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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)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE;
RULE 13.09 OF THE LISTING RULES;
THE INSIDE INFORMATION PROVISIONS; AND
PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Vinda International Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Inside Information Provisions (as defined in the Listing Rules) and Part XIVA of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong).

Reference is made to the voluntary announcements of the Company dated 26 April 2023 and 13 May 2023 (the “**Strategic Review Announcements**”), in relation to the Strategic Review by Essity. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as defined in the Strategic Review Announcements.

STATUS OF THE STRATEGIC REVIEW

The Board has noted the recent press coverage surrounding a possible sale of shares in the Company (the “**Shares**”) by Essity.

The Board would like to inform the shareholders of the Company that as advised by Essity, there have been preliminary discussions between a number of third parties (each a “**Potential Buyer**”) and Essity in respect of a possible sale of Essity’s shareholding interest in the Company (the “**Potential Transaction**”) as part of the Strategic Review.

In the event that preliminary discussions between Essity and a Potential Buyer in respect of the Potential Transaction materialises, it may lead to an offer in respect of the Company under the Takeovers Code. As at the date of this announcement, Essity holds 620,737,112 Shares, representing approximately 51.59% of the total issued share capital of the Company as at the date of this announcement.

The Board has been further notified by Essity that save for certain confidentiality agreements, no legally binding agreement has been entered into between Essity and parties acting in concert with it, on the one hand, and any Potential Buyer, on the other hand, in respect of the Potential Transaction as at the date of this announcement. The preliminary discussions are still in progress and the Potential Transaction may or may not proceed. Accordingly, there can be no certainty that such preliminary discussions will lead to an offer in respect of the Company under the Takeovers Code.

As the Board is not privy to the discussions between Essity and any of the Potential Buyers, the foregoing information is disclosed with confirmation from Essity.

The Board confirms that, as at the date of this announcement, it has not been notified of or received an offer from any person in respect of the securities of the Company.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly announcement(s) will be made until an announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made as and when required under the Listing Rules and the Takeovers Code (as the case may be).

RELEVANT SECURITIES OF THE COMPANY

As at the date of this announcement, the Company has in issue a total of 1,203,285,373 Shares. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 20 November 2023. In accordance with Rule 3.8 of the Takeovers Code, associates of the Company (as defined in the Takeovers Code, including among others, shareholders of the Company having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company) are hereby reminded to disclose their dealings in the relevant securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

WARNING

There is no assurance that the Potential Transaction will proceed or materialise, or will eventually be consummated. The Potential Transaction is subject to the entering into of the formal binding agreement and if applicable, the fulfilment of the conditions precedent contained therein. The relevant discussions in relation to the Potential Transaction may or may not lead to an offer in respect of the Company under the Takeovers Code.

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

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

Hong Kong, China, 20 November 2023

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

Executive Directors

Mr. LI Chao Wang

Ms. YU Yi Fang

Ms. LI Jielin

Mr. DONG Yi Ping

Non-Executive Directors

Mr. Jan Christer JOHANSSON

Mr. Carl Magnus GROTH

Mr. Carl Fredrik Stenson RYSTEDT

Mr. Johann Christoph MICHALSKI

Independent Non-Executive Directors

Mr. TSUI King Fai

Mr. WONG Kwai Huen, Albert

Mr. LAW Hong Ping, Lawrence

Dr. CAO Zhenlei

Alternate Directors

Mr. Gert Mikael SCHMIDT (*alternate to Mr. JOHANSSON and Mr. GROTH*)

Mr. Dominique Michel Jean DESCHAMPS (*alternate to Mr. RYSTEDT*)

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.