
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 **Beijing Capital Juda 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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CAPITAL  JUDA
BEIJING CAPITAL JUDA LIMITED
首創鉅大有限公司

(formerly known as 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 DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES, APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Beijing Capital Juda Limited to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 April 2016, at 10:00 a.m., at which a number of matters including the above proposals will be considered, is set out on pages 14 to 17 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.

29 March 2016

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – RE-ELECTION OF DIRECTORS	8
APPENDIX II – EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	11
NOTICE OF ANNUAL GENERAL MEETING	14

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 28 April 2016, at 10:00 a.m. or where the context so admits, any adjournment thereof
“AGM Notice”	the notice convening the AGM as set out on pages 14 to 17 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed thereto in 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)
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Beijing Capital Juda Limited (formerly known as 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 (Stock Code: 1329)
“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

DEFINITIONS

“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”	21 March 2016, 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
“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.



BEIJING CAPITAL JUDA LIMITED

首創鉅大有限公司

(formerly known as 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. Wang Hao
Mr. Li Songping

Independent Non-executive Directors:

Dr. Ngai Wai Fung
Prof. Zhao Yuhong
Prof. He Xiaofeng

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Hong Kong Principal Place
of Business:*

Suites 2906-08
AIA Central
1 Connaught Road Central
Hong Kong

29 March 2016

To the Shareholders and the convertible performance shareholders (for information only)

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND
REPURCHASE SHARES, APPOINTMENT OF AUDITORS
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 Directors;
- (ii) grant of the General Mandates; and

LETTER FROM THE BOARD

- (iii) appointment of auditors.

The AGM Notice is set out on pages 14 to 17 of this circular.

2. RE-ELECTION OF DIRECTORS

The Board currently comprise seven Directors, of which two are Executive Directors, namely Mr. Tang Jun and Mr. Zhong Beichen, two are Non-Executive Directors, namely Mr. Wang Hao and Mr. Li Songping, three are Independent Non-Executive Directors, namely Dr. Ngai Wai Fung, Prof. Zhao Yuhong and Prof. He Xiaofeng.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting. Mr. Li Songping, who was appointed as Non-Executive Director by the Board on 26 February 2016, will retire at the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with Article 84(1) and (2) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or if their number is not three or a multiple of three, then the number nearest but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree between themselves) be determined by lot. Accordingly, Mr. Tang Jun and Prof. He Xiaofeng will retire by rotation and, being eligible, offer themselves for re-election at the AGM. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Pursuant to Rule 13.74 of the Listing Rules, the details of the Directors proposed to be re-elected at the AGM required under Rule 13.51(2) of the Listing Rules are set out in Appendix I.

3. GENERAL MANDATES 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);

LETTER FROM THE BOARD

- (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.

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 as the result of conversion of any convertible preference share of the Company in issue 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. APPOINTMENT OF AUDITORS

Ernst & Young (“EY”) is currently the auditor of the Company, the Board resolved that EY will retire as the auditors of the Company upon expiration of their terms of office with effect from the conclusion of the 2016 annual general meeting of the Company, and will not be re-elected. The Board has resolved to align with the parent company and appoint PricewaterhouseCoopers Hong Kong as the auditors of the Company for the year 2016 to ensure efficient and consistent auditing processes among the parent company, the Company and each of the subsidiaries. Such proposed appointment of auditors is subject to the approval of shareholders at the AGM.

The Company has received a confirmation letter from EY pursuant to which EY has confirmed that there are no matters that need to be brought to the attention of the holders of securities of the Company in relation to their retirement. The Board has confirmed that there are no other matters in respect of the change of auditors that need to be brought to the attention of the holders of securities of the Company.

LETTER FROM THE BOARD

5. 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.

6. ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 17 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.

7. 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.

8. 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 and at the AGM.

9. 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 Directors, the grant of the General Mandates to Directors and the appointment of auditors to be proposed at the AGM.

LETTER FROM THE BOARD

10. GENERAL

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

Yours faithfully,
For and on behalf of the Board
Beijing Capital Jada Limited
Tang Jun
Chairman

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out as below:

(1) Mr. Li Songping — Non-executive Director

Mr. Li Songping, aged 53, has been a non-executive Director and a member of the Remuneration Committee of the Company from 26 February 2016. Mr. Li is currently a senior accountant. Mr. Li joined Capital Group in March 2006, and has served as deputy general manager and director, and held the position of general manager of Capital Group since November 2015. Prior to joining Capital Group, Mr. Li worked at State-owned 761 Factory from August 1984 to March 1995, and served as the deputy director and the director of the finance department, and he became the deputy plant manager since 1994. From March 1995 to April 1996, he was the deputy director of Electronics Industry Office of the People's Government of Beijing Municipality. From April 1996 to July 1997, he was the director and the general accountant of Beijing Jingzhi Electronics Co., Ltd. From July 1997 to March 2000, he was the director and the general accountant of Beijing Electronic Information Industry (Group) Co., Ltd. From March 2000 to March 2006, he was the director and the general accountant of Beijing Electronics Holdings Co., Ltd. Mr. Li obtained a Master's degree in Management from Changchun University of Science and Technology in 2009. Mr. Li has also been a non-executive director of BCL with effect from 26 February 2016.

