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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult an exchange participant or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional advisor.

**If you have sold or transferred** all your shares in Vinda International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, exchange participant or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSALS FOR**

**(1) RE-ELECTION OF DIRECTORS;**

**(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;**

**AND**

**(3) NOTICE OF ANNUAL GENERAL MEETING**

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The Notice of Annual General Meeting of Vinda International Holdings Limited to be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 24 May 2013 at 10:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS .....</b>	<b>1</b>
<b>LETTER FROM THE BOARD</b>	
1. INTRODUCTION .....	3
2. RE-ELECTION OF DIRECTORS .....	4
3. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES .....	4
4. ANNUAL GENERAL MEETING .....	5
5. VOTING BY POLL .....	5
6. RECOMMENDATION .....	5
<b>APPENDIX I — RE-ELECTION OF DIRECTORS .....</b>	<b>6</b>
<b>APPENDIX II — EXPLANATORY STATEMENT OF THE                     REPURCHASE MANDATE .....</b>	<b>9</b>
<b>NOTICE OF ANNUAL GENERAL MEETING .....</b>	<b>12</b>

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting of the Company to be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-la, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 24 May 2013 at 10:00 a.m.;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Company”	Vinda International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries (within the meaning of the Companies Ordinance and/or the Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants) for the time being and from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“PRC”	People’s Republic of China;

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## DEFINITIONS

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“Repurchase Mandate”	the general and unconditional mandate to the Directors authorizing the repurchases by the Company on the Stock Exchange of Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution approving such mandate;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	fully paid shares of HK\$0.10 each or such other nominal amount prevailing from time to time in the capital of the Company;
“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers.



**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)**

*Executive Directors:*

Mr. LI Chao Wang (*Chairman*)  
Ms. YU Yi Fang (*Vice Chairman*)  
Ms. ZHANG Dong Fang (*Chief Executive Officer*)  
Mr. DONG Yi Ping (*Chief Technology Officer*)

*Non-Executive Directors:*

Mr. Johann Christoph MICHALSKI  
Mr. Ulf Olof Lennart SODERSTROM  
Mr. CHIU Bun (alternate to Mr. MICHALSKI  
and Mr. SODERSTROM)

*Independent Non-Executive Directors:*

Dr. CAO Zhen Lei  
Mr. KAM Robert  
Mr. HUI Chin Tong, Godfrey  
Mr. TSUI King Fai

*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.

22 April 2013

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(1) RE-ELECTION OF DIRECTORS;**  
**(2) GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with requisite information regarding resolutions to be proposed at the AGM. The proposed resolutions include (i) re-election of Directors; and (ii) grant of general mandates to issue and to repurchase Shares.

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## LETTER FROM THE BOARD

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### 2. RE-ELECTION OF DIRECTORS

The Board currently comprises ten Directors, of which four are Executive Directors, namely Mr. LI Chao Wang, Ms. YU Yi Fang, Ms. ZHANG Dong Fang and Mr. DONG Yi Ping; two are Non-Executive Directors, namely Mr. Johann Christoph MICHALSKI and Mr. Ulf Olof Lennart SODERSTROM; and four are Independent Non-Executive Directors, namely Dr. CAO Zhen Lei, Mr. KAM Robert, Mr. HUI Chin Tong, Godfrey and Mr. TSUI King Fai.

In accordance with Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy of the Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting.

In accordance with Article 87(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (save and except those Directors in respect of whom the provision of Article 86(3) applies) or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last re-election but as between persons who became Directors on the same day, those to retire shall (unless otherwise agree between themselves) be determined by lot. Accordingly, Ms. ZHANG Dong Fang, Mr. Ulf Olof Lennart SODERSTROM, Dr. CAO Zhen Lei and Mr. KAM Robert will retire by rotation and, being eligible, offer themselves for re-election at the AGM.

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out in Appendix I to this circular.

### 3. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

It will be proposed at the AGM to grant to the Directors general mandates (i) to allot, issue and deal with Shares up to a limit equal to 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of Shares repurchased by the Company under the Repurchase Mandate and (ii) a Repurchase Mandate to purchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 999,532,686 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 199,906,537 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the AGM.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the

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## LETTER FROM THE BOARD

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Articles of Association or by any applicable laws to be held; or (c) the passing of ordinary resolution(s) by Shareholders in general meeting revoking or varying the authority given to the Directors.

