

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, 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 accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom 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)**

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
CHANGE OF COMPANY NAME AND  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Juda International Holdings Limited to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 26 March 2015 at 10:00 a.m., at which a number of matters including the above proposals will be considered, is set out on pages 17 to 21 of this circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopwell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

23 February 2015

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 26 March 2015 at 10:00 a.m. or where the context so admits, any adjournment thereof, to consider the resolutions set out in the AGM Notice
“AGM Notice”	the notice convening the AGM as set out on pages 17 to 21 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“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 Beijing Capital Group Co., Ltd.* (北京首都創業集團有限公司) holding 9.9% Shares as at the Latest Practicable Date
“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)
“Board”	the board of Directors
“Change of Company Name”	the change of English name of the Company from “Juda International Holdings Limited” to “Beijing Capital Juda Limited” and the dual foreign name in Chinese of the Company from “鉅大國際控股有限公司” to “首創鉅大有限公司”
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Juda International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“CPS”	limited-voting non-redeemable convertible preference shares of HK\$0.01 each in the share capital of the Company

## DEFINITIONS

“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the increase in the authorised share capital of the Company from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each which are comprised of 1,261,869,518 Shares and 738,130,482 CPS to HK\$200,000,000 divided into 20,000,000,000 shares by creation of additional 18,000,000,000 Shares so that following the increase, the authorised share capital of the Company shall become HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each which are comprised of 19,261,869,518 Shares and 738,130,482 CPS
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares in the manner as set out in the ordinary resolution numbered 4 of the AGM Notice (as extended by adding to it the aggregate nominal amount of the ordinary share capital of the Company repurchased under the Repurchase Mandate pursuant to the ordinary resolution numbered 6 of the AGM Notice)
“Latest Practicable Date”	16 February 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which, for the purpose of this circular excludes Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in the ordinary resolution numbered 5 of the AGM Notice

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

The English names of the Chinese entities marked with “\*” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.



**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 Director:*

Mr. Tang Jun (*Chairman*)

Mr. Zhong Beichen (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Liu Xiaoguang

Mr. Wang Hao

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Independent Non-executive Directors:*

Dr Ngai Wai Fung

Prof. Zhao Yuhong

Prof. He Xiaofeng

*Hong Kong Principal Place of Business:*

Suites 2906-08

AIA Central

1 Connaught Road Central

Hong Kong

23 February 2015

*To the Shareholders and holders of CPS (for information only)*

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
CHANGE OF COMPANY NAME AND  
INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you details of the following proposals which, together with other ordinary business, will be proposed at the AGM for consideration and, where appropriate, approval of the Shareholders:

- (i) re-election of retiring Directors;
- (ii) grant of the General Mandates;

## LETTER FROM THE BOARD

- (iii) proposed Change of Company Name; and
- (iv) proposed Increase in Authorised Share Capital.

The AGM Notice is set out on pages 17 to 21 of this circular.

### **2. RE-ELECTION OF RETIRING DIRECTORS**

At the forthcoming AGM, Mr. Zhong Beichen, Dr. Ngai Wai Fung and Prof. Zhao Yuhong will retire from office in accordance with article 84(1) of the Articles and being eligible, offer themselves for re-election. Pursuant to Rule 13.74 of the Listing Rules, the details of the above retiring directors required under Rule 13.51(2) of the Listing Rules are set out in Appendix I.

### **3. GENERAL MANDATE TO ISSUE NEW SHARES AND TO REPURCHASE SHARES**

The current general mandates granted to the Directors to issue and repurchase Shares will expire at the conclusion of the AGM and, therefore, ordinary resolutions will be proposed at the AGM to grant fresh general mandates as follows:

- (i) to grant to the Directors the Issue Mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 40,000,000 Shares based on the share capital of the Company in issue of 200,000,000 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM);
- (ii) to grant to the Directors the Repurchase Mandate to purchase or repurchase issued and fully paid up Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant ordinary resolution (i.e. not exceeding 20,000,000 Shares based on the share capital of the Company in issue of 200,000,000 Shares as at the Latest Practicable Date and on the assumption that no further Shares will be issued and allotted prior to the passing of the relevant ordinary resolution at the AGM); and
- (iii) conditional upon the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, to extend the Issue Mandate by the addition thereto the number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

Full text of the relevant ordinary resolutions in relation to the general mandates described in (i), (ii) and (iii) above are set out as resolutions numbers 4, 5 and 6 respectively in the notice of AGM.

