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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)

### **ANNOUNCEMENT**

# (1) CHANGE OF BOARD COMPOSITION AND CHAIRMAN OF THE BOARD

- (2) CHANGE OF CHIEF EXECUTIVE
- (3) CHANGE IN COMPOSITION OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE
  - (4) ESTABLISHMENT OF STRATEGIC COMMITTEE
  - (5) CHANGE OF AUTHORISED REPRESENTATIVES AND COMPANY SECRETARY

**AND** 

### (6) CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

References are made to the Joint Announcements dated 11 November 2013 and 12 November 2013 and the Composite Document dated 29 November 2013. As a result of the change in control of the Company, the Board announces that the following changes will take effect on 21 December 2013, the day immediately following the close of the Offer.

#### CHANGE OF BOARD COMPOSITION AND CHAIRMAN OF THE BOARD

Mr. Choi Lim Chi will resign as executive Director and Chairman of the Board, each of Mr. Chen Fan and Mr. Lee Lit Mo Johnny will resign as executive Director and each of Mr. Yan Wai Kiu, Mr. Wong Kin Tak and Mr. Choi Kin Cheong will resign as independent non-executive Director.

The Board is pleased to announce that Mr. Tang Jun will be appointed as executive Director and Chairman of the Board, Mr. Zhong Beichen will be appointed as executive Director, each of Mr. Liu Xiaoguang and Mr. Wang Hao will be appointed as non-executive Director, and each of Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng will be appointed as independent non-executive Director.

### CHANGE OF CHIEF EXECUTIVE

Mr. Chen Fan will resign as Chief Executive of the Company and Mr. Zhong Beichen will be appointed as Chief Executive Officer of the Company.

### CHANGE IN COMPOSITION OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE

Following the above changes to the composition of the Board, Mr. Yan Wai Kiu will resign as chairman of the remuneration committee and member of each of the audit committee and nomination committee. Mr. Wong Kin Tak will resign as chairman of the audit committee and member of each of the remuneration committee and nomination committee and Mr. Choi Kin Cheong will resign as chairman of the nomination committee and member of each of the remuneration committee and audit committee.

The Board is pleased to announce that Mr. Tang Jun will be appointed as the chairman of the nomination committee, Mr. Liu Xiaoguang will be appointed as member of the remuneration committee, Dr. Ngai Wai Fung will be appointed as the chairman of the audit committee and member of each of the nomination committee and remuneration committee, Ms. Zhao Yuhong will be appointed as the chairman of the remuneration committee and member of each of the nomination committee and audit committee and Mr. He Xiaofeng will be appointed as member of the audit committee, all with effect from 21 December 2013.

### ESTABLISHMENT OF STRATEGIC COMMITTEE

The Board is also pleased to announce the establishment of the strategic committee of the Board with effect from 21 December 2013. The strategic committee is established for the purpose of advising on the long-term development strategies and major investment decisions of the Company.

The strategic committee shall comprise three members upon its establishment, namely Mr. Zhong Beichen, an executive Director, Mr. Wang Hao, a non-executive Director and Mr. He Xiaofeng, an independent non-executive Director. Mr. Wang Hao will be appointed as the chairman of the strategic committee.

### **CHANGE OF COMPANY SECRETARY**

Mr. Tong Hing Wah will resign as company secretary of the Company and Mr. Lee Sing Yeung, Simon will be appointed as company secretary of the Company.

#### CHANGE OF AUTHORISED REPRESENTATIVES

Each of Mr. Lee Lit Mo Johnny and Mr. Tong Hing Wah will cease to be the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules and Mr. Lee Lit Mo Johnny will cease to be the authorised representative of the Company pursuant to Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules will be changed to Mr. Tang Jun and Mr. Lee Sing Yeung, Simon and the authorised representative of the Company pursuant to Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) will be changed to Mr. Lee Sing Yeung, Simon.

### CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The principal place of business of the Company in Hong Kong will be changed from Room 01C, 10th Floor, Kin Wing Commercial Building, 24–30 Kin Wing Street, Tuen Mun, New Territories, Hong Kong to Suites 2906-08, AIA Central, 1 Connaught Road Central, Hong Kong.

