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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)

**PLACING OF EXISTING SHARES AND  
TOP-UP SUBSCRIPTION OF NEW SHARES  
UNDER GENERAL MANDATE**

**FINAL PLACING NOTICE**

Announcement

**BofA Merrill Lynch**

Reference is made to the announcement (the "Announcement") of Vinda International Holdings Limited (the "Company") dated 10 April 2012 in relation to the placing of existing shares and top-up subscription of new shares under general mandate. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **PLACING AGREEMENT AND PLACING PRICE**

As informed by the Placing Agent, the Board is pleased to announce that the book-building process of the Placing was completed on 10 April 2012. A total of 42,000,000 Shares has been placed to the Placées. The final Placing Price is fixed at HK\$11.68 per Share, which represents (i) a discount of approximately 5.0% to the closing price of HK\$12.30 per Share quoted on the Stock Exchange on 10 April 2012, being the date of the Placing Agreement, and (ii) a discount of approximately 5.3% to the average closing price of HK\$12.34 per Share on the Stock Exchange for the last 5 trading days immediately prior to the date of the Placing Agreement.

## **BOOK BUILDING AGREEMENT AND BOOK BUILDING PRICE**

Based on the total number of Shares placed to the Placées as referred above, and subject to the satisfaction of the conditions set out in the Subscription Agreement, a total of 42,000,000 new Shares will be subscribed by Fu An pursuant to the terms of the Subscription Agreement. The Subscription Price, which is equivalent to the Placing Price, will be HK\$11.68 per Share.

Taking account the demand from investors during the bookbuilding process, and given the stock market conditions, the prevailing market price of the Shares and the amount of funds needed by the Company's expected production capacity expansion plans, the Directors (including the independent non-executive Directors) consider the Placing Price and the Subscription Price to be fair and reasonable.

## **PROCEEDS FROM THE BOOK BUILDING**

Based on the Subscription Price of HK\$11.68 per Share, the gross proceeds from the Subscription are expected to be approximately HK\$491 million, the net proceeds from the Subscription (after deducting related fees and expenses) are expected to be approximately HK\$470 million and the net proceeds raised per new Share under the Subscription (after deducting related fees and expenses) will be up to approximately HK\$11.19.

The Company intends to apply the net proceeds from the Subscription for funding the Group's expected production capacity expansion plans and for working capital purposes. For further information regarding the Group's expansion plans, please refer to the section headed "Management discussion and analysis" of the Company's announcement dated 27 March 2012.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company before and after completion of the Placing, the Subscription and after completion of the disposal of Shares by Fu An as announced by the Company separately today is summarised as follows:

	As at 31 March 2012		As at 31 March 2012		As at 31 March 2012		As at 31 March 2012	
	Number of Shares	%						
Concert Parties (Note)	303,218,235	31.68	261,218,235	27.29	303,218,235	30.35	256,318,235	25.65
Placees	0	0.00	42,000,000	4.39	42,000,000	4.20	42,000,000	4.20
SCA Hygiene AB and its associates	169,531,897	17.71	169,531,897	17.71	169,531,897	16.96	216,431,897	21.66
Others and public shareholders	<u>484,484,554</u>	<u>50.61</u>	<u>484,484,554</u>	<u>50.61</u>	<u>484,484,554</u>	<u>48.49</u>	<u>484,484,554</u>	<u>48.49</u>
<b>Total</b>	<u><u>957,234,686</u></u>	<u><u>100.00</u></u>	<u><u>957,234,686</u></u>	<u><u>100.00</u></u>	<u><u>999,234,686</u></u>	<u><u>100.00</u></u>	<u><u>999,234,686</u></u>	<u><u>100.00</u></u>

Note: Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping are parties acting in concert with Fu An.

Further announcement will be made by the Company upon completion of the Placing.

By order of the board  
 LI CHAO WANG  
 LI CHAO WANG  
 Chairman

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.

Pursuant to Rule 9.3 of the Takeovers Code, the Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, 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 statement in this announcement misleading.