## LETTER FROM THE BOARD

The Directors have no immediate plans to allot, issue, or deal any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time or repurchase any Shares pursuant to the relevant mandates.

In accordance with Rule 10.06(1)(b) of the Listing Rules, the Company is required to send to Shareholders an explanatory statement containing information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its Shares. This explanatory statement is set out in Appendix II to this circular.

#### **4. PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the English name of the Company from “Juda International Holdings Limited” to “Beijing Capital Juda Limited” and the dual foreign name in Chinese of the Company from “鉅大國際控股有限公司” to “首創鉅大有限公司”.

##### **Conditions for the Change of Company Name**

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM to approve the Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date of entry of the new name on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

##### **Reasons for the Change of Company Name**

The Group’s principal business activity is property investment and development. The Change of Company Name could better reflect the synergies and relationship between the Company and its controlling shareholders. The Board believes that the proposed new name of the Company can provide the Company with a fresh new corporate identity which is in the interests of the Company and the Shareholders as a whole.



## LETTER FROM THE BOARD

### Effects of the Change of Company Name

The Change of the Company Name will not affect any rights of the holders of securities of the Company.

All existing certificates of securities in issue bearing the existing name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of title to such securities and in particular, the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates of securities bearing the new name of the Company. Upon the Change of Company Name becoming effective, all new certificates of securities will be issued in the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Name becomes effective.

The Company will make further announcement(s) as and when appropriate on the results of the AGM, the effective date(s) of the Change of Company Name and the new English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange.

### 5. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 shares of which 200,000,000 Shares and 738,130,482 CPS are in issue.

In order to provide the Company with flexibility for future investment opportunities and to accommodate future issues of Shares which shall, among other things, provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary, the Board proposes to increase the authorised share capital of the Company to HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each by the creation of an additional 18,000,000,000 Shares which shall rank pari passu with each other in all respects, such that following the increase, the authorised share capital of the Company shall become HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each, which comprise of 19,261,869,518 Shares and 738,130,482 CPS.

As at the Latest Practicable Date, the Board has no present intention to issue any part of the increased authorised share capital of the Company. Further announcement(s) will be made by the Company if it proposes to issue any new Shares in the future.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM. The Board is of the view that the Increase in Authorised Share Capital will provide flexibility to the Company in determining its future business plan and development, and is therefore in the interest of the Company and the Shareholders taken as a whole.

## LETTER FROM THE BOARD

### 6. 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.

### 7. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 17 to 21 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopwell 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 AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

None of the Shareholders is required to abstain from voting at the AGM pursuant to the Listing Rules and/or the Articles.

### 9. DOCUMENT FOR INSPECTION

Copy of the Articles is available for inspection during normal business hours at the principal 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 AGM.

## LETTER FROM THE BOARD

### 10. RECOMMENDATION

The Directors consider that the proposals described in this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the resolutions regarding the re-election of retiring Directors, the grant of the General Mandates and the extension of the Issue Mandate, the Change of Company Name and the Increase in Authorised Share Capital to be proposed at the AGM.

### 11. GENERAL

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

Yours faithfully,  
For and on behalf of the Board  
**Juda International Holdings Limited**  
**Tang Jun**  
*Chairman*

*The biographical and other details of retiring Directors standing for re-election at the AGM are set out as below:*

**(1) Mr. Zhong Beichen – Chief Executive Officer and Executive Director**

Mr. Zhong Beichen, aged 40, has been appointed as an executive director and the Chief Executive Officer and a member of the Strategic Committee of the Company since 21 December 2013. Since September 2011 to present, Mr. Zhong has served as general manager of the Commercial Property Development Department and an assistant president of BCL and has also served from December 2011 to December 2013, as vice-president of BCL. He joined BCL Group in June 2000 and served as an architect of Beijing Sunshine Real Estate Comprehensive Development Company\* (北京陽光房地產綜合開發公司) from June 2000 to December 2002 and the deputy general manager of Beijing Anhua Shiji Real Estate Development Co., Ltd.\* (北京安華世紀房地產開發有限公司) and Beijing Sunshine City Real Estate Development Co., Ltd.\* (北京陽光城房地產有限公司) from January 2003 to December 2007. These companies are principally engaged in property development. Mr. Zhong served as the general manager of the Product R&D Centre of BCL from January 2008 to August 2011. He has also served as an architect of the Planning and Design Institute of the Department of Light Industry of the PRC\* (中國輕工業部規劃設計院), a government affiliated body and principally engaged in construction planning and design, from July 1996 to May 2000. Mr. Zhong graduated from Xiamen University\* and obtained his Bachelor's degree in Architecture in 1996.