References are made to the announcements dated 11 November 2013 and 12 November 2013, respectively (the "Joint Announcements") and the composite document dated 29 November 2013 (the "Composite Document") jointly issued by the Offeror, the Offeror Parent and Juda International Holdings Limited (the "Company") in respect of the mandatory unconditional cash offer by The Hongkong and Shanghai Banking Corporation Limited, on behalf of the Offeror, for all the issued shares in the issued share capital of the Company not already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it (the "Offer"). Terms used herein shall have the same meanings as those defined in the Joint Announcements and the Composite Document unless the context otherwise requires.

As a result of the change in control of the Company, the Board announces that the following changes will take effect on 21 December 2013, the day immediately following the close of the Offer.

# Resignation of Directors, Chairman of the Board and Chief Executive of the Company and chairman and members of audit committee, remuneration committee and nomination committee

As a result of the change in control of the Company, the board of directors (the "**Directors**") of the Company announces that, with effect from 21 December 2013:

- (i) Mr. Choi Lim Chi (alias Mr. Cai Min Jie) will resign as executive Director and Chairman of the Board:
- (ii) Mr. Chen Fan will resign as executive Director and Chief Executive of the Company;
- (iii) Mr. Lee Lit Mo Johnny will resign as executive Director, member of each of the remuneration committee and nomination committee;

- (iv) Mr. Yan Wai Kiu (formerly known as Mr. Yan Kin Wai) will resign as independent non-executive Director, chairman of the remuneration committee and member of each of the audit committee and nomination committee:
- (v) Mr. Wong Kin Tak will resign as independent non-executive Director, chairman of the audit committee and member of each of the remuneration committee and nomination committee; and
- (vi) Mr. Choi Kin Cheong will resign as independent non-executive Director, chairman of the nomination committee and member of each of the remuneration committee and audit committee.

Each of Mr. Choi Lim Chi, Mr. Chen Fan, Mr. Lee Lit Mo Johnny, Mr. Yan Wai Kiu, Mr. Wong Kin Tak and Mr. Choi Kin Cheong has confirmed to the Board that he has no disagreements with the Board and that there are no other matters in relation to his resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

### **Resignation of Authorised Representatives**

In addition, Mr. Lee Lit Mo Johnny and Mr. Tong Hing Wah have tendered their resignations as the authorised representatives of the Company under Rule 3.05 of the Listing Rules and Mr. Lee Lit Mo Johnny has tendered his resignation as the authorised representative for accepting service of process and notices in Hong Kong on behalf of the Company under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) with effect from 21 December 2013.

### **Resignation of Company Secretary**

Mr. Tong Hing Wah has tendered his resignation as the company secretary of the Company with effect from 21 December 2013.

Each of Mr. Lee Lit Mo Johnny and Mr. Tong Hing Wah has confirmed that he has no disagreement with the Board, and there is no matter in relation to his resignation that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to each of the resigning Directors and the resigning company secretary for their valuable contributions to the Company during their tenure.

# Appointment of Directors, Chairman of the Board and Chief Executive Officer of the Company

The Board is pleased to announce that Mr. Tang Jun will be appointed as executive Director and Chairman of the Board, Mr. Zhong Beichen will be appointed as executive Director and Chief Executive Officer of the Company, each of Mr. Liu Xiaoguang and Mr. Wang Hao will be appointed as non-executive Director, each of Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng will be appointed as independent non-executive Director, all with effect from 21 December 2013.

### Appointment of chairman and members of audit committee, remuneration committee and nomination committee

The Board is pleased to announce that Mr. Tang Jun will be appointed as the chairman of the nomination committee, Mr. Liu Xiaoguang will be appointed as member of the remuneration committee, Dr. Ngai Wai Fung will be appointed as the chairman of the audit committee and member of each of the nomination committee and remuneration committee, Ms. Zhao Yuhong will be appointed as the chairman of the remuneration committee and member of each of the nomination committee and audit committee and Mr. He Xiaofeng will be appointed as member of the audit committee, all with effect from 21 December 2013.

