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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)**

STATUS OF SATISFACTION OF THE 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 “**Announcement**”); (ii) the joint announcements dated 18 December 2023 and 5 February 2024 issued by the Offeror and the Company in relation to the status of satisfaction of the Pre-Conditions; and (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. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

STATUS OF SATISFACTION OF THE PRE-CONDITIONS

As stated in the 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). On 8 February 2024, the Anti-trust Bureau of SAMR has granted its approval in relation to the Offeror’s proposed acquisition of the Company. As noted in the joint announcement dated 5 February 2024, a merger control filing to the Taiwan Fair Trade Commission was made on 19 January 2024 and approval from the Taiwan Fair Trade Commission has not yet been obtained.

As at the date of this joint announcement, Pre-Condition (4) has been satisfied and Pre-Conditions (1) to (3) have not yet been satisfied. The Offeror and the Company will continue to work towards the satisfaction of Pre-Conditions (1) to (3). Further announcement(s) will be made jointly by the Offeror and the Company in relation to the latest status of satisfaction of the Pre-Conditions as and when appropriate.

WARNING

Shareholders of, and/or potential investors in, the Company should note that, as the making of the Offer is subject to the satisfaction or waiver (as applicable) of the Pre-Conditions, the Offer may or may not be made. Further, 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 made or 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, 15 February 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 (excluding 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.