

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

Interim Report

2014

Contents

Corporate Information	2
Chairman's Statement	3
Corporate Governance and Other Information	6
Condensed Consolidated Statement of Profit or Loss and	11
Other Comprehensive Income	
Condensed Consolidated Statement of Financial Position	12
Condensed Consolidated Statement of Changes in Equity	13
Condensed Consolidated Statement of Cash Flows	14
Notes to the Condensed Consolidated	15
Interim Financial Statements	

Corporate Information

BOARD OF DIRECTORS Executive Director

Mr. Tang Jun (Chairman)

Mr. Zhong Beichen (Chief Executive Officer)

Non-Executive Director

Mr. Liu Xiaoguang

Mr. Wang Hao

Independent Non-Executive Director

Dr. Ngai Wai Fung

Ms. Zhao Yuhong Mr. He Xiaofeng

AUDIT COMMITTEE

Dr. Ngai Wai Fung (Chairman)

Ms. Zhao Yuhong Mr. He Xiaofeng

COMPANY SECRETARY

Ms. Wong Chi Mei

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

SHARE REGISTRAR AND TRANSFER OFFICES

Principal:

Codan Trust Company (Cayman) Limited

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Hong Kong Branch:

Tricor Investor Services Limited

Level 22 Hopwell Centre

183 Queen's Road East

Hong Kong

STOCK CODE

1329.HK

CORPORATE WEBSITE

www.judaintl.com

www.irasia.com/listco/hk/judainternational

Chairman's Statement

Dear Shareholders,

On behalf of the board of directors (the "Board"), I hereby present to the shareholders the interim results of Juda International Holdings Limited (the "Company" or "Juda") and its subsidiaries (together the "Group") for the six-month period ended 30 September 2014 (the "Financial Period").

MANAGEMENT DISCUSSION AND ANALYSIS Business and Financial Review

The Group is principally engaged in the production of two chemical products, namely phthalic anhydride ("PA") and fumaric acid, which are intermediate chemicals mainly used in the industrial production of plasticisers and polyester resins. All of the Group's turnover is derived from customers based in the People's Republic of China (the "PRC"). The Group's production facilities are located in Xiamen, Fujian Province, the PRC. The Group continues to operate under a simple business model with one major raw material, namely ortho-xylene ("OX") sourcing from independent suppliers in the PRC for its production process. OX is used in the production facilities of PA to produce PA and certain by-products including maleic anhydride, which can be used to produce fumaric acid.

Revenue of the Group decreased from approximately HK\$153,422,000 for the six months ended 30 September 2013 to approximately HK\$85,826,000 for the six months ended 30 September 2014 primarily attributable to the decrease in both average selling price and sales quantity of its finished products. The unfavourable market environment as a result of the weak demand of the downstream industry during the six months ended 30 September 2014 drove down the selling price of the Group's finished products. Despite the suppressed market price of the finished products, there was no downward adjustment to the cost of raw materials which were mostly supplied by a few state-owned enterprises in the PRC. In fact, the average purchase price of raw materials of the Group for the six months ended 30 September 2014 increased marginally as compared to that for the six months ended 30 September 2013. With lower product selling price and higher purchase cost, gross profit of the Group had been severely eroded and gross loss was even experienced in fulfilling certain sales contracts during the six months ended 30 September 2014. To avoid further deterioration of operating results, the Group reduced the production scale and sold some of its raw materials since June 2014. Such slowdown in production reduced both sales quantity and revenue as compared to the corresponding period of the preceding year.

Chairman's Statement

Gross profit for the six months ended 30 September 2014 was adversely affected by the decrease in average selling price of finished products and the stably high purchase price of raw materials. Gross profit margin therefore declined from 8.5% for the six months ended 30 September 2013 to 0.4% for the six months ended 30 September 2014.

The Group experienced a loss of approximately HK\$13,624,000 for the six months ended 30 September 2014 as compared to net profit of approximately HK\$770,000 for the six months ended 30 September 2013 mainly due to the squeeze in gross profit for the reasons stated above and the higher administrative expenses incurred for capturing other business and investment opportunities, including assets and/or business acquisitions by the Company in real estate in order to enhance its growth.