### **Establishment of strategic committee**

The Board is also pleased to announce the establishment of the strategic committee of the Board with effect from 21 December 2013. The strategic committee is established for the purpose of advising on the long-term development strategies and major investment decisions of the Company.

The strategic committee shall comprise three members upon its establishment, namely Mr. Zhong Beichen, an executive Director, Mr. Wang Hao, a non-executive Director and Mr. He Xiaofeng, an independent non-executive Director. Mr. Wang Hao will be appointed as the chairman of the strategic committee.

The biographical details of the executive Directors to be appointed are set forth below:

### Tang Jun

Mr. Tang Jun, aged 54, has been appointed as an executive director and the president of Beijing Capital Land Ltd. (Stock Code: 2868) ("BCL"), the controlling shareholder (as defined in the Listing Rules) of the Company, since December 2002. Mr. Tang has worked for the Beijing Municipal Planning and Development Commission and the Beijing Economics and Technology Development Zone. From 1994 to 2004, Mr. Tang was the legal representative and general manager of Beijing Sunshine Real Estate Comprehensive Development Company, a wholly-owned subsidiary of Beijing Capital Group Co., Ltd. (北京首都創業集團有限公司) ("Capital Group"), the controlling shareholder of BCL. Mr. Tang also serves as the chairman of Yang Guang Co., Ltd. (Stock Code: 000608), a company whose shares are listed on the Shenzhen Stock Exchange. Mr. Tang obtained his Bachelor of Construction Engineering degree from Hefei University of Technology in 1982.

Save as disclosed above, Mr. Tang does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and has not held any directorships in other listed companies in the last three years.

Mr. Tang does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. A service contract will be entered into between Mr. Tang and the Company pursuant to which Mr. Tang will be appointed for a term of three years as an executive Director subject to rotation and re-election in accordance with the Company's articles of association. Mr. Tang's remuneration will be determined by the Board according to the recommendation of the

remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time. As of the date of this announcement, the remuneration of Mr. Tang has not been determined but disclosure will be made in the Company's annual report.

Save as disclosed above, Mr. Tang is not aware of any other matters in relation to his appointment as an executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### **Zhong Beichen**

Mr. Zhong Beichen, aged 39, was appointed as the vice president of BCL in December 2011. He has served as an architect of the Planning and Design Institute of the Department of Light Industry of the PRC from July 1996 to May 2000. He joined BCL in June 2000 and served as an architect of Beijing Sunshine Real Estate Comprehensive Development Company and the deputy general manager of Beijing Anhua Shiji Real Estate Development Co., Ltd. and Beijing Sunshine City Real Estate Development Co., Ltd. Mr. Zhong served as the general manager of the Product R&D Centre of BCL from January 2008. Since September 2011, Mr. Zhong served as an assistant president and general manager of the Commercial Property Development Department of BCL. Mr. Zhong graduated from Xiamen University and obtained his Bachelor's degree in Architecture in 1996.

Save as disclosed above, Mr. Zhong does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and has not held any directorships in other listed companies in the last three years.

Mr. Zhong does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. A service contract will be entered into between Mr. Zhong and the Company pursuant to which Mr. Zhong will be appointed for a term of three years as an executive Director subject to rotation and re-election in accordance with the Company's articles of association. Mr. Zhong's remuneration will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time. As of the date of this announcement, the remuneration of Mr. Zhong has not been determined but disclosure will be made in the Company's annual report.

Save as disclosed above, Mr. Zhong is not aware of any other matters in relation to his appointment as an executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The biographical details of the non-executive Directors to be appointed are set forth below:

### Liu Xiaoguang

Mr. Liu Xiaoguang, aged 58, has been appointed as an executive director and the chairman of BCL since December 2002. Mr. Liu has served as the vice-chairman and the general manager of Capital Group since 1995. He has been appointed as the chairman of Capital Group since January 2013. Prior to his appointment with Capital Group, Mr. Liu had approximately 13 years of working experience in various departments of the Beijing Municipal Government including serving as the vice-chairman of the Development and Planning Commission of the Beijing Municipality and deputy secretary general of the Capital Planning and Construction Committee of the Beijing Municipal Government. Mr. Liu has served as the chairman of Beijing Capital Co., Ltd. (Stock Code: 600008) ("BCCL"), which is a subsidiary of Capital Group and a company listed on the Shanghai Stock Exchange, since 2000. Mr. Liu is also an executive director of New Environmental Energy Holdings Limited (Stock Code: 3989) and China Development Bank International Investment Limited (formerly known as New Capital International Investment Limited) (Stock Code: 1062), both are companies whose shares are listed on the Main Board of the Stock Exchange. Currently, Mr. Liu is the visiting lecturer at Beijing Institute of Business and Beijing Jiaotong University. Mr. Liu obtained his Bachelor of Economics degree from the Beijing Institute of Commerce in 1982.

Save as disclosed above, Mr. Liu does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and has not held any directorships in other listed companies in the last three years.

Mr. Liu does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. An appointment letter will be entered into between Mr. Liu and the Company pursuant to which Mr. Liu will be appointed for a term of three years as a non-executive Director subject to rotation and re-election in accordance with the Company's articles of association. Mr. Liu's remuneration will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time. As of the date of this announcement, the remuneration of Mr. Liu has not been determined but disclosure will be made in the Company's annual report.

Save as disclosed above, Mr. Liu is not aware of any other matters in relation to his appointment as a non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### Wang Hao

Mr. Wang Hao, aged 46, has been appointed as a non-executive director of BCL since September 2013. Mr. Wang is a senior economist, a professor and a mentor for doctoral students. In January 2013, Mr. Wang joined Capital Group as the deputy chairman and general manager. Prior to his appointment with Capital Group, from 1990 to 2000, Mr. Wang had worked for Beijing Coal General Company and served as the deputy general

manager in 1994. In 2000, he served as the deputy head of Beijing Offshore Financing and Investment Management Center. From 2001 to 2003, he served as the director and deputy general manager of Beijing State-owned Assets Management Co., Ltd. and Beijing Metro Group Company Ltd. From 2003 to 2009, he served as the deputy general manager, director and managing director of Beijing Infrastructure Investment Corporation Limited. From 2009 to 2013, he served as the deputy head of State-owned Assets Supervision and Administration Commission of People's Government of Beijing Municipality. Mr. Wang is also a director of BCCL since September 2013. Mr. Wang obtained his master degree in engineering at Fuxin Mining Institute in Liaoning in 1994, and a doctoral degree in economics at School of Economics Peking University in 2006.

Save as disclosed above, Mr. Wang does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and has not held any directorships in other listed companies in the last three years.

Mr. Wang does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. An appointment letter will be entered into between Mr. Wang and the Company pursuant to which Mr. Wang will be appointed for a term of three years as a non-executive Director subject to rotation and re-election in accordance with the Company's articles of association. Mr. Wang's remuneration will be determined by the Board according to the recommendation of the remuneration committee of the Company with reference to his job complexity, workload and responsibilities within the Company and the remuneration policy of the Company from time to time. As of the date of this announcement, the remuneration of Mr. Wang has not been determined but disclosure will be made in the Company's annual report.

Save as disclosed above, Mr. Wang is not aware of any other matters in relation to his appointment as a non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The biographical details of the independent non-executive Directors to be appointed are set forth below:

### Ngai Wai Fung

Dr. Ngai Wai Fung, aged 51, is currently the chief executive officer of SW Corporate Services Group Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages. Prior to that, he was the director and head of listing services of an independent integrated corporate services provider. Dr. Ngai has over 20 years of senior management experience, most of which are in the areas of finance, accounting, internal control and regulatory compliance for listed issuers including major red chips companies. He is also a vice president of the Hong Kong Institute of Chartered Secretaries and the Chairman of its audit committee, a member of Qualification and Examination Board of the Hong Kong Institute of Certified Public Accountants and the Adjunct Professor of Law of Hong Kong Shue Yan University. Dr. Ngai was appointed by the Chief Executive of The Hong Kong Special Administrative Region as a member of Work Group on Professional Services under the Economic Development Commission at the beginning of 2013. He is a fellow of the Association of Chartered Certified Accountants in

the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of Hong Kong Institute of Directors and a member of Hong Kong Securities and Investment Institute. Dr. Ngai obtained a Doctoral degree in Finance at Shanghai University of Finance and Economics, a Master's degree in Corporate Finance at Hong Kong Polytechnic University in 2002, a Master's degree in Business Administration at Andrews University of Michigan and a Bachelor's degree in Law at University of Wolverhamption.

Dr. Ngai is currently an independent non-executive director and the member and chairman of the audit committee of China Railway Construction Corporation Limited (Stock Code: 01186), BaWang International (Group) Holding Limited (Stock Code: 01338), Powerlong Real Estate Holdings Limited (Stock Code: 01238), Biostime International Holdings Limited (Stock Code: 03998), China Coal Energy Company Limited (Stock Code: 01898), SITC International Holdings Company Limited (Stock Code: 01308), Sany Heavy Equipment International Holdings Company Limited (Stock Code: 00631) and LDK Solar Co., Ltd. (LDK). He was the independent non-executive director of Franshion Properties (China) Limited (Stock Code: 00817) from May 2007 to June 2011 and China Life Insurance Company Limited (Stock Code: 02628) from December 2006 to May 2009. Apart from LDK Solar Co., Ltd., which is listed on the New York Stock Exchange, all the above companies are listed on the Main Board of the Stock Exchange.

Dr. Ngai does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and save as disclosed above, Dr. Ngai has not held any directorships in other listed companies in the last three years.

Dr. Ngai does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. An appointment letter will be entered into between Dr. Ngai and the Company pursuant to which Dr. Ngai will be appointed for a term of three years as an independent non-executive Director subject to rotation and re-election in accordance with the Company's articles of association. Dr. Ngai is entitled to an annual remuneration of HK\$276,000 and other discretionary bonuses as may be determined by the Board according to the recommendation of the remuneration committee of the Company. Dr. Ngai's remuneration is determined with reference to his job complexity, workload and responsibilities with the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Dr. Ngai is not aware of any other matters in relation to his appointment as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### Zhao Yuhong

Ms. Zhao Yuhong, aged 45, has worked as an associate professor of Faculty of Law, The Chinese University of Hong Kong ("CUHK") since August 2008. Ms. Zhao was also the Assistant Dean of UG Student Affairs and Associate Dean of Undergraduate Studies of Faculty of Law at CUHK from September 2008 to August 2010 and from September 2010 to

July 2013, respectively. Ms. Zhao served as a lecturer and assistant professor of School of Law at City University of Hong Kong from January 1996 to June 2002 and from July 2002 to August 2006, respectively. From September 2006 to July 2008, Ms. Zhao served as an assistant professor of School of Law at CUHK. Ms. Zhao obtained her Bachelor of English Language and Literature degree and Bachelor of Laws degree from Peking University in 1991. Ms. Zhao obtained her Master of Studies in Law degree with Magna Cum Laude from Vermont Law School in 1993 and PhD degree in Law from City University of Hong Kong in 2000.

Ms. Zhao does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and has not held any directorships in other listed companies in the last three years.

Ms. Zhao does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. An appointment letter will be entered into between Ms. Zhao and the Company pursuant to which Ms. Zhao will be appointed for a term of three years as an independent non-executive Director subject to rotation and re-election in accordance with the Company's articles of association. Ms. Zhao is entitled to an annual remuneration of HK\$276,000 and other discretionary bonuses as may be determined by the Board according to the recommendation of the remuneration committee of the Company. Ms. Zhao's remuneration is determined with reference to her job complexity, workload and responsibilities with the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Ms. Zhao is not aware of any other matters in relation to her appointment as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

### He Xiaofeng

Mr. He Xiaofeng, aged 58, studied in the Department of Economics of Peking University from 1978 to 1984 and graduated with a Bachelor's degree and a Master's degree in Economics. He is currently the professor of the Department of Finance, School of Economics of Peking University, doctoral supervisor and director of the Research Center of Financial and Industrial Development of Peking University. He taught in the School of Economics of Peking University since 1984. From 1986 to 1989, he did research in the Southeast Economic Information Center in Hong Kong. From 1990 till the present, he acted as deputy professor and professor of Peking University. He also held various positions including vice-chairman of Beijing Private Equity Association and standing director of Investment Association of China from 2007 till the present, independent director of Qinghai Sunshiny Mining Co., Ltd. (Stock Code: 600381), a company listed on the Shanghai Stock Exchange, from April 2013 till the present and independent director of E Fund Management Co., Ltd. from 2009 till the present.

Mr. He does not have any relationship with any Directors, senior management, or any substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and save as disclosed above, Mr. He has not held any directorships in other listed companies in the last three years.

Mr. He does not have any interests in the shares, underlying shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO. An appointment letter will be entered into between Mr. He and the Company pursuant to which Mr. He will be appointed for a term of three years as an independent non-executive Director subject to rotation and re-election in accordance with the Company's articles of association. Mr. He is entitled to an annual remuneration of HK\$276,000 and other discretionary bonuses as may be determined by the Board according to the recommendation of the remuneration committee of the Company. Mr. He's remuneration is determined with reference to his job complexity, workload and responsibilities with the Company and the remuneration policy of the Company from time to time.

Save as disclosed above, Mr. He is not aware of any other matters in relation to his appointment as an independent non-executive Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

The Company takes this opportunity to express its warm welcome to Mr. Tang Jun, Mr. Zhong Beichen, Mr. Liu Xiaoguang, Mr. Wang Hao, Dr. Ngai Wai Fung, Ms. Zhao Yuhong and Mr. He Xiaofeng to the Board.

### **Appointment of Authorised Representatives**

Mr. Tang Jun and Mr. Lee Sing Yeung, Simon will be appointed as the authorised representatives of the Company pursuant to Rule 3.05 of the Listing Rules and Mr. Lee Sing Yeung, Simon will be appointed as the authorized representative of the Company for accepting service of process and notices in Hong Kong on behalf of the Company pursuant to Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), all with effect from 21 December 2013.

### **Appointment of Company Secretary**

Mr. Lee Sing Yeung, Simon will be appointed as company secretary of the Company, with effect from 21 December 2013.

The biographical details of Mr. Lee are set forth below:

Mr. Lee Sing Yeung, Simon, aged 45, was appointed as the company secretary of BCL, in April 2008. Mr. Lee is a fellow of both The Association of Chartered Certified Accountants and The Hong Kong Institute of Certified Public Accountants and a fellow member of both the Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. Mr. Lee has over 23 years of experience in accounting and financial management in Hong Kong and the PRC. Prior to joining BCL, Mr. Lee served as a qualified accountant and company secretary in companies listed on the GEM Board and Main Board of the Stock Exchange. Mr. Lee obtained a Master degree of professional accounting and Master degree of corporate governance from the Hong Kong Polytechnic University.

### Change of principal place of business in Hong Kong

The Board further announces that the principal place of business of the Company in Hong Kong will be changed from Room 01C, 10th Floor, Kin Wing Commercial Building, 24–30 Kin Wing Street, Tuen Mun, New Territories, Hong Kong to Suites 2906-08, AIA Central, 1 Connaught Road Central, Hong Kong with effect from 21 December 2013.

By order of the board of directors of

Juda International Holdings Limited

鉅大國際控股有限公司

Choi Lim Chi

Chairman

Hong Kong, 20 December 2013

As at the date of this announcement, the Board comprises Mr. Choi Lim Chi alias Mr. Cai Min Jie, Mr. Chen Fan, Mr. Lee Lit Mo Johnny as executive directors and Mr. Yan Wai Kiu (formerly known as Mr. Yan Kin Wai), Mr. Wong Kin Tak and Mr. Choi Kin Cheong as independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.