An explanatory statement, as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate, is set out in Appendix II to this circular.

#### **4. ANNUAL GENERAL MEETING**

A notice convening the AGM to be held on Friday, 24 May 2013 is set out on pages 12 to 15 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. You are requested to complete the form of proxy and return it to the share registrar of the Company, Computershare Hong Kong Investor Services Limited, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, whether or not you intend to be present at the AGM. Completion and return of the form of proxy will not prevent you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

#### **5. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM.

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange and the website of the Company.

#### **6. RECOMMENDATION**

The Board is of the opinion that the re-election of Directors and the granting of general mandates to Directors to issue and repurchase Shares are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
By Order of the Board  
**LI Chao Wang**  
*Chairman*

The biographical and other details of the Directors proposed to be re-elected at the AGM are set out as follows:

**Ms. ZHANG Dong Fang (張東方)**, aged 50, joined Vinda as Chief Executive Officer (the “CEO”) and Executive Director in February 2010. Ms. ZHANG has seasoned management experience gained in multi-national enterprise and FCMG industry. Prior to joining Vinda, she was the vice president-North Asia Division of a Swiss multi-national group which is engaged in the production and sales of flavors and fragrances for use in perfumes, cosmetics, food and beverage, as well as household products. Ms. ZHANG acted as the managing director of the said group responsible for its business in Greater China from 1998 to 2008. Ms. ZHANG graduated from Guangdong Foreign Language and Trade University with a bachelor’s degree in art in 1983. She also graduated from International Institute for Management Development (IMD) with a diploma in business management in 1993.

Pursuant to the service agreement, the appointment of Ms. ZHANG is for an initial term of three years commencing from 7 January 2013 and her appointment would continue thereafter unless and until terminated by either party by giving at least three months notice in writing. Ms. ZHANG is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. For the financial year ended 31 December 2012, Ms. ZHANG’s remuneration is RMB2,167,100, which is commensurate with her duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Ms. ZHANG is entitled to a management bonus to be determined by the Board and remuneration committee. The Board has distributed HK\$1,500,000 bonus to Ms. ZHANG for the financial year ended 31 December 2012.

Save as disclosed above, Ms. ZHANG has not held directorship in other listed company during the past three years. She has not previously held and is not holding any other position with the Company and its subsidiaries. She does not have other relationships with any directors, senior management, or other substantial or controlling Shareholder(s) of the Company for the purpose of the Listing Rules. There is no other matters relating to her re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is not other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Ms. ZHANG has an interest in share options of the Company to subscribe for 6,933,000 Shares within the meaning of Part XV of the SFO.

**Mr. Ulf Olof Lennart SODERSTROM**, aged 49, was appointed as a Non-Executive Director of the Board on 30 March 2011 and he is the President of Svenska Cellulosa Aktiebolaget (“SCA”) Asia Pacific based in Shanghai, PRC. Mr. SODERSTROM joined SCA in 2009 as Senior Vice President, Business Development and Strategy, responsible for IT, acquisitions, business intelligence and sustainability. He has many years of experience in executive positions in business. He joined SCA from Boliden (leading European metals company) as President of Business Area Market, responsible for marketing and sales, strategy process, market analysis and internal and external communication. His



background also includes serving in senior positions at Scania and Forcenergy, among other companies. Mr. SODERSTROM studied economics at the University of Stockholm and received a Master of Business Administration from the Stockholm School of Economics.

Pursuant to the appointment letter, the appointment of Mr. SODERSTROM is for an initial term commencing on 31 March 2011 and ending 31 December 2012 and may be terminated by either party by giving at least one month's notice in writing. The appointment may be extended for such period as the Company and Mr. SODERSTROM may agree in writing. Mr. SODERSTROM is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association. For the financial year ended 31 December 2012, Mr. SODERSTROM's remuneration is HK\$23,006, which is commensurate with his duties and responsibilities as non-execute director and the prevailing market situation. Mr. SODERSTROM will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. SODERSTROM has an interest in the share option of the Company to subscribe for 290,000 Shares within the meaning of Part XV of the SFO. Mr. SODERSTROM holds 8,000 shares of SCA, representing 0.0011% of the outstanding capital of SCA, a substantial Shareholder of the Company. Save as disclosed above, Mr. SODERSTROM has not held any directorships in any public listed companies in the past three years and is not connected with any directors, senior management or substantial or controlling Shareholder(s) of the Company for the purpose of the Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders.