Liquidity and Financial Resources

The Group continued to reply upon internally generated cash flows and bank borrowings to finance its operations during the six months ended 30 September 2014. As at 30 September 2014, the Group's cash and cash equivalents amounted to approximately HK\$57,407,000, including approximately HK\$49,796,000 (31 March 2014: approximately HK\$22,448,000) and approximately HK\$7,611,000 (31 March 2014: approximately HK\$1,439,000) denominated in Renminbi ("RMB") and HK\$ respectively and representing an increase of approximately HK\$33,520,000 as compared to approximately HK\$23,887,000 at 31 March 2014. The net increase in cash and cash equivalents was primarily due to the decrease in deposits paid to suppliers for purchases of raw materials and level of inventories as a result of the slowdown in production as well as the drawdown of additional bank borrowings. The majority of the Group's cash and cash equivalents are deposited with creditworthy banks with no recent history of default. Cash at banks generally earns interest at floating rates based on daily bank deposit rates.

As at 30 September 2014, the Group's interest-bearing bank borrowings were approximately HK\$65,744,000 (31 March 2014: approximately HK\$50,306,000) and due within one year, out of which approximately HK\$50,444,000 (31 March 2014: approximately HK\$50,306,000) and approximately HK\$15,300,000 (31 March 2014: Nil) were denominated in RMB and HK\$ respectively. The bank borrowings denominated in RMB were secured by prepaid lease payments for land use rights and certain of property, plant and equipment of the Group as at 30 September 2014. The range of effective interest rate on bank borrowings for the six months ended 30 September 2014 was 0.30%–6.90% per annum (2013: 6.60%–7.80% per annum).

Chairman's Statement

The main operations of the Group for the six months ended 30 September 2014 were in the PRC and most of the transactions were denominated in RMB. Foreign exchange risk arises from the foreign currency denominated of commercial transactions, assets and liabilities. Except for the cash and cash equivalents and bank borrowings denominated in HK\$ and totaling HK\$7,611,000 and HK\$15,300,000 respectively, the Group has no significant direct exposure to foreign currencies as most of the commercial transactions, assets and liabilities are denominated in a currency same as the functional currency of each entity of the Group. During the six months ended 30 September 2014, the Group had not used any financial instruments for hedging purposes. However, the Group will review and monitor the relevant foreign exchange exposure from time to time based on its business development requirements and may enter into foreign exchange hedging arrangements when appropriate.

As at 30 September 2014, the Group's gearing ratio increased to 25.8% (31 March 2014: 19.5%), based on the division of the total debts (including only bank borrowings) by total assets, primarily due to the drawdown of additional bank borrowings. The Directors, having taken into account of the nature and scale of operations and capital structure of the Group, considered that the gearing ratio as at 30 September 2014 was reasonable.

Contingent Liabilities

The Group did not have any significant contingent liabilities as at 30 September 2014 (31 March 2014; Nil).

Capital Commitments

As at 30 September 2014, the Group had expenditure contracted for but not provided for in its financial statements in respect of acquisition of certain property, plant and equipment in the amount of approximately HK\$17,504,000 (31 March 2014: HK\$17,456,000).

Forward Looking

In moving forwards, we will continue to do all possibilities to capture new opportunities. Juda will ride-out all possible marked turmoils by cautious evaluation in all potential opportunities.

The road ahead in full of challenges as above-mentioned. I would like to express my gratitude to all our colleagues for their contributions.

On behalf of the Board

Juda International Holdings Limited

Tang Jun

Chairman

Hong Kong, 14 November 2014

INTERIM DIVIDEND

The directors of the Company (the "Directors") have resolved not to declare interim dividend for the six months ended 30 September 2014 (2013: Nil).