Mr. Zhong entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Mr. Zhong's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles. Mr. Zhong's remuneration is fixed by the Board pursuant to the authority granted by the Shareholders at the AGM by reference to his duty, responsibility and performance, result of the Group and other factors which the Board may consider relevant and appropriate. The amount of Mr. Zhong's remuneration had been disclosed in the annual report of the Company for the financial year ended 31 December 2014.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Zhong involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Mr. Zhong that needs to be brought to the attention of the Shareholders.

**(2) Dr. Ngai Wai Fung – Independent non-executive Director**

Dr. Ngai Wai Fung, aged 53, was appointed as an independent non-executive director, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company since 21 December 2013. Dr. Ngai is currently the chief executive officer of SW Corporate Services Group Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages. Prior to that, he was the director and head of listing services of an independent integrated corporate services provider. Dr. Ngai has over 20 years of senior management experience, most of which are in the areas of finance, accounting, internal control and regulatory compliance for listed issuers including major red chips companies. He is also a council member and the president of the Hong Kong Institute of Chartered Secretaries, a member of the Qualification and Examination Board of the Hong Kong Institute of Certified Public Accountants, the Adjunct Professor of Law of Hong Kong Shue Yan University and a member of the General Committee of the Chamber of Hong Kong Listed Companies. Dr. Ngai was appointed by the Chief Executive of The Hong Kong Special Administrative Region as a member of Working Group on Professional Services under the Economic Development Commission for two years in 2013 and reappointed for further two years in 2015. He is a fellow of the Association of Chartered Certified Accountants in the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of Hong Kong Institute of Directors and a member of Hong Kong Securities and Investment Institute. Dr. Ngai obtained a Doctoral degree in Finance at Shanghai University of Finance and Economics\* (上海財經大學) in Shanghai, PRC, a Master's degree in Corporate Finance at Hong Kong Polytechnic University in Hong Kong in November 2002, a Master's degree in Business Administration at Andrews University in Berrien Springs, Michigan, USA in August 1992 and a Bachelor's degree in Law at University of Wolverhampton in Wolverhampton, the United Kingdom in October 1994.

Dr. Ngai is currently the independent non-executive director of China Railway Group Limited (Stock Code: 390.HK), BaWang International (Group) Holding Limited (Stock Code: 1338.HK), Powerlong Real Estate Holdings Limited (Stock Code: 1238.HK), Biostime International Holdings Limited (Stock Code: 1112.HK), Bosideng International Holdings Limited (Stock Code: 3998.HK), China Coal Energy Company Limited (Stock Code: 1898.HK), SITC International Holdings Company Limited (Stock Code: 1308.HK), Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631.HK), Yangtze Optical Fibre and Cable Joint Stock Limited Company (Stock Code: 6869.HK) and LDK Solar Co., Ltd. (LDK). Apart from LDK Solar Co., Ltd., which is listed on the New York Stock Exchange, all the above companies are listed on the Main Board of the Stock Exchange. He was the independent non-executive director of China Life Insurance Company Limited (Stock Code: 2628) from December 2006 to May 2009, Franshion Properties (China) Limited (Stock Code: 817) from May 2007 to June 2011 and China Railway Construction Corporation Limited (Stock Code: 1186) from November 2007 to October 2014.

Reference is made to the Company's announcement dated 26 February 2014 and circular dated 26 November 2014, disclosing that LDK Solar Co., Ltd. (of which Dr. Ngai is an independent director, equivalent to independent non-executive director as defined in Listing Rules) has made a filing on 21 February 2014 with the Grand Court of the Cayman Islands for the appointment of joint provisional liquidators in connection with its plans to resolve its offshore liquidity issues. So far as the Company is aware, the proceeding is still in progress. LDK Solar Co., Ltd. is not related to the Group and its operations. As at the Latest Practicable Date and to the best knowledge of Dr. Ngai, he is not involved nor named in any of the liquidation proceedings of LDK Solar Co., Ltd..

Dr. Ngai entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month's notice in writing served by either party on the other. The term of Dr. Ngai's appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles. Dr. Ngai is entitled to a director fee of HK\$276,000 per annum. The remuneration of Dr. Ngai was determined with reference to the prevailing market conditions and the terms of the Company's remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Dr. Ngai (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information which is discloseable nor is/was Dr. Ngai involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Dr. Ngai that needs to be brought to the attention of the Shareholders.