**Dr. CAO Zhen Lei (曹振雷)**, aged 54, was appointed as an Independent Non-Executive Director on 19 June 2007. Dr. CAO is the vice president of the Sinolight Corporation. With more than 20 years of experience in research and management in the pulp and paper industry in China, Dr. CAO also serves as secretary-general of the Standing Committee of the China Technical Association of Paper Industry and Senior Advisor of the All-China Federation of Industry and Commerce's Papermakers Association. Dr. CAO is an independent director of Shangdong Huatai Paper Industry Joint Stock Co., Ltd., a company listed in the PRC. Dr. CAO holds a bachelor's degree from the South China University of Technology with a specialization in the pulp and paper industry, a master's degree in paper making from the Light Industry Institute of Science and Technology, a Ph.D. in chemical engineering from the University of Saskatchewan and an Executive M.B.A. from Peking University's Guanghua School of Management.

Pursuant to the appointment letter, the appointment of Dr. CAO is for an initial term commencing on 19 June 2007 and ending on 31 December 2008 and may be terminated by either party by giving at least one month's notice in writing. The appointment may be extended for such period as the Company and Dr. CAO may agree in writing. Dr. CAO is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. For the financial year ended 31 December 2012, Dr. CAO's

remuneration is HK\$207,000, which is commensurate with his duties and responsibilities as an Independent Non-Executive Director and is approved by the Board with reference to the prevailing market situation. Dr. CAO will not be entitled to any bonus payment.

Save as disclosed above, Dr. CAO has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling Shareholder(s) of the Company for the purpose of the Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Dr. CAO has an interest in share option of the Company to subscribe for 290,000 Shares within the meaning of Part XV of the SFO.

**Mr. KAM Robert (甘廷仲)**, aged 55, was appointed as an Independent Non-Executive Director on 19 June 2007. Mr. KAM started his career with one of the Big Four international accounting firms and currently is a partner in the chartered accountancy firm, Kam & Beadman, based in Sydney, Australia. He has many years of experience in providing audit, tax and accounting services, including public company statutory audits, information systems audits and internal audits. Mr. KAM graduated with a bachelor of commerce degree from the University of Western Australia. Mr. KAM is a chartered accountant and a member of the Institute of Chartered Accountants in Australia, a Registered Auditor in New South Wales, Australia and a Registered Auditor of the Australian Securities Commission. Mr. KAM is also a Justice of the Peace for the State of New South Wales in Australia.

Pursuant to the appointment letter, the appointment of Mr. KAM is for an initial term commencing on 19 June 2007 and ending on 31 December 2008 and may be terminated by either party by giving at least one month's notice in writing. The appointment may be extended for such period as the Company and Mr. KAM may agree in writing. Mr. KAM is subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. For the financial year ended 31 December 2012, Mr. KAM's remuneration is HK\$276,000, which is commensurate with his duties and responsibilities as an independent non-executive Director and is approved by the Board with reference to the prevailing market situation. Mr. KAM will not be entitled to any bonus payment.

Save as disclosed above, Mr. KAM has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Company and its subsidiaries. He does not have other relationships with any directors, senior management, or other substantial or controlling Shareholder(s) of the Company for the purpose of the Listing Rules. There is no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information that are required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is not other matters which need to be brought to the attention of the Shareholders. As at the Latest Practicable Date, Mr. KAM has an interest in share option of the Company to subscribe for 290,000 Shares within the meaning of Part XV of the SFO.

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for their consideration of the proposed Repurchase Mandate.

### **REASONS FOR REPURCHASE MANDATE**

Whilst the Directors do not presently intend to repurchase any Shares, they believe that the flexibility afforded by the mandate granted to them if the ordinary resolution no. 6 set out in the notice of AGM is passed would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years and if there are occasions in the future when Shares are being traded at a discount to their underlying value, the ability of the Company to repurchase Shares can be beneficial to those Shareholders who retain their investment in the Company since this may, depending on the circumstances, result in increases to the fully diluted net assets and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company is 999,532,686 fully paid-up ordinary Shares of HK\$0.10 each.

The exercise of the Repurchase Mandate up to 10% limit would enable the Company to repurchase 99,953,268 Shares.

