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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**

**VOLUNTARY UNCONDITIONAL 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)**

**(1) DESPATCH OF COMPULSORY ACQUISITION NOTICES  
IN RESPECT OF  
COMPULSORY ACQUISITION OF THE REMAINING OFFER SHARES  
(2) CLOSURE OF THE REGISTER  
AND  
(3) WITHDRAWAL OF LISTING OF THE SHARES**

**Lead Financial Adviser to the Offeror**



**BNP PARIBAS**

**Joint Financial Adviser to the Offeror**



**Financial Adviser to the Company**



**Independent Financial Adviser  
to the Company**



Reference is made to (i) the composite offer and response document dated 8 March 2024 jointly issued by Isola Castle Ltd (the “**Offeror**”) and Vinda International Holdings Limited (the “**Company**”) in relation to the voluntary conditional cash offer for all the issued shares of the Company (other than those already owned by the Offeror and the Offeror Concert Parties) (the “**Composite Document**”); (ii) the announcement dated 11 March 2024 jointly issued by the Offeror and the Company in relation to, among others, the Offer having become unconditional in all respects on the same day; (iii) the announcement dated 22 March 2024 jointly issued by the Offeror and the Company in relation to, among other things, the level of acceptance having reached the compulsory acquisition threshold; and (iv) the announcement dated 2 April 2024 jointly issued by the Offeror and the Company in relation to, among other things, the close of the Offer and the results of the Offer (the “**Closing Announcement**”).

Capitalised terms used herein shall have the same meanings as defined in the Composite Document and the Closing Announcement unless the context requires otherwise. All times and dates contained in this announcement refer to Hong Kong times and dates.

## **DESPATCH OF COMPULSORY ACQUISITION NOTICES**

As disclosed in the Closing Announcement, as the Offeror had received valid acceptances in respect of not less than 90% of the Offer Shares pursuant to the Offer, the Offeror intended to exercise its rights, pursuant to section 88 of the Companies Act and in accordance with Rule 2.11 of the Takeovers Code, to compulsorily acquire the Remaining Offer Shares on the same terms as the Offer (i.e. at the Offer Price of HK\$23.50 per Offer Share) (the “**Compulsory Acquisition**”).

On Tuesday, 9 July 2024, pursuant to section 88 of the Companies Act, the Offeror despatched the Compulsory Acquisition Notices to all Shareholders holding the Remaining Offer Shares (the “**Remaining Offer Shareholders**”). A copy of the Compulsory Acquisition Notice is published on the websites of the Stock Exchange and the Company.

The Offeror will be entitled and bound to acquire the Remaining Offer Shares at HK\$23.50 per Remaining Offer Share (less seller’s ad valorem stamp duty) (the “**Compulsory Acquisition Consideration**”), on the same terms as the Offer, unless any dissenting Remaining Offer Shareholder makes an application to the Grand Court within one month from the date of the Compulsory Acquisition Notice and the Court thinks fit to order otherwise. Completion of the Compulsory Acquisition is expected to take place on Thursday, 15 August 2024.

Remaining Offer Shareholders whose Remaining Offer Shares are to be acquired pursuant to the Compulsory Acquisition should note that they will not receive payment of the Compulsory Acquisition Consideration until after completion (assuming that no dissenting Remaining Offer Shareholder has made an application with the Grand Court) of the Compulsory Acquisition (which includes updating the register of members of the Company (the “**Register**”) to reflect the transfer to the Offeror of the Shares acquired pursuant to the Compulsory Acquisition). In accordance with the Companies Act, the aggregate amount of the Compulsory Acquisition Consideration will be paid by the Offeror to the Company (rather than directly to the Remaining Offer Shareholders), and the Company will hold such sums received in a separate bank account on trust for the Remaining Offer Shareholders until the earlier of (i) the Remaining Offer Shareholders being paid the Compulsory Acquisition Consideration; and (ii) the expiry of six years from the date of completion of the Compulsory Acquisition.

Remaining Offer Shareholders who are in doubt as to the action they should take should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser. If Remaining Offer Shareholders are in doubt as to their rights and obligations under the Companies Act in respect of the Compulsory Acquisition, they should consult a lawyer or other professional adviser authorised to advise on matters of Cayman Islands law.

## **CLOSURE OF THE REGISTER**

To facilitate the despatch of the cheques for the Compulsory Acquisition Consideration (the “**Compulsory Acquisition Cheques**”), as permitted by and in accordance with Article 44 of the articles of association of the Company, the Register will be closed from Monday, 12 August 2024 to Thursday, 15 August 2024 (both dates inclusive). Any Remaining Offer Shareholder wishing to lodge a share transfer for entry into the Register must lodge such transfer, together with the relevant share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), with the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, as soon as possible, but in any event such transfer (and related documents as mentioned above) must reach the Registrar by no later than 4:30 p.m. on Friday, 9 August 2024.

If no dissenting Remaining Offer Shareholders has filed an application with the Grand Court within one month from the date of the Compulsory Acquisition Notice to object to the Compulsory Acquisition, (i) completion of the Compulsory Acquisition will occur on Thursday, 15 August 2024; (ii) the Register will be updated to reflect the transfer to the Offeror of the Shares acquired pursuant to the Compulsory Acquisition Notices; and (iii) the Compulsory Acquisition Cheques will be despatched to the persons whose names appear on the Register on Monday, 12 August 2024 or other persons entitled thereto as soon as practicable and in any event no later than the end of September 2024.

**WITHDRAWAL OF LISTING OF THE SHARES**

Trading in the Shares was suspended with effect from 9:00 a.m. on Wednesday, 3 April 2024 and will remain suspended until the withdrawal of the listing of the Shares following completion of the Compulsory Acquisition.

An application will be