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 September 2014, so far as is known to the Directors, none of the Directors and the chief executive of the Company had any interests or short positions in the shares, or underlying shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) ("SFO")) which were to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers of the Listing Rules ("Model Code"), to be notified to the Company and the Stock Exchange.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2014, so far as is known to the Directors, the following entities, not being a Director or chief executive of the Company, had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name of shareholder (Note i)	Nature of interest	Number of shares/ underlying shares interested or deemed to be interested	Percentage to the issued share capital of the Company (%) (Note ii)
Get Thrive	Beneficial owner	130,200,000	65.10
BCG	Beneficial owner	19,800,000	9.90
Rueyyuan Holding	Interest of controlled corporations	130,200,000	65.10
Beijing Ruiyuan	Interest of controlled corporations	130,200,000	65.10
BCL	Interest of controlled corporations	130,200,000	65.10
Capital Group	Interest of controlled corporations	150,000,000	75.00

Notes:

- (i) Get Thrive is a wholly-owned subsidiary of Rueyyuan Holding Company Limited ("Rueyyuan Holding"), Rueyyuan Holding is a wholly-owned subsidiary of Beijing Ruiyuan Fengxiang Real Estate Ltd and 比京 瑞元豐祥置業有限公司) ("Beijing Ruiyuan"), Beijing Ruiyuan is a wholly-owned subsidiary of BCL and Capital Group is the parent company of BCL and BCG is a wholly-owned subsidiary of Capital Group.
- (ii) The percentage of interest in the issued share capital was calculated on the basis of 200,000,000 shares of the Company in issue at 30 September 2014.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Save as disclosed above, as at 30 September 2014, the Company had not been notified of any other persons (other than any directors or chief executive of the Company) who had an interest or a short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme (the "Share Option Scheme") was adopted by the Company pursuant to a shareholder's resolution passed on 14 March 2012.

The purpose of the Share Option Scheme is to enable the Company to grant options to full-time or part-time employees, Directors (including executive, non-executive or independent non-executive) and any consultants or advisers (whether professional or otherwise and whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid), distributor, contractor, supplier, service provider, agent, customer and business partner of the Company and/or any of its subsidiaries (the "Eligible Participants") as incentives or rewards for their contribution to the growth of the Group and to provide the Group with a more flexible means to reward, remunerate, compensate and/or provide benefits to the Eligible Participants. Details of the Share Option Scheme are set out in the Prospectus.

No options have been granted under the Share Option Scheme since the adoption of the Share Option Scheme and up to 30 September 2014.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

The board of Directors (the "Board") recognises the importance of maintaining a high standard of corporate governance to protect and enhance the benefits of shareholders and has applied the principles of the code provisions of the Code on Corporate Governance Practices contained in Appendix 14 (the "CG Code") of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules").

For the period ended 30 September 2014, the Company has complied with the code provisions of the CG Code with deviations from the code provision E.1.2 of the CG Code as summarised below:

i. The code provision E.1.2 of the CG Code stipulates that the chairman of the Board should attend the annual general meeting ("AGM") of the Company.

The chairman of the Board did not attend the 2014 AGM due to an urgent business engagement. An executive Director had chaired the 2014 AGM and answered questions from shareholders. The chairman of the Audit Committee was also available to answer questions at the 2014 AGM.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code contained in Appendix 10 of the Listing Rules as its own code of conduct regarding directors' securities transactions. Having made specific enquiry of all the directors of the Company, all the directors confirmed that they have complied with the required standard of dealings set out in the Model Code throughout the six months ended 30 September 2014.

HUMAN RESOURCES

As of 30 September 2014 the Group had about 88 employees (2013: 91) total staff costs for the six months ended 30 September 2014 were approximately HK\$4.7 million (2013: HK\$5.2 million). The remuneration policy and package of the Group's employees are structured in accordance to market terms and statutory requirements where appropriate. In addition, the Group also provides other staff benefits such as medical insurance, mandatory provident fund and share options to motivate and reward employees at all levels to achieve the Group's business performance targets.

REVIEW BY AUDIT COMMITTEE

The Audit Committee comprises three independent non-executive Directors, namely Dr. Ngai Wai Fung (Chairman), Ms. Zhao Yuhong and Mr. He Xiaofeng. The Audit Committee, together with the management of the Company, have reviewed the accounting principles and practices adopted by the Group and discussed auditing and financial reporting matters including the review of the unaudited consolidated interim financial statements of the Group for the six months ended 30 September 2014.