### **SOURCE OF FUNDS FOR REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cash flow or working capital facilities, which will be funded legally available for such purpose in accordance with its Memorandum and Articles of Association and the Companies Ordinance. Such funds include but are not limited to the Company's profits available for distribution.

Whilst the Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, the Directors expect to exercise such mandate if and to such extent only as they are satisfied that the exercise thereof will not have such a material adverse impact.

### **UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the Memorandum and Articles of Association of the Company.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, presently intend to sell any Shares to the Company under the Repurchase Mandate in the event that the latter is granted by the Shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company, in the event that Repurchase Mandate is granted by the Shareholders.

### TAKEOVERS CODE

If as a result of share repurchase by the Company, a Shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 10% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Shares held/ Interested	Approximate Percentage of Shareholding
Fu An International Company Limited	237,306,235 <i>(Note 1)</i>	23.74%
SCA Hygiene Holding AB	216,431,897 <i>(Note 2)</i>	21.65%

*Notes:*

1. These Shares are registered in the name of Fu An International Company Limited which is held as to 74.21% by Sentential Holdings Limited, 15.79% by Join Pride International Limited and 10.00% by Daminos Management Limited. The entire issued share capital of Sentential Holdings Limited is held by LI Chao Wang. Under the SFO, Sentential Holdings Limited and LI Chao Wang are all deemed to be interested in the Shares held by Fu An International Company Limited.
2. These Shares are registered in the name of SCA Hygiene Holding AB, which is indirectly wholly-owned by Svenska Cellulosa Aktiebolaget, a company whose shares are traded on the Stockholm, London and New York (as ADRs) stock exchanges. Under the SFO, Svenska Cellulosa Aktiebolaget is deemed to be interested in the Shares hold by SCA Hygiene Holding AB.

In the event that the Directors exercised in full the power to repurchase Shares of the Company, in accordance with the terms of the ordinary resolution no. 6 to be proposed at the AGM, the aforesaid interests of Fu An International Company Limited and SCA Hygiene Holding AB in the issued share capital of the Company would be proportionally increased to approximately 26.38% and 24.06% respectively. Such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to repurchase Shares which would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

**MARKET PRICE**

The highest and lowest traded market prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2012</b>		
April	13.86	11.72
May	14.28	12.00
June	13.00	11.26
July	13.12	11.14
August	13.76	11.76
September	12.38	9.73
October	11.28	10.30
November	12.38	10.60
December	10.92	10.06
<b>2013</b>		
January	11.38	10.36
February	11.60	10.48
March	11.24	10.30
April (up to the Latest Practicable Date)	11.16	10.30

**SHARES REPURCHASES MADE BY THE COMPANY**

No repurchases of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.



**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 IS HEREBY GIVEN THAT** the Annual General Meeting (the “Meeting”) of Vinda International Holdings Limited (the “Company”) will be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Friday, 24 May 2013 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2012;
2. To declare a final dividend;
3. To re-elect the retiring directors of the Company and to authorise the board of directors of the Company (the “Directors”) to fix the remuneration of the Directors;
4. To re-appoint auditors and to authorise the Directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) an issue of shares upon the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company or (iv) any script dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or by any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”



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## NOTICE OF ANNUAL GENERAL MEETING

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6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

**“THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange on which the securities of the Company may be listed and is recognised by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of securities of the Company repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
  - (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required the Articles of Association of the Company or by any applicable laws to be held; and
    - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this Resolution.”
7. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

**“THAT** power be given to the Directors to add the number of shares purchased by the Company pursuant to the general mandate referred to in Resolution 6 set out in this notice to the 20 per cent. general mandate to issue new shares referred to in Resolution 5 set out in this notice.”



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## NOTICE OF ANNUAL GENERAL MEETING

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8. To transact any other business.

By Order of the Board  
**TSANG Zee Ho, Paul**  
*Company Secretary*

Hong Kong, 22 April 2013

**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 share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M 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. The register of members of the Company will be closed from 21 May 2013 to 24 May 2013, both dates inclusive, during which period no transfer of shares will be registered in order to ascertain shareholders' eligibility to attend and vote at the AGM, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 20 May 2013.

In addition, the register of members of the Company will be closed from 6 June 2013 to 10 June 2013, both dates inclusive, during which period no transfer of shares will be registered in order to ascertain shareholders' entitlement to the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 5 June 2013.