**(3) Prof. Zhao Yuhong – Independent non-executive Director**

Prof. Zhao Yuhong, aged 46, has been appointed as an independent non-executive director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and Nomination Committee of the Company since 21 December 2013. Prof. Zhao has worked as an Associate Professor of Faculty of Law, The Chinese University of Hong Kong (“CUHK”) since August 2008. Prof. Zhao was the Assistant Dean (UG Student Affairs) and Associate Dean (Undergraduate Studies) of Faculty of Law at CUHK from September 2008 to August 2010 and from September 2010 to July 2013, respectively. Prof. Zhao was Lecturer and then Assistant Professor of School of Law at City University of Hong Kong from January 1996 to June 2002 and from July 2002 to August 2006, respectively. From September 2006 to July 2008, Prof. Zhao served as Assistant Professor of School of Law at CUHK. Prof. Zhao obtained her Bachelor of Arts degree in English Language and Literature and Bachelor of Laws degree from Peking University\* in July 1991. Prof. Zhao obtained her Master of Studies in Law degree with Magna Cum Laude from Vermont Law School in May 1993 and PhD degree in Law from City University of Hong Kong in November 2000.

Prof. Zhao entered into a service contract with the Company on 21 December 2013 for an initial term of three years with effect from 21 December 2013 and thereafter be continuous unless and until terminated by not less than one month’s notice in writing served by either party on the other. The term of Prof. Zhao’s appointment is subject to the retirement by rotation and re-election at any subsequent general meeting of the Company in accordance with the Articles. Prof. Zhao is entitled to a director fee of HK\$276,000 per annum. The remuneration of Prof. Zhao was determined with reference to the prevailing market conditions and the terms of the Company’s remuneration policy.

Save as disclosed above, as at the Latest Practicable Date, Prof. Zhao (i) did not hold any directorship in the last three years prior to the Latest Practicable Date in public companies the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) does not have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company nor any interests in the Shares within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Prof. Zhao involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and the Directors are not aware of any other matters regarding the re-election of Prof. Zhao that needs to be brought to the attention of the Shareholders.



*This is an explanatory statement given to the Shareholders relating to proposed resolution granting the Repurchase Mandate to the Directors to be passed by the Shareholders at the AGM. This explanatory statement contains a summary of the information required pursuant to Rule 10.06(1)(b) of the Listing Rules which is set out as follows:*

#### **EXERCISE OF THE REPURCHASE MANDATE**

Resolution numbered 5 set out in the AGM Notice will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of the issued and fully paid Shares up to a maximum of 10% of the nominal amount of the share capital of the Company as at the date of the AGM. It will be valid until the next annual general meeting unless revoked or varied before such meeting.

Exercise in full of the Repurchase Mandate would result in up to maximum of 20,000,000 Shares (on the basis of 200,000,000 Shares in issue as at the Latest Practicable Date) being repurchased by the Company.

#### **REASONS FOR THE REPURCHASE OF SECURITIES**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per share of the Company and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

#### **FUNDING OF REPURCHASE**

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with any applicable laws of Cayman Islands, the memorandum of association of the Company and the Articles.

Any payment for repurchases by the Company may be made out of profits of the Company, the share premium account of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if authorised by the Articles and subject to the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be repurchased must be provided for out of either or both of the profits or from the share premium account of the Company, or, if authorised by the Articles and subject to the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full at any time during the proposed repurchase period, it might not have a material adverse effect on the working capital and/or the gearing position of the Company (as compared with the financial position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the period ended 31 December 2014). However, the



Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements and/or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchase of Shares pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, all applicable laws of Cayman Islands, the memorandum of association of the Company and the Articles.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### EFFECT OF TAKEOVERS CODE

If a Shareholder's proportionate interest in the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Get Thrive Limited, Rueyyuan Holding Company Limited, Beijing Ruiyuan Fengxiang Real Estate Ltd.\* (北京瑞元豐祥置業有限公司), BCL, BCG and Beijing Capital Group Co., Ltd.\* (北京首都創業集團有限公司) (the "Controlling Shareholders") are collectively entitled to exercise and/or control the exercise directly or indirectly of 75.0% of the voting rights in the general meetings of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of the Controlling Shareholder in the Company would increase to approximately 83.3%. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

## REPURCHASES OF SHARES MADE BY THE COMPANY

The Company has not repurchased any Shares on the Stock Exchange or otherwise in the six months prior to the Latest Practicable Date.