Mr. Li entered into a service contract with the Company on 26 February 2016 for an initial term from 26 February 2016 to the date of AGM. Thereafter, Mr. Li will entered into a service contract with the Company for a term of three years with effect from the date of AGM approving his appointment and 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. Li'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. Li will not receive any remuneration from the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li (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. Li 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. Li that needs to be brought to the attention of the Shareholders

(2) Mr. Tang Jun — Executive Director and Chairman

Mr. Tang Jun, aged 56, was appointed as an executive Director and Chairman of the Board and the chairman of the Nomination Committee of the Company on 21 December 2013. He is also the director of certain subsidiaries of the Company. Mr. Tang has worked for Beijing Municipal Planning and Development Commission (北京市發展計劃委員會) from June 1986 to July 1989

and the Beijing Composite Investments Company (北京市綜合投資公司) from July 1989 to October 1995. Mr. Tang was the general manager of Beijing Sunshine Real Estate Comprehensive Development Company (北京陽光房地產綜合開發公司) from October 1995 to May 2004. Mr. Tang also serves as the chairman of Yang Guang Co., Ltd. (陽光新業地產股份有限公司) (SZSE Stock Code: 000608) since October 1997, and as a director of Hua Yuan Co., Ltd. (華遠地產股份有限公司) (SHSE Stock Code: 600743) since October 2008 and an executive director and the president of BCL (a controlling shareholder of the Company, Stock Code: 2868.HK) since December 2002. Mr. Tang obtained his Bachelor of Construction Engineering degree from Hefei University of Technology in 1982.

Mr. Tang 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. Tang'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. Tang has not received any remuneration from the Company. The amount of Mr. Tang's remuneration has been disclosed in the annual report of the Company for the financial year ended 31 December 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Tang (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. Tang 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. Tang that needs to be brought to the attention of the Shareholders.

(3) Prof. He Xiaofeng — Independent non-executive Director

Prof. He Xiaofeng, aged 60, was appointed as an independent non-executive Director and a member of each of the Audit Committee and Strategic Committee of the Company on 21 December 2013. Prof. He obtained a Bachelor's degree and a Master's degree in Economics in 1982 and 1984 from Peking University, respectively. He is currently the professor of the Department of Finance, School of Economics of Peking University (北京大學經濟學院金融學系) since August 2000 and has been a doctoral supervisor since August 2001 and a director of the Research Center of Financial and Industrial Development of Peking University (北京大學金融與產業發展研究中心) since August 2005. He has taught in the School of Economics of Peking University (北京大學經濟學院) since 1984. Prof. He has also served as a council member of China Enterprises Investment Association (中國企業投資協會) and deputy director of Financial Enterprises Investment Committee (金融企業投資委員會) from 2006 to present, vice chairman of Beijing Private Equity Association (北京股權投資基金協會) from 2008 to present, served as an independent director of Qinghai Sunshiny Mining Co., Ltd. (青海賢成礦業股份有限公司) (SHSE Stock Code: 600381) from April 2013 to January 2014, and has served as an independent director of E Fund Management Co., Ltd. (易方達基金管理有限公司) from July 2010 to present and served

as a director of Beijing Qingchang Power Technology Co., Ltd. (北京清暢電力技術股份有限公司) (SZSE Stock Code: 430057) from May 2012 to May 2015.

Prof. He 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. He'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. He is entitled to a director fee of HK\$276,000 per annum. The remuneration of Prof. He 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. He (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. He 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. He 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 authorized 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 authorized 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 year ended 31 December 2015). 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 associates 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 or 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 BECL Investment Holding Limited, BCL, BCG Chinastar International Investment Limited and Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司) (the "Controlling Shareholders") are entitled to exercise and/or control the exercise 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 or 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 date of the Latest Practicable Date.

MARKET 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
January	3.14	2.60
February	3.10	2.70
March	3.10	2.73
April	4.88	2.88
May	6.80	3.20
June	3.94	2.98
July	3.75	1.84
August	3.59	2.54
September	3.39	2.56
October	3.29	2.79
November	2.80	2.33
December	3.04	2.30
2016		
January	2.70	2.21
February	2.60	2.12
March (up to the Latest Practicable Date)	2.40	2.30

CAPITAL  JUDA
BEIJING CAPITAL JUDA LIMITED
首創鉅大有限公司

(formerly known as 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 Beijing Capital Juda Limited (the “Company”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on 28 April 2016 at 10:00 a.m. to transact the following ordinary business:

1. To consider and adopt the audited financial statements and the reports of the directors and independent auditor of the Company for the year ended 31 December 2015;
2.
 - (a) To re-elect Mr. Li Songping as a non-executive director;
 - (b) To re-elect Mr. Tang Jun as an executive director;
 - (c) To re-elect Prof. He Xiaofeng as an independent non-executive director;
 - (d) To authorise the board of directors to fix the directors’ remuneration;
3. To appoint PricewaterhouseCoopers Hong Kong as independent auditor and to authorize 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;
 - (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,

NOTICE OF ANNUAL GENERAL MEETING

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 the Cayman Islands to be held.

“Rights Issue” means an offer of shares of the Company or offer or issue of warrants options or other securities giving rights to subscribe for Share 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.”

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;

NOTICE OF ANNUAL GENERAL MEETING

(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 the 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.”

By order of the Board
Beijing Capital Juda Limited
Lee Sze Wai
Company Secretary

Hong Kong, 29 March 2016

Principal place of business

in Hong Kong:

Suites 2906–08

AIA Central

1 Connaught Road Central

Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 resolutions under agenda item (5) 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(B) 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. WANG Hao and Mr. LI Songping as non-executive Directors; and Dr. NGAI Wai Fung, Prof. ZHAO Yuhong and Prof. HE Xiaofeng as independent non-executive Directors.