

*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)**

### **STATUS OF SATISFACTION OF PRE-CONDITIONS AND MONTHLY UPDATE**

**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 announcement dated 18 December 2023 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). Since the date of the Announcement:

- (i) the Offeror has submitted the merger control filing and materials to the Anti-trust Bureau of SAMR. The Anti-trust Bureau of SAMR officially accepted the Offeror’s merger control filing under its simplified procedure on 19 January 2024;
- (ii) the Offeror has received advice from its legal adviser that, with respect to the Offer, it is not required under applicable law to make a merger control filing with or to obtain approval from the Japan Fair Trade Commission; and
- (iii) the Offeror has received advice from its legal adviser that a merger control filing to the Taiwan Fair Trade Commission is required under applicable law and such filing was made on 19 January 2024.

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, 5 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.*