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income For the six months ended 30 September 2014

	Six months ended 30 September	
Notes	HK\$'000 (Unaudited)	2013 HK\$'000 (Unaudited)
2	85,826 (85,487)	153,422 (140,395)
3	339 442 (1,548) (11,094)	13,027 292 (481) (8,277)
<i>4 5</i>	(11,861) (1,763)	4,561 (1,914)
6	(13,624) —	2,647 (1,877)
	(13,624)	770
	517	3,331
	517	3,331
	(13,107)	4,101
	(13,624)	770
	(13,107)	4,101
8	(6.81)	0.39
	(6.81)	0.39
	2 3 4 5 6	30 Sept 2014 HK\$'000 (Unaudited) 2 85,826 (85,487) 3 442 (1,548) (11,094) 4 (11,861) 5 (1,763) 6 (13,624) 517 517 (13,107) (13,624) (13,107) 8 (6.81)

Condensed Consolidated Statement of Financial Position

As at 30 September 2014

	Notes	30 September 2014 HK\$'000 (Unaudited)	31 March 2014 HK\$'000 (Audited)
Non-current assets			
Prepaid lease payments Prepayments on acquisition of property, plant and		1,801	1,824
equipment Property, plant and equipment		23,330 71,948	23,266 73,790
		97,079	98,880
2000001			
Current assets Inventories Trade and bills receivables Prepayments, deposits and other receivables Pledged bank deposits Cash and cash equivalents	9	56,436 3,700 8,635 31,111 57,407	66,720 9,263 28,505 31,026 23,887
		157,289	159,401
Current liabilities Trade payables Receipt in advance Accruals and other payables Income tax payable Bank borrowings	10	224 — 2,849 3,930 65,744	239 581 7,503 4,924 50,306
		72,747	63,553
Net current assets		84,542	95,848
Total assets less current liabilities		181,621	194,728
Capital and reserves Share capital Reserves	11	2,000 179,621	2,000 192,728
Total equity		181,621	194,728

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 September 2014

	Share capital HK\$'000	Share premium HK\$'000	Contribution surplus HK\$'000	reserve HK\$'000	Statutory reserve HK\$'000	Retained earnings HK\$'000	Total HK\$'000
As at 1 April 2014 (Audited) Loss for the period Other comprehensive loss for the period, net of tax: Exchange difference on translating of foreign	2,000	36,069 —	79,990 —	21,624	10,012	45,033 (13,624)	194,728 (13,624)
operations	_	_	_	517	_	_	517
As at 30 September 2014 (Unaudited)	2,000	36,069	79,990	22,141	10,012	31,409	181,621
As at 1 April 2013 (Audited) Profit for the period Other comprehensive income for the period, net of tax: Exchange difference on translating of foreign	2,000	36,039	79,990 —	18,432 —	8,411	43,514 770	188,416 770
operations Current period appropriation and transfer	_	_	_	3,331	625	(625)	3,331
As at 30 September 2013 (Unaudited)	2,000	36,069	79,990	21,763	9,036	43,659	192,517

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 September 2014

	Six months ended 30 September 2014 2013 HK\$'000 HK\$'000 (Unaudited) (Unaudited)		
Net cash generated from operating activities Net cash generated from/(used in) investing activities Net cash generated from/(used in) financing activities	20,477 29 13,537	3,224 (4,444) (1,914)	
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at the beginning of the period Effect of foreign currency exchange rate changes	34,043 23,887 (523)	(3,134) 37,472 394	
Cash and cash equivalents at the end of the period	57,407	34,732	

1. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 September 2014 have been prepared in accordance with the Hong Kong Accounting Standards ("HKAS") 34 "Interim Financial Reporting", other relevant Hong Kong Accounting Standards ("HKASs"), Interpretations and the Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). These unaudited condensed consolidated interim financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

The accounting policies and method of computation used in the preparation of the unaudited condensed interim financial statements for the six months ended 30 September 2014 are consistent with those used in the annual report for the year ended 31 March 2014. The Group has adopted new or revised standards, amendments to standards and interpretation of Hong Kong Financial Reporting Standards which are effective for accounting periods commencing on or after 1 April 2014. The adoption of such new or revised standards, amendments to standards and interpretation does not have material impacts on the unaudited condensed interim financial statements for the six months ended 30 September 2014 and does not result in substantial changes to the Group's accounting policies.

