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If you are in any doubt about this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, 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, stockbroker 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)

PROPOSED CHANGE OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM of the Company to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 12 December 2014 at 10:15 a.m. (or immediately following the RTO General Meeting to be convened on the same day) is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed.

Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell 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 holding of the EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so desire and, in such event, the instrument appointing a proxy will be deemed to be revoked.

27 November 2014

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DEFINITIONS

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

“Notice of the EGM”	the notice convening the EGM as set out on page 6 to 7 of this circular
“EGM”	the extraordinary general meeting of the Company to be convened and held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 12 December 2014 at 10:15 a.m. (or immediately following the RTO General Meeting to be convened on the same day) or any adjournment thereof (as the case may be), to consider and, if thought fit, approve the appointment of EY as the auditors of the Group and the fixing of the auditors’ remuneration
“EY”	Ernst & Young
“Ordinary Resolution”	the proposed ordinary resolution in respect of the proposed appointment of EY as the auditors of the Company to fill the casual vacancy arising from the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company
“RTO Announcement”	the announcement of the Company dated 15 August 2014 in relation to, among other things, the BCL Acquisition, the Acquisition and the Subscription and the issue of the CPS
“RTO General Meeting”	the extraordinary general meeting of the Company to be convened at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 12 December 2014 at 10:00 a.m. or any adjournment thereof (as the case may be) for the purpose of considering, and if thought fit, approving, among others, (i) the Acquisition, (ii) the Subscription and the issue of the CPS; (iii) the proposed grant of the Specific Mandate; and (iv) the proposed increase in the authorized share capital of the Company and creation of the CPS

Unless otherwise specified, any capitalised terms used in this circular shall have the same meaning as defined in the RTO Announcement and the announcement of the Company dated 27 November 2014 in relation to, among other things, the proposed change of auditors.



JUDA INTERNATIONAL HOLDINGS LIMITED

鉅大國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

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Executive Directors:

Mr. TANG Jun (*Chairman*)

Mr. ZHONG Beichen

Non-executive Directors:

Mr. LIU Xiaoguang

Mr. WANG Hao

Independent non-executive Directors:

Dr. NGAI Wai Fung

Ms. ZHAO Yuhong

Mr. HE Xiaofeng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Suites 2906–08

AIA Central

1 Connaught Road Central

Hong Kong

27 November 2014

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The Company refers to the RTO Announcement and its announcement dated 27 November 2014 in relation to, among other things, the proposed change of auditors (the “**Announcement**”). Unless otherwise specified, any capitalised terms used in this circular shall have the same meaning as defined in the Announcement and the RTO Announcement.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with Notice of the EGM and information in respect of the Ordinary Resolution to be proposed at the EGM to be held on Friday, 12 December 2014 at 10:15 a.m. (or immediately following the RTO General Meeting to be convened on the same day) at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong for the approval of the proposed change of auditors and the fixing of the auditors' remuneration.

2. CHANGE OF FINANCIAL YEAR END DATE

The Company announced on 27 November 2014 that the Board has resolved that the financial year end date of the Company will be changed from 31 March to 31 December. Accordingly, the forthcoming financial year end date of the Company will be 31 December 2014.

3. PROPOSED CHANGE OF AUDITORS

On 27 November 2014, the Board also announced that HLB Hodgson Impey Cheng Limited (“**HLB**”) has tendered its resignation as the auditors of the Group with effect from 27 November 2014, after HLB's annual internal consideration of whether they wish to continue to act for its audit clients, taking into account of factors such as professional risks associated with the audit, the level of audit fees and the available internal resources in light of current workflows of HLB.

HLB has confirmed that there are no matters connected with its resignation that need to be brought to the attention of the Shareholders. The Board also confirms that there are no circumstances in respect of the change of auditors which should be brought to the attention of the Shareholders.

As HLB has not commenced any audit work on the accounts of the Group for the period from 1 April 2014 to 31 December 2014, the Board expects that the change of auditors of the Group will not affect the release of the financial results of the Company for the period from 1 April 2014 to 31 December 2014.

The Board proposed to appoint EY as the new auditors of the Group to fill the casual vacancy following the resignation of HLB and to hold office until the conclusion of the next annual general meeting of the Company.

The appointment of EY as auditors of the Company shall be approved by the Shareholders. As such, the Ordinary Resolution will be proposed at the EGM to the Shareholders to approve the appointment of EY as auditors of the Company with effect from the date of the EGM and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM THE BOARD

4. EGM

A notice convening the EGM to be held at 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 12 December 2014 at 10:15 a.m. (or immediately following the RTO General Meeting to be convened on the same day) is set out on pages 6 to 7 of this circular for the purpose of considering and, if thought fit, approving the appointment of EY as the Group's auditors and the fixing of the auditors' remuneration.

A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell 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 EGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending, and voting in person at the EGM or any adjournment thereof if you so desire and, in such event, the instrument appointing a proxy will be deemed to be revoked.

Shareholders whose names appear on the register of members of the Company on Friday, 12 December 2014 shall be entitled to attend and vote at the EGM. In order for the Shareholders to qualify for attending and voting at the EGM, all transfer documents, accompanied by the relevant Share certificates, should be lodged for registration with Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong on or before 4:30 p.m., Wednesday, 10 December 2014.

5. VOTING BY POLL

Voting on the Ordinary Resolution at the EGM will be taken by poll. The Company will appoint scrutineers to conduct vote-taking procedures at the EGM. The results of the poll will be published on the Stock Exchange's website and the Company's website in accordance with Rule 13.39(5) of the Listing Rules. No Shareholder is required to abstain from voting at the EGM.

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.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board considers that the appointment of EY as the Group's auditors is in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of the Ordinary Resolution as set out in the Notice of the EGM on pages 6 to 7 of this circular.

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

NOTICE OF EGM



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 OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) 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 Friday, 12 December 2014 at 10:15 a.m. (or immediately following the RTO General Meeting to be convened on the same day) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company. Capitalised terms defined in the circular dated 27 November 2014 issued by the Company (the “**Circular**”) shall have the same meanings when used herein unless otherwise specified.

ORDINARY RESOLUTION

“**THAT** Ernst & Young be and are hereby appointed as the auditors of the Company and its subsidiaries to fill the casual vacancy following the resignation of HLB Hodgson Impey Cheng and to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and is hereby authorized to fix the remuneration of the auditors of the Company.”

By Order of the Board
Juda International Holdings Limited
Tang Jun
Chairman and Executive Director

Hong Kong, 27 November 2014

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. All the resolutions at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
4. 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, Ms. ZHAO Yuhong and Mr. HE Xiaofeng as independent non-executive Directors.