

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

This announcement is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



Vinda International Holdings Limited
維達國際控股有限公司

ISOLA CASTLE LTD

(Incorporated in the Cayman Islands with limited liability)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3331)

JOINT ANNOUNCEMENT

PRE-CONDITIONAL VOLUNTARY CONDITIONAL CASH OFFER BY BNP PARIBAS SECURITIES (ASIA) LIMITED AND CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR FOR ALL THE ISSUED SHARES OF VINDA INTERNATIONAL HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY THE OFFEROR AND THE OFFEROR CONCERT PARTIES)

SATISFACTION OF ALL PRE-CONDITIONS

Lead Financial Adviser to the Offeror



BNP PARIBAS

Joint Financial Adviser to the Offeror



Financial Adviser to the Company



Financial Adviser to Essity



Reference is made to:

- (i) the joint announcement dated 15 December 2023 issued by Isola Castle Ltd (the “**Offeror**”) and Vinda International Holdings Limited (the “**Company**”) in relation to, among others, the pre-conditional voluntary conditional cash offer by BNP Paribas Securities (Asia) Limited and China International Capital Corporation Hong Kong Securities Limited for and on behalf of the Offeror for all the issued shares of the Company (other than those already owned by the Offeror and the Offeror Concert Parties) (the “**Rule 3.5 Announcement**”);
- (ii) the joint announcement dated 18 December 2023 issued by the Offeror and the Company in relation to the status of satisfaction of the Pre-Conditions (the “**December 2023 Update Announcement**”);
- (iii) the joint announcement dated 5 January 2024 issued by the Offeror and the Company in relation to the delay in despatch of the composite document in relation to the Offer (the “**Delay in Despatch Announcement**”); and
- (iv) the joint announcements dated 5 February 2024 and 15 February 2024 issued by the Offeror and the Company in relation to the status of satisfaction of the Pre-Conditions.

Capitalised terms used herein shall have the same meanings as defined in the Rule 3.5 Announcement unless the context requires otherwise.

SATISFACTION OF ALL PRE-CONDITIONS

As stated in the Rule 3.5 Announcement, the making of the Offer is subject to the satisfaction or waiver (where applicable) of the Pre-Conditions on or prior to the Long Stop Date.

The Offeror would like to update the Shareholders and potential investors of the Company with respect to Pre-Condition (1). The Taiwan Fair Trade Commission has granted its approval in relation to the Offeror’s proposed acquisition of the Company with effect from 4 March 2024. Accordingly, Pre-Condition (1) has been fulfilled as at the date of this announcement.

The Offeror is pleased to further announce that, as at the date of this announcement, Pre-Conditions (2) and (3) have also been satisfied.

As disclosed in the December 2023 Update Announcement, Pre-Condition (4) has been satisfied.

Accordingly, as at the date of this announcement, all the Pre-Conditions have been satisfied.

DESPATCH OF THE COMPOSITE DOCUMENT

As disclosed in the Delay in Despatch Announcement, the Executive has granted its consent to extend the deadline for the despatch of the Composite Document to no later than seven days after the fulfilment of the Pre-Conditions or 15 September 2024, whichever is earlier.

It is expected that the Composite Document, containing, among other things: (i) further information relating to the Company, the Offeror and the Offer (including the expected timetable and terms of the Offer); (ii) the letter from BNPP and CICC containing, among other things, details of the Offer; (iii) the letter from the Independent Board Committee to the Independent Shareholders containing its recommendation in respect of the Offer; and (iv) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders in relation to the Offer, together with the relevant form of acceptance and transfer, will be despatched to the Shareholders no later than seven days after the fulfilment of the Pre-Conditions (being 4 March 2024), i.e. on or before 11 March 2024, in accordance with the Takeovers Code. A further announcement will be made regarding the date of the despatch of the Composite Document.

WARNING

Completion of the Offer is subject to the Conditions being satisfied or, if capable of being waived, waived and therefore the Offer may or may not become unconditional and may or may not be completed. Accordingly, the issue of this announcement does not imply that the Offer will be completed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders and potential investors are in any doubt about their position, they should consult their professional advisers.

By order of the board of directors of
ISOLA CASTLE LTD
Lee Chong
Director

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

Hong Kong, China, 4 March 2024

As at the date of this announcement, the Board comprises Mr. Li Chao Wang (chairman), Ms. Yu Yi Fang, Ms. Li Jielin and Mr. Dong Yi Ping as executive Directors; Mr. Jan Christer Johansson, Mr. Carl Magnus Groth, Mr. Carl Fredrik Stenson Rystedt and Mr. Johann Christoph Michalski as non-executive Directors; Mr. Tsui King Fai, Mr. Wong Kwai Huen, Albert, Mr. Law Hong Ping, Lawrence and Dr. Cao Zhenlei as independent non-executive Directors; and Mr. Gert Mikael Schmidt (alternate to Mr. Johansson and Mr. Groth) and Mr. Dominique Michel Jean Deschamps (alternate to Mr. Rystedt) as alternate Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror, the terms of the Offer and Essity) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of each of the Offeror and APRIL) 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.

As at the date of this announcement, the board of the Offeror comprises Mr. Lee Chong and Mr. George Thomas Dantas.

As at the date of this announcement, the board of APRIL comprises Mr. Sukanto Tanoto, Mr. Wang Bo, Mr. Bey Soo Khiang and Mr. George Thomas Dantas.

The directors of the Offeror and APRIL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) 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.