The measurement basis used in the preparation of the unaudited condensed consolidated interim financial statements is historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

2. OPERATING SEGMENT AND TURNOVER

HKFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision makers for the purposes of allocating resources to segments and assessing their performance.

The Group currently operates in one business segment in the manufacture and sale of chemicals in the People's Republic of China (the "PRC"). A single management team reports to the chief operating decision makers who comprehensively manages the entire business. Accordingly, the Group does not have separately reportable segments.

Turnover from major products

The Group's turnover from its major products is as follows:

	Six months ended 30 September	
	2014 HK\$'000	2013 HK\$'000
	(Unaudited)	(Unaudited)
Turnover: Sale of phthalic anhydride Sale of fumaric acid and other by-products of	70,247	140,398
phthalic anhydride Sale of raw materials	5,857 9,722	13,024 —
	85,826	153,422

Information about geographical areas

As all of the Group's turnover is derived from customers based in the PRC and all the Group's identifiable assets and liabilities are located in the PRC, no geographical segment information is presented in accordance with HKFRS 8 Operating Segments.

3. OTHER REVENUE

	Six months ended	
	30 September	
	2014	2013
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Other revenue:		
Bank interest income	163	165
Sundry income	279	127
	442	292

4. (LOSS)/PROFIT FROM OPERATIONS

The Group's (loss)/profit from operations is arrived at after charging:

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Depreciation of owned property, plant and equipment Loss on disposal of owned property, plant and	2,166	2,892
equipment	4	_
Amortisation of prepaid lease payments for land use right	28	28
Cost of inventories sold	85,105	140,239

5. FINANCE COSTS

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Interest on bank borrowings wholly repayable		
within one year	1,763	1,914

6. TAXATION

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Current tax for the year — PRC enterprise income tax	_	1,877

7. DIVIDEND

The Directors do not recommend the payments of any dividend for the six months ended 30 September 2014. (2013: Nil)

8. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

	Six months ended 30 September	
	2014	2013
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
(Loss)/earnings (Loss)/profit for the period attributable to owners of the Company for the purpose of basic (loss)/ earnings per share calculation	(13,624)	770
Number of shares Weighted average number of shares for the purpose of basic (loss)/earnings per share calculation	200,000,000	200,000,000

Diluted (loss)/earnings per share were same as the basic (loss)/earnings per share as there were no potential dilutive ordinary shares in existence during each of the six months ended 30 September 2014 and 2013.

9. TRADE AND BILLS RECEIVABLES

	30 September 2014 HK\$'000 (Unaudited)	31 March 2014 HK\$'000 (Audited)
Trade receivables Bills receivables	3,588 112	3,972 5,291
	3,700	9,263

The carrying amounts of trade receivables are denominated in RMB. The credit policies of the Group highly depend on the industry and market environment. The Group generally receives payment on or before the delivery and may allow settlement of balance within 30 days to those long standing customers with good payment history. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

An ageing analysis of trade receivables of the Group at the end of the reporting period, net of provision for impairment is as follows:

	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within 30 days	2,018	3,972
31–90 days	_	_
Over 90 days	1,570	_
	3,588	3,972

10. TRADE PAYABLES

	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Trade payables	224	239

An ageing analysis of trade payables of the Group as at the end of the reporting period as follows:

	30 September	31 March
	2014	2014
	HK\$'000	HK\$'000
	(Unaudited)	(Audited)
Within 30 days	_	18
31–90 days	_	2
Over 90 days	224	219
	224	239

The trade payables are non-interest-bearing and are normally settled on or before the delivery and may allow to settle within 30 days.

11. SHARE CAPITAL Ordinary shares

	Number of shares	Share capital HK\$'000
Authorised: As at 31 March 2014 and 30 September 2014	1,000,000,000	10,000
Issued and fully paid: As at 31 March 2014 and 30 September 2014	200,000,000	2,000