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CAPITAL  JUDA
BEIJING CAPITAL JUDA LIMITED
首創鉅大有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1329)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Beijing Capital Juda Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 18 July 2016 at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the purposes of considering and, if thought fit, passing the following resolutions numbered 1 to 4 as ordinary resolutions of the Company, with or without amendments. Capitalised terms contained in the circular dated 30 June 2016 (the “**Circular**”) issued by the Company shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTIONS

Resolution in relation to the Acquisition (including, among other things, the Amended Non-Competition Deed)

1. “**THAT:**

- (a) the Acquisition Agreements, the Amended Non-Competition Deed and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no.1”

Resolution in relation to the Subscription and the issue of the CPS

2. “THAT:

- (a) the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) to facilitate the allotment and issue of the CPS under the Subscription Agreement, the share capital of the Company shall be re-designated and re-classified in the following manner with effect on the Completion Date (as defined under the Subscription Agreement) immediately before Completion (as defined under the Subscription Agreement) (the “Effective Date”):–
 - (i) all existing limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each in the authorised share capital and issued share capital of the Company shall be re-designated and re-classified as Class A limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each of the Company;
 - (ii) new 905,951,470 limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each of the Company having the rights and restrictions as set out in Schedule 2 to the Subscription Agreement and to be designated as Class B limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each in the share capital of the Company shall be created;
 - (iii) the authorised share capital of the Company shall thereupon become HK\$200,000,000 divided into 20,000,000,000 shares of par value HK\$0.01 each comprised of (i) 18,355,918,048 ordinary shares of HK\$0.01 par value each (the “Shares”); (ii) 738,130,482 Class A limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each; and (iii) 905,951,470 Class B limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each, with the designation and classification of all existing Shares remain unchanged and all existing issued limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each being re-designated and re-classified as Class A limited-voting non-redeemable convertible preference shares of par value HK\$0.01 each as contemplated in paragraph (i) above; and
- (c) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the matters contemplated in this resolution no.2, including without limitation, to authorise the Cayman Islands registered office of the Company to make all such requisite filings with the Registrar of Companies following the Effective Date in accordance with the laws of the Cayman Islands.”

Resolution in relation to the grant of the Specific Mandate

3. “**THAT** subject to the passing of ordinary resolutions nos.1 and 2 and conditional upon the Listing Committee granting the listing of, and the permission to deal in, the Conversion Shares:
- (a) the grant of the Specific Mandate for the allotment and issue of the CPS in accordance with the terms of the Subscription Agreement and the Conversion Shares be and are hereby approved; and
 - (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no. 3.”

Resolution in relation to the grant of the Specific Placing Mandate

4. “**THAT** subject to the passing of ordinary resolution no.1:
- (a) the grant of the Specific Placing Mandate for the allotment and issue of 790,000,000 new Shares, subject to the terms and conditions as set out in the Circular, be and is hereby approved; and
 - (b) the Directors be and are hereby authorised to do all such acts and things and to sign and execute all such documents, instruments and agreements for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraph (a) of this resolution no.4.”

Yours faithfully,
For and on behalf of the Board of
Beijing Capital Juda Limited
Lee Sze Wai
Company Secretary

Hong Kong, 30 June 2016

Notes:

1. Any shareholder of the Company entitled to attend and vote at the EGM 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 EGM is enclosed herewith.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, 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 EGM 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 EGM or any adjournment thereof.
5. Delivery of the form of proxy will not preclude a shareholder from attending and voting in person at the EGM 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. As at the date of this notice, the Board comprises Mr. TANG Jun (Chairman) and Mr. ZHONG Beichen (Chief Executive Officer) as executive Directors; Mr. WANG Hao and Mr. LI Songping as non-executive Directors; and Dr. NGAI Wai Fung, Ms. ZHAO Yuhong and Mr. HE Xiaofeng as independent non-executive Directors.