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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)

VOLUNTARY ANNOUNCEMENT SALE OF SHARES BY A SUBSTANTIAL SHAREHOLDER

SHARE PURCHASE AGREEMENT

The Board has been informed by Fu An, the controlling shareholder of the Company, that on 10 April 2012 (after trading hours of the Stock Exchange), Fu An entered into a conditional Share Purchase Agreement with SCA in relation to the conditional sale by Fu An of the Sale Shares, representing approximately 4.90% of the total issued share capital of the Company as at the date of this announcement, at a price of HK\$15 per Share. Merrill Lynch was appointed by Fu An as placing agent for the Sale Shares.

Parties to the Share Purchase Agreement

- (1) Fu An, a substantial and controlling shareholder of the Company.
- (2) SCA, a substantial shareholder of the Company.

Sale Shares

The Sale Shares represent approximately 4.90% of the existing issued share capital of the Company.

Fu An is a controlling shareholder of the Company and, together with its ultimate beneficial owners (including Mr. Li Chao Wang, the chairman and an executive director), holds approximately 31.68% of the entire issued share capital of the Company as at the date of this announcement, being the date of the Share Purchase Agreement. SCA is a substantial shareholder of the Company and indirectly holds approximately 17.71% of the entire issued share capital of the Company as at the date of this announcement.

Immediately after completion of the Share Purchase Agreement and assuming there is no further issue of new Shares by the Company, the aggregate shareholding of Fu An and its ultimate beneficial owners in the Company will be reduced from approximately 31.68% to approximately 26.78%, the shareholding of SCA will be increased from 17.71% to 22.61%, and Fu An will remain as the single largest shareholder of the Company.

Conditions and completion

Completion of the Share Purchase Agreement is conditional upon obtaining of bank consent in relation to a covenant in one of the Company's loan agreements. If the condition has not been satisfied and the Company fails to replace the term loan facility with alternative facilities by 5:00 p.m. (Hong Kong time) on 31 August 2012 (or such other date as Fu An and SCA may agree in writing), the Share Purchase Agreement shall automatically terminate with immediate effect. The Share Purchase Agreement is expected to complete after the proposed top-up placing by the Company, particulars of which were announced by the Company separately today.

Completion of the Share Purchase Agreement is subject to the fulfillment of the condition precedent set out above, and accordingly the sale of the Sale Shares may not occur. Investors and potential investors in securities of the Company should therefore exercise caution when dealing in the securities of the Company.

GENERAL

SCA, together with its group of companies, is a global consumer goods and paper company which develops, produces and markets personal care products, tissue paper, packaging solutions, publication papers and solid-wood products in more than 70 countries. The Company believes that this proposed acquisition by SCA demonstrates SCA's continued confidence in the Company and represents a validation of the Company's corporate strategies. It is expected that the increased shareholding interest of SCA would further align the interests of the Company and its second largest shareholder, and would be conducive to further co-operation between the Company and SCA in areas including the Company's personal care business interests now being conducted via V-Care Holdings Limited, the Company's 41% held associate.

DEFINITIONS

In this announcement, unless the context otherwise requires the following terms shall have the following meanings:

“Company”	Vinda International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on The Stock Exchange of Hong Kong Limited (stock code: 3331)
“Fu An”	Fu An International Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability and a substantial shareholder and controlling shareholder of the Company
“Merrill Lynch”	Merrill Lynch Far East Limited, the placing agent of Fu An for the Sale Shares
“Sale Shares”	the 46,900,000 existing Shares to be sold to SCA pursuant to the Share Purchase Agreement
“SCA”	SCA Hygiene Holding AB, a substantial shareholder of the Company
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Share Purchase Agreement”	a conditional share purchase agreement dated 10 April 2012 between Fu An as seller and SCA as buyer in respect of the sale and purchase of the Sale Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By order of the board
Vinda International Holdings Limited
ZHANG Dong Fang
Chief Executive Officer

Hong Kong, 10 April 2012

As at the date of this announcement, the executive Directors are Mr. Li Chao Wang, Ms. Yu Yi Fang, Ms. Zhang Dong Fang and Mr. Dong Yi Ping; the non-executive Directors are Mr. Johann Christoph Michalski, Mr. Ulf Olof Lennart Soderstrom and Mr. Chiu Bun (alternate director to Mr. Michalski and Mr. Soderstrom); and the independent non-executive Directors are Dr. Cao Zhen Lei, Mr. Kam Robert, Mr. Hui Chin Tong, Godfrey and Mr. Tsui King Fai.