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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)

DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by Vinda International Holdings Limited (the “**Company**”) in compliance with the requirements under Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the Company’s announcement dated 13 June 2011 regarding a term loan facility agreement (the “**Facility Agreement**”) entered into by the Company with certain financial institutions on 13 June 2011 for a term loan facility in an aggregate principal amount of HK\$750,000,000. The Facility Agreement provides that, among others, in the event that Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping collectively do not or cease to own, directly or indirectly, not less than 30% of the beneficial interest in the Company, carrying not less than 30% of the voting right, it constitutes an event of default.

The board of directors of the Company wishes to announce that on 16 May 2012, the Facility Agreement was varied such that the following events will constitute an event of default:

- (a) Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping collectively do not or cease to own, directly or indirectly, not less than 25% of the beneficial interest in the Company, carrying not less than 25% of the voting right; and
- (b) SCA Hygiene Holding AB, a substantial shareholder of the Company, do not or cease to own, directly or indirectly, not less than 15% of the beneficial interest in the Company, carrying not less than 15% of the voting right.

If an event of default under the Facility Agreement occurs, the financial institutions may declare any commitment under the Facility Agreement to be cancelled and/or declare all outstanding amounts together with interest accrued thereon and all other sums payable by the Company under the Facility Agreement to be immediately due and payable.

Save for the above, all the other terms of the Facility Agreement shall remain unchanged and continue in full force and effect.

GENERAL

As at the date of this announcement, Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping together, through Fu An International Company Limited, own 30.33% of the entire issued share capital of the Company and is the single largest shareholder of the Company.

The Company will comply with the continuing disclosure requirements under Rule 13.21 of the Listing Rules for so long as circumstances giving rise to the disclosure obligation continues to exist.

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

Hong Kong, 16 May 2012

As at the date of this announcement, the executive Directors are Mr. Li Chao Wang, Ms. Yu Yi Fang, Ms. Zhang Dong Fang and Mr. Dong Yi Ping; the non-executive Directors are Mr. Johann Christoph Michalski, Mr. Ulf Olof Lennart Soderstrom and Mr. Chiu Bun (alternate to Mr. Michalski and Mr. Soderstrom); and the independent non-executive Directors are Dr. Cao Zhen Lei, Mr. Kam Robert, Mr. Hui Chin Tong Godfrey and Mr. Tsui King Fai.