used herein.

COMPLETION OF THE ACQUISITION AND THE DISPOSAL AND THE ISSUE AND THE SUBSCRIPTION OF THE CPS

The board of directors of the Company and the board of directors of BCL are pleased to announce that all the conditions precedent under the Acquisition Agreement and the Subscription Agreement have been fulfilled. The Acquisition and the Disposal, as the case may be, and the issue and the subscription, as the case may be, of the CPS were completed on 22 January 2015. Upon Completion, the Target Company has become an indirect wholly-owned subsidiary of the Company, which is in turn a 65.1% owned subsidiary of BCL.

Upon Completion, the Company issued 738,130,482 CPS (which are convertible into 738,130,482 Conversion Shares) to Get Thrive and accordingly, the Company has two classes of shares, being the Shares and the CPS. Assuming all the CPS are converted into Conversion Shares, the 738,130,482 Conversion Shares which will be issued by the Company to Get Thrive upon conversion in aggregate represents approximately 78.7% of the total issued share capital of the Company as enlarged by the issuance of the Conversion Shares (without taking into account any shares of the Company that may be issued as a result of the exercise of any options granted under the share option scheme adopted by the Company on 14 March 2012 (the “**Share Option Scheme**”). Any exercise by Get Thrive of the conversion rights attaching to the CPS is subject to the Company meeting the minimum public float requirement under Rule 8.08 of the Listing Rules.

The CPS were allotted and issued, and the Conversion Shares upon conversion of the CPS will be allotted and issued, under the Specific Mandate granted to the board of directors of the Company by the independent Shareholders at the EGM held on 12 December 2014. Listing approval for the Conversion Shares has been granted by the Stock Exchange.

Details of the shareholding structure of the Company immediately after Completion (without taking into account any shares of the Company that may be issued as a result of the exercise of any options granted under the Share Option Scheme) are set out below:

	Immediately after Completion (assuming no CPS has been converted)		Immediately after Completion and assuming all CPS have been converted into Conversion Shares (for illustration only) <i>(Note 2)</i>		
	Number of Shares held	Approximate percentage of total issued Shares	Number of CPS held <i>(Note 1)</i>	Number of Shares held	Approximate percentage of total issued Shares
Get Thrive	130,200,000	65.1%	738,130,482	868,330,482	92.6%
BCG	19,800,000	9.9%	–	19,800,000	2.1%
Public	50,000,000	25.0%	–	50,000,000	5.3%
Total	200,000,000	100%	738,130,482	938,130,482	100%

Notes:

1. The CPS is convertible into ordinary shares of the Company of HK\$0.01 each on a conversion ratio of 1:1.
2. This represents the shareholding structure of the Company immediately after Completion, assuming that all 738,130,482 CPS issued to Get Thrive are converted into Conversion Shares (on a conversion ratio of 1:1). This is for illustration purposes only and does not reflect the actual shareholding structure of the Company upon Completion as the exercise of the conversion rights attaching to the CPS is subject to the Company meeting the minimum public float requirement under Rule 8.08 of the Listing Rules. As at the date of this joint announcement, none of the CPS issued have been converted into Conversion Shares.

INCREASE IN AUTHORISED SHARE CAPITAL AND CREATION OF THE CPS

Following the passing of the ordinary resolution at the EGM held on 12 December 2014, the authorised share capital of the Company has been increased from HK\$10,000,000 to HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 nominal value each and 738,130,482 CPS have been created, such that following such increase and creation of CPS, the authorised share capital of the Company has become HK\$20,000,000 divided into 1,261,869,518 shares designated as Shares and 738,130,482 shares designated as CPS.

By order of the board of directors of

Beijing Capital Land Ltd.

Liu Xiaoguang

Chairman and Executive Director

By order of the Board

Juda International Holdings Limited

Tang Jun

Chairman and Executive Director

Hong Kong, 22 January 2015

As at the date of this joint announcement, the board of directors of BCL comprises Mr. Liu Xiaoguang (Chairman), Mr. Tang Jun (President) and Mr. Zhang Shengli as executive directors, Mr. Wang Hao, Mr. Song Fengjing and Mr. Shen Jianping as non-executive directors, Mr. Ng Yuk Keung, Mr. Wang Hong and Mr. Li Wang as independent non-executive directors.

As at the date of this joint announcement, the board of directors of the Company comprises Mr. Tang Jun (Chairman) and Mr. Zhong Beichen (Chief Executive Officer) as executive Directors; Mr. Liu Xiaoguang and Mr. Wang Hao as non-executive Directors; and Dr. Ngai Wai Fung, Ms. Zhao Yuhong, Mr. He Xiaofeng as independent non-executive Directors.