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous 12 months were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
January	5.23	3.73
February	4.06	3.14
March	3.22	2.75
April	2.93	2.61
May	2.75	2.36
June	3.47	2.81
July	3.31	2.72
August	3.55	2.50
September	2.75	2.50
October	2.70	2.12
November	2.78	2.18
December	3.12	2.25
<b>2015</b>		
January	3.14	2.60
February (up to the Latest Practicable Date)	3.01	2.70



## 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 the annual general meeting of Juda International Holdings Limited (the “Company”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 26 March 2015 at 10:00 a.m. (“AGM”) to transact the following ordinary business:

1. To consider and adopt the audited financial statements and the reports of the directors and the independent auditors of the Company for the nine months ended 31 December 2014;
2.
  - (a) To re-elect Mr. Zhong Beichen as an executive director;
  - (b) To re-elect Dr. Ngai Wai Fung as an independent non-executive director;
  - (c) To re-elect Prof. Zhao Yuhong as an independent non-executive director;
  - (d) To authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint Messrs. Ernst & Young as independent auditors and to authorise the board of directors to fix their remuneration;

By way of special business, to consider and, if thought fit, to pass each of the following resolutions, with or without modification, as ordinary resolutions:

#### ORDINARY RESOLUTIONS

4. “**THAT:**
  - (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (“Shares”) and to make or grant offers, agreements and options, including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for Shares or convertible into Shares which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription or conversion under the terms of any warrants to be issued by the Company or any securities which are convertible into Shares; (iii) any Share Option Scheme (as hereinafter defined) of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the Shares of the Company in issue at the date of passing this resolution; and

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of Cayman Islands to be held.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to eligible grantees of rights to acquire shares of the Company.”

## NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT**
- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the Shares of the Company in issue at the date of passing this resolution; and
  - (c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of the Company or any applicable laws of Cayman Islands to be held.”
6. **“THAT** conditional upon the ordinary resolutions 4 and 5 above being passed, the general mandate granted to the Directors to issue and otherwise deal with additional shares in the capital of the Company pursuant to ordinary resolution 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution 5 above provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the Shares of the Company in issue at the date of passing this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$20,000,000 divided into 2,000,000,000 shares of HK\$0.01 each, which are comprised of 1,261,869,518 ordinary shares of HK\$0.01 each (the “Shares”) and 738,130,482 limited voting non-redeemable convertible preference shares of HK\$0.01 each (the “CPS”), to HK\$200,000,000 divided into 20,000,000,000 shares by the creation of 18,000,000,000 additional Shares such that following the increase, the authorised share capital of the Company shall become HK\$200,000,000 divided into 20,000,000,000 shares of HK\$0.01 each, which are comprised of 19,261,869,518 Shares and 738,130,482 CPS (“Increase in Authorised Share Capital”); and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By way of special business, to consider, and if thought fit, to pass the following resolutions, with or without modification, as special resolution:

### SPECIAL RESOLUTION

8. **“THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “Juda International Holdings Limited” to “Beijing Capital Juda Limited” and the dual foreign name in Chinese of the Company be changed from “鉅大國際控股有限公司” to “首創鉅大有限公司” with effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in Cayman Islands and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

By order of the Board  
**Juda International Holdings Limited**  
**Tang Jun**  
*Chairman*

Hong Kong, 23 February 2015

## NOTICE OF ANNUAL GENERAL MEETING

*Head office and principal place  
of business in Hong Kong:*

Suites 2906-08

AIA Central

1 Connaught Road Central

Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the AGM convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company. A form of proxy for use at the AGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopwell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholders from attending and voting in person at the AGM or any adjourned meeting or upon the poll concerned and, in such event, the instrument appointing a proxy will be deemed to be revoked.
6. With regard to the proposed resolution no. 4 of this notice of AGM, the Directors wish to state that they have no immediate plans to issue any new shares or repurchase any shares of the Company pursuant to the general mandates referred thereunder.
7. A circular containing, among others things, an explanatory statement relating to the proposed resolution no. 5 of this notice of AGM has been despatched to the shareholders of the Company.
8. 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, Prof. ZHAO Yuhong and Prof. HE Xiaofeng as independent non-executive Directors.