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Vinda International Holdings Limited
維達國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3331)

**PROPOSED ADOPTION OF THE NEW
ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Vinda International Holdings Limited (the “**Company**”) proposes to amend its existing articles of association (the “**Existing Articles of Association**”) by way of adoption of the amended and restated articles of association (the “**New Articles of Association**”) to (i) bring the Existing Articles of Association in line with the relevant requirements of the applicable laws of the Cayman Islands and the Listing Rules and (ii) enable the Company to convene and hold electronic or hybrid general meetings of members and provide flexibility to the Company in relation to the conduct of general meetings. Other minor amendments to the Existing Articles of Association are also proposed to be made to introduce corresponding and house-keeping changes.

A summary of the major changes to the Existing Articles of Association is set out below:

1. to delete the definition of “Law” and insert the definition of “Act”, and replacing all the references to “Law” with “Act” in the relevant articles;
2. to provide that an annual general meeting of the Company shall be held in each financial year within six months after the end of the Company’s financial year;

3. to provide that an annual general meeting shall be called by notice of not less than 21 clear days and an extraordinary general meeting shall be called by notice of not less than 14 clear days;
4. to remove the requirement that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases, and that if purchases are by tender, tenders shall be available to all shareholders of the Company (the “**Shareholders**”) alike;
5. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
6. to provide that all Shareholders have the right to speak or communicate at a general meeting and vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
7. to provide that the Shareholders may, at any general meeting convened and held in accordance with the New Articles of Association, remove the auditor of the Company (the “**Auditor**”) at any time before the expiration of his term of office by ordinary resolution, instead of by special resolution;
8. to provide that the remuneration of the Auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the Shareholders may by ordinary resolution determine;
9. to provide that, subject to paragraph 7 above, an Auditor appointed by the Directors to fill the vacancy shall hold office until the next following annual general meeting and shall then be subject to appointment by the Shareholders at such remuneration to be determined by the Shareholders under paragraph 8 above;
10. to provide that the financial year end of the Company shall be 31st day of December in each year unless otherwise determined by the Directors;

11. to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
12. to clarify the list of business to be deemed special business to be transacted at general meetings;
13. to clarify certain procedures in relation to proceedings at general meetings and attendance and participation by means of electronic facilities;
14. to provide that the chairman of the meeting may in good faith allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands;
15. to provide certain notices and receipt of documents or information by electronic means; and
16. to provide that where a member intends to propose a person for election as a Director and the person to be proposed shall lodge a notice with the Company at least 14 days, instead of 7 days, prior to the date of the general meeting of election.

The proposed adoption of the New Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among other things, particulars relating to the proposed amendments to the Existing Articles of Association brought about by the adoption of the New Articles of Association together with a notice convening the AGM and the related proxy form will be despatched to the Shareholders in April 2023.

By order of the Board
Vinda International Holdings Limited
Li Chao Wang
Chairman

Hong Kong, China, 20 January 2023

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. LI Chao Wang
Ms. YU Yi Fang
Ms. LI Jielin
Mr. DONG Yi Ping

Non-executive Directors:

Mr. Jan Christer JOHANSSON
Mr. Carl Magnus GROTH
Mr. Carl Fredrik Stenson RYSTEDT
Mr. Johann Christoph MICHALSKI

Independent Non-executive Directors:

Mr. TSUI King Fai
Mr. WONG Kwai Huen, Albert
Mr. LAW Hong Ping, Lawrence
Dr. CAO Zhenlei

Alternate Directors:

Mr. Gert Mikael SCHMIDT (*alternate to Mr. JOHANSSON and Mr. GROTH*)
Mr. Dominique Michel Jean DESCHAMPS (*alternate to Mr. RYSTEDT*)