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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)**

**NOTICE TO THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**Meeting**”) of Vinda International Holdings Limited (the “**Company**”) will be held at Fanling Room, Lower Level 1, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 12 September 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (a) the sale and purchase agreement dated 17 July 2014 (the “**Sale and Purchase Agreement**”) entered into between the Company and SCA Group Holding BV (a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting for the purpose of identification) in respect of the acquisition of (1) the entire issued share capital in SCA Tissue Hong Kong Limited, (2) the entire issued share capital of SCA Healthcare Management Pte. Ltd., (3) the entire equity interest of 全日美實業(福建)有限公司 (in English for identification purpose only, Everbeauty Industry (Fujian) Co., Ltd.), and (4) the PRC Assets (as defined in the Company’s circular dated 22 August 2014) for an initial purchase price of HK\$1,144,000,000 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

Yours faithfully,

By order of the board

**Vinda International Holdings Limited**

**LI Cha Wang**

*Chairman*

Hong Kong, 22 August 2014

*Registered office:*  
Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
Room 506, Tower 1, South Seas Centre  
75 Mody Road, Tsimshatsui East  
Kowloon, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjourned Meeting.
3. In the case of joint holders of shares in the Company, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members.
4. Completion and return of the form of proxy will not preclude members from attending and voting at the Meeting.

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

*Executive Directors:*

Mr. LI Chao Wang  
Ms. YU Yi Fang  
Ms. ZHANG Dong Fang  
Mr. DONG Yi Ping

*Non-executive Directors:*

Mr. Jan Christer JOHANSSON  
Mr. Jan Lennart PERSSON  
Mr. Johann Christoph MICHALSKI  
Mr. Ulf Olof Lennart SODERSTROM

*Independent Non-executive Directors:*

Mr. KAM Robert  
Mr. HUI Chin Tong, Godfrey  
Mr. TSUI King Fai

*Alternate Directors:*

Ms. LI Jielin (alternate to Mr. LI, Ms. YU and Mr. DONG)  
Mr. CHIU Bun (alternate to Mr. MICHALSKI and Mr. SODERSTROM)  
Mr. Gert Mikael SCHMIDT (alternate to Mr. JOHANSSON and Mr. PERSSON)