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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)**

## **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 13 JANUARY 2016**

Reference is made to the notice (the “**EGM Notice**”) of the extraordinary general meeting and the circular (the “**Circular**”) of Vinda International Holdings Limited (the “**Company**”) dated 28 December 2015. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS**

The Board is pleased to announce that the proposed resolution as set out in the EGM Notice was approved by the Independent Shareholders at the EGM held on 13 January 2016 by way of poll.

At the EGM, the proposed resolution as set out in the EGM Notice was voted by way of poll. Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

As at the date of EGM, the total number of issued shares in the Company was 999,087,686. As disclosed in the Circular, SCA Group, the Controlling Shareholder of the Company, having a material interest in the transactions contemplated under the Sale and Purchase Agreement, had abstained from voting on the resolution at the EGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution at the EGM was 485,887,261.

The poll results in respect of the resolution was as follows:

Ordinary resolution	Number of Shares represented by vote cast at the EGM (%)	
	For	Against
<p>(a) The sale and purchase agreement dated 28 October 2015 (as supplemented and amended by an amendment agreement dated 27 December 2015) (the “Sale and Purchase Agreement”) entered into between the Company as purchaser and SCA Group Holding BV as vendor (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares (as defined in the Company’s circular dated 28 December 2015), the directors of the Company be and are hereby authorised to allot and issue the Consideration Shares in accordance with the terms and conditions of the Sale and Purchase Agreement;</p> <p>(c) the creation and issue of the Convertible Note (as defined in the Company’s circular dated 28 December 2015) and the issue and allotment of the Conversion Shares (as defined in the Company’s circular dated 28 December 2015) pursuant to the Convertible Note be and are hereby approved; and</p> <p>(d) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company which he 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.</p>	<p>373,586,034 (99.997%)</p>	<p>13,000 (0.003%)</p>

As a majority of the votes were cast in favour of the resolution at the EGM, the resolution was duly passed as an ordinary resolution of the Company.

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

Hong Kong, 13 January 2016

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

*Executive Directors:*

Mr. LI Chao Wang  
Ms. YU Yi Fang  
Mr. Johann Christoph MICHALSKI  
Mr. DONG Yi Ping  
Ms. LI Jielin

*Non-executive Directors:*

Mr. Jan Christer JOHANSSON  
Mr. Carl Magnus GROTH  
Mr. Ulf Olof Lennart SODERSTROM

*Independent Non-executive Directors:*

Mr. KAM Robert  
Mr. TSUI King Fai  
Mr. WONG Kwai Huen, Albert  
Mr. CHIA Yen On

*Alternate Directors:*

Mr. CHIU Bun (alternate to Mr. MICHALSKI and Mr. SODERSTROM)  
Mr. Gert Mikael SCHMIDT (alternate to Mr. JOHANSSON and Mr. GROTH)