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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following terms and expressions shall have the following meanings:*

“Application Form(s)”	<b>white</b> application form(s) and <b>yellow</b> application form(s), or where the context so requires, any one or both of them, relating to the Public Offer
“Application Lists”	the application lists for the Public Offer
“Articles of Association”	the articles of association of our Company adopted on 14 March 2012 and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board” or “Board of Directors”	the board of Directors as at the date of this prospectus
“Business Day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“Capitalisation Issue”	the issue of 149,000,000 new Shares to be made upon capitalisation of certain sums standing to the credit of the share premium account of our Company referred to under the paragraph headed “Further information about our Company” in Appendix V to this prospectus
“CCASS”	the Central Clearing and Settlement System established and operated by HKCSS
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant

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“Cheng Wang”	Cheng Wang Limited (成旺有限公司), a company incorporated on 5 July 2010 in the BVI with limited liability, an indirect wholly-owned subsidiary of our Company
“Cinda International” or “Bookrunner”	Cinda International Securities Limited, a corporation licensed by the SFC to carry out type 1 (dealing in securities) regulated activity under the SFO and one of the Joint Lead Managers
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company” or “our Company”	Juda International Holdings Limited (鉅大國際控股有限公司), an exempted company incorporated in the Cayman Islands on 9 August 2010 with limited liability
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of this prospectus, means Lian Wang, Mr. Choi and Mrs. Choi
“Director(s)” or “our Director(s)”	the director(s) of our Company
“EU”	the European Union
“Euro” or “€”	Euros, the lawful currency of EU
“Great Top”	Great Top Investment Limited (宏升投資有限公司), a company incorporated in Hong Kong with limited liability on 1 April 1993, an indirect wholly-owned subsidiary of our Company
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries or any of them or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, such subsidiaries as if they were the subsidiaries of our Company at the time
“HK\$” or “HK dollar(s)”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HK cent(s)”	Hong Kong cent(s), the lawful currency of Hong Kong
“HKFRSs”	Hong Kong Financial Reporting Standards

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	independent third party or parties who is/are not connected with (within the meaning of the Listing Rules) any members of our Group, our Directors, the chief executives and the Substantial Shareholders of our Company and our subsidiaries and/or any of their respective associates
“ISO”	International Organisation for Standardisation
“Joint Lead Managers”	Cinda International and Quam Securities (in alphabetical order), joint lead managers of the Share Offer
“Latest Practicable Date”	14 March 2012, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained in this prospectus
“Lian Wang”	Lian Wang Limited (聯旺有限公司), a company incorporated on 1 July 2010 in the BVI with limited liability, owned as to 0.01% and 99.99% by Mr. Choi and Mrs. Choi respectively and one of the Controlling Shareholders
“Listing”	the listing of our Shares on the Main Board
“Listing Date”	the date on which dealings in our Shares first commence on the Main Board, which is expected to be on or around Monday, 2 April 2012
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Main Board”	the Main Board of the Stock Exchange
“Memorandum of Association”	the memorandum of association of our Company
“Mr. Choi”	Mr. Choi Lim Chi, alias, Mr. Cai Min Jie, an executive Director and one of the Controlling Shareholders
“Mrs. Choi”	Ms. Wong Sai, spouse of Mr. Choi, a director of Great Top and NWCI and one of the Controlling Shareholders
“NAFTA”	the North American Free Trade Area, which includes Canada, Mexico and the United States

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“NWCI”	世佳化工(廈門)有限公司 (Nice World Chemical Industry (Xiamen) Co., Ltd.), a company established under the laws of the PRC with limited liability on 20 December 1995, an indirect wholly-owned subsidiary of our Company
“Offer Price”	the final HK dollars offer price per Offer Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%) at which the Offer Shares are to be subscribed, such price is expected to be not more than HK\$1.50 and not less than HK\$1.10 and to be determined on or before Tuesday, 27 March 2012, or such later date as may be agreed between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters)
“Offer Share(s)”	the Placing Share(s) and the Public Offer Share(s)
“Other Companies”	廈門英大房地產有限公司 (Xiamen Ying Da Real Estate Co., Ltd.*), a company established under the laws of the PRC, and its subsidiary and associate
“Placing”	the conditional placing of initially 45,000,000 Placing Shares at the Offer Price on and subject to the terms and conditions as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
“Placing Shares”	the 45,000,000 new Shares initially being offered by our Company for subscription at the Offer Price under the Placing
“Placing Underwriters”	the underwriters in respect of the Placing named under the paragraph headed “Placing Underwriters” in the section headed “Underwriting” in this prospectus
“PRC” or “China”	the People’s Republic of China which, for the purposes of this prospectus, excludes Hong Kong Special Administrative Region of the People’s Republic of China, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“PRC Enterprise Income Tax Law”	《中華人民共和國企業所得稅法》(the Enterprise Income Tax Law of the PRC*) promulgated by the National People’s Congress on 16 March 2007 and became effective on 1 January 2008
“PRC Legal Adviser”	Dacheng Law Offices, our Company’s legal adviser as to PRC Law

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“Price Determination Date”	the date on which the Offer Price is determined by our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters), which is expected to be on or before Tuesday, 27 March 2012, or such later date as may be agreed between our Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters)
“Public Offer”	the offer to the public in Hong Kong for subscription of the Public Offer Shares at the Offer Price, on and subject to the terms and conditions stated in this prospectus and in the Application Forms
“Public Offer Shares”	the 5,000,000 new Shares initially being offered by our Company for subscription at the Offer Price under the Public Offer
“Public Offer Underwriters”	the underwriters in respect of the Public Offer named under the paragraph headed “Public Offer Underwriters” in the section headed “Underwriting” in this prospectus
“Quam Capital” or “Sponsor”	Quam Capital Limited, a corporation licensed by the SFC to carry out type 6 (advising on corporate finance) regulated activity under the SFO
“Quam Securities”	Quam Securities Company Limited, a corporation licensed by the SFC to carry out type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO and one of the Joint Lead Managers
“Reorganisation”	the reorganisation of a group of companies now comprising our Group in preparation for the Listing completed on 15 February 2012, details of which are set forth under the paragraph headed “Our Group’s Reorganisation” in the section headed “Corporate history, development and Reorganisation” and under the paragraph headed “Corporate reorganisation” in Appendix V to this prospectus
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time

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“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of our Company
“Share Offer”	the Placing and the Public Offer
“Share Option Scheme”	the share option scheme conditionally adopted by our Company on 14 March 2012, the principal terms of which have been summarised under the paragraph headed “Share Option Scheme” in Appendix V to this prospectus
“Shareholder(s)”	holder(s) of our Share(s)
“Shengfa”	Shengfa Limited (發盛有限公司), a company incorporated on 5 July 2010 in the BVI with limited liability, a wholly-owned subsidiary of our Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Track Record Period”	the period comprising the three years ended 31 March 2011 and the seven months ended 31 October 2011
“Underwriters”	the Placing Underwriters and the Public Offer Underwriters
“Underwriting Agreement”	the underwriting agreement dated 20 March 2012 entered into between, among others, our Company, the Controlling Shareholders, the Sponsor, the Joint Lead Managers and the Underwriters relating to the Share Offer, details of which are set out in the section headed “Underwriting” in this prospectus
“United States” or “US” or “USA”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$” or “US dollar(s)”	United States dollar(s), the lawful currency of the United States
“%”	per cent

The English names of the PRC entities, the PRC laws or regulations or the PRC government authorities mentioned in this prospectus which are marked with “\*” are translation or transliteration from their Chinese names and are for identification purposes only. If there is any inconsistency, the Chinese names shall prevail.

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Unless the content states otherwise, conversion of US\$ into HK\$, Euro into HK\$ and RMB into HK\$ is made, for illustration purpose only, at the rates of US\$1.00 = HK\$7.80, €1.00 = HK\$10.13 and RMB1.00 = HK\$1.22 in this prospectus.

No representation is made that any amount in US\$, Euro, HK\$ or RMB could have been or could be converted at the above rate or at any other rate or at all.

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.