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## VINDA INTERNATIONAL HOLDINGS LIMITED

維達國 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3331)

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

Reference is made to the announcement of Vinda International Holdings Limited (the "**Company**") dated 10 April 2012 (the "**Announcement**") in relation to, among other matters, the Placing and the Subscription. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

#### COMPLETION OF PLACING AND SUBSCRIPTION

The board of Directors is pleased to announce that all conditions set out in the Placing Agreement and the Subscription Agreement have been fulfilled and the Placing and the Subscription were completed on 13 April 2012 and 23 April 2012, respectively. An aggregate of 42,000,000 Placing Shares representing approximately 4.20% of the issued share capital of the Company as at the date of this announcement have been successfully placed to not less than six independent Placees which (including their ultimate beneficial owners, where applicable) are third parties independent of, and not connected with, the Company, Connected Persons of the Company and Fu An, and are not parties acting in concert with Fu An and its concert parties, at the Placing Price of HK\$11.68 per Placing Share. An aggregate of 42,000,000 Subscription Shares, representing approximately 4.20% of the issued share capital of the Company as at the date of this announcement, have been issued and allotted to Fu An at a Subscription Price of HK\$11.68 per Subscription Share. The net proceeds from the Subscription, after deducting related fees and expenses, are approximately HK\$470 million.

## SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 999,629,686 Shares in issue. The table below sets out the shareholding structure of the Company (i) immediately before completion of Placing and the Subscription; (ii) immediately after completion of the Placing but before completion of the Subscription; and (iii) immediately after completion of the Placing and the Subscription, i.e., as at the date of this announcement:

	Immediately before Placing and Subscription	%	Immediately after Placing but before Subscription	%	After Placing and Subscription	%
Fu An (Note 1)	284,206,235	29.70	242,206,235	25.30	284,206,235	28.43
Li Chao Wang's personal interests	936,000	0.10	936,000	0.10	936,000	0.10
Yu Yi Fang's personal interests	9,038,000	0.94	9,038,000	0.94	9,038,000	0.90
Dong Yi Ping's personal interests	<u>9,038,000</u>	<u>0.94</u>	<u>9,038,000</u>	<u>0.94</u>	<u>9,038,000</u>	<u>0.90</u>
Concert Parties (Note 2)	303,218,235	31.68	261,218,235	27.28	303,218,235	30.33
Others and public shareholders	654,016,451	68.32	654,411,451 (Note 3)	68.34	654,411,451	65.47
Placees	<u>0</u>	<u>0</u>	<u>42,000,000</u>	<u>4.38</u>	<u>42,000,000</u>	<u>4.20</u>
<b>Total issued share capital</b>	<b><u>957,234,686</u></b>	<b><u>100.00</u></b>	<b><u>957,629,686</u></b>	<b><u>100.00</u></b>	<b><u>999,629,686</u></b>	<b><u>100.00</u></b>

Notes:

1. Fu An is owned as to 74.21% by Sentential Holdings Limited, 15.79% by Join Pride International Limited and 10.00% by Daminos Management Limited. The entire issued share capital of Sentential Holdings Limited is held by Eagle Power Assets Limited, whose entire issued share capital is held by HSBC International Trustee Limited in its capacity as trustee of CW Li Family Trust with Mr. Li Chao Wang as the settlor. The entire issued share capital of Join Pride International Limited is held by Kingdom World Assets Limited, whose entire issued share capital is held by HSBC International Trustee Limited in its capacity as trustee of YF Yu Family Trust with Ms. Yu Yi Fang as the settlor. The entire issued share capital of Daminos Management Limited is held by Profit Zone Assets Limited, whose entire issued share capital is held by HSBC International Trustee Limited in its capacity as trustee of YP Dong Family Trust with Mr. Dong Yi Ping as the settlor.
2. Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping are parties acting in concert with Fu An.
3. Employees of the Company exercised their share options during the period from 11 April 2012 to 20 April 2012 and 395,000 new Shares were allotted and issued to them.

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

Hong Kong, 23 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.

The Directors jointly and severally accept full responsibility for the accuracy of 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.