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Vinda International Holdings Limited

維達國際控股有限公司

ISOLA CASTLE LTD

(Incorporated in the Cayman Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3331)

JOINT ANNOUNCEMENT

**VOLUNTARY ANNOUNCEMENT IN RELATION TO
VOLUNTARY CONDITIONAL CASH OFFER BY
BNP PARIBAS SECURITIES (ASIA) LIMITED AND
CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG
SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR
FOR ALL THE ISSUED SHARES OF VINDA INTERNATIONAL HOLDINGS
LIMITED (OTHER THAN THOSE ALREADY OWNED
BY THE OFFEROR AND THE OFFEROR CONCERT PARTIES)**

Lead Financial Adviser to the Offeror



BNP PARIBAS

Joint Financial Adviser to the Offeror



**Financial Adviser
to the Company**



**Independent Financial
Adviser to the Company**



**Financial Adviser
to Essity**



Reference is made to the composite offer and response document dated 8 March 2024 and jointly issued by Isola Castle Ltd (the “**Offeror**”) and Vinda International Holdings Limited (the “**Company**”) in relation to the voluntary conditional cash offer for all the issued shares of the Company (other than those already owned by the Offeror and its concert parties) (the “**Composite Document**”). Capitalised terms used herein shall have the same meanings as defined in the Composite Document unless the context requires otherwise.

Information sheet and reminder

In order to remind the Independent Shareholders who intend to accept the Offer of the timeframe and procedures for acceptance, the Offeror will publish an information sheet and reminder (in each case in substantially the form set out in the appendix to this announcement) in certain print media (including newspapers) and on certain online financial media platforms.

Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders and the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the Offer, before deciding whether or not to accept the Offer. If the Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

Completion of the Offer is subject to the Conditions being satisfied or, if capable of being waived, waived and therefore the Offer may or may not become unconditional and may or may not be completed. Accordingly, the issuance of this announcement does not imply that the Offer will be completed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

By order of the board of directors of

ISOLA CASTLE LTD

Lee Chong

Director

By order of the Board of

Vinda International Holdings Limited

Li Chao Wang

Chairman

Hong Kong, China, 8 March 2024

As at the date of this announcement, the Board comprises Mr. Li Chao Wang (chairman), Ms. Yu Yi Fang, Ms. Li Jielin and Mr. Dong Yi Ping as executive Directors; Mr. Jan Christer Johansson, Mr. Carl Magnus Groth, Mr. Carl Fredrik Stenson Rystedt and Mr. Johann Christoph Michalski as non-executive Directors; Mr. Tsui King Fai, Mr. Wong Kwai Huen, Albert, Mr. Law Hong Ping, Lawrence and Dr. Cao Zhenlei as independent non-executive Directors; and Mr. Gert Mikael Schmidt (alternate to Mr. Johansson and Mr. Groth) and Mr. Dominique Michel Jean Deschamps (alternate to Mr. Rystedt) as alternate Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror, the terms of the Offer and Essity) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of each of the Offeror and APRIL) 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 statement in this announcement misleading.

As at the date of this announcement, the board of the Offeror comprises Mr. Lee Chong and Mr. George Thomas Dantas.

As at the date of this announcement, the board of APRIL comprises Mr. Sukanto Tanoto, Mr. Wang Bo, Mr. Bey Soo Khiang and Mr. George Thomas Dantas.

The directors of the Offeror and APRIL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) 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 statement in this announcement misleading.

APPENDIX

FORM OF INFORMATION SHEET AND REMINDER

1. Information Sheet



Stock Code: 3331

Voluntary Conditional Cash Offer

by Isola Castle Ltd for your Shares at

HK\$23.50 in cash per share⁽²⁾

The Offer is now open for acceptance

Please follow the instructions set out in
the Composite Document^{(1) (3)}

Latest time for acceptance of the Offer on the first Closing Date is
4:00 pm on Tuesday, 2 April, 2024

**If you wish to accept the Offer,
please complete and return the Form of Acceptance.
For further details, please refer to the Composite Document⁽¹⁾.**

If you have any questions, feel free to call the Offer hotline at **+852 2319 4859**
or email **Vinda@investor.morrowsdali.com**

Notes:

- (1) Capitalised terms used herein shall have the same meanings as defined in the Composite Document dated 8 March 2024. The Composite Document can be accessed at www.hkexnews.hk or www.vinda.com
- (2) Subject to the Offer having become unconditional and the terms and conditions of the Offer as stated in the Composite Document, final payment of the consideration for the Offer Shares tendered will be net of the seller's ad valorem stamp duty
- (3) Shareholders are strongly advised to consider carefully information contained in the Composite Document, including the "Letter from the Board", "Letter from the Independent Board Committee" and "Letter from the Independent Financial Adviser" and consult their professional advisers if in doubt before accepting the Offer
- (4) This sheet is issued by the Offeror and is not for release in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction. The directors of the Offeror and APRIL jointly and severally accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed herein have been arrived at after due and careful consideration and there are no other facts not contained herein the omission of which would make any statement herein misleading

2. Reminder



Stock Code: 3331

Voluntary Conditional Cash Offer by Isola Castle Ltd for your Shares at **HK\$23.50 in cash per share**

Notes:

- (1) This is issued by the Offeror and is not for release in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction. The directors of the Offeror and APRIL jointly and severally accept full responsibility for the accuracy of the information contained herein and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed herein have been arrived at after due and careful consideration and there are no other facts not contained herein the omission of which would make any statement herein misleading
- (2) Capitalised terms used herein shall have the same meanings as defined in the Composite Document dated 8 March 2024. The Composite Document can be accessed at www.hkexnews.hk or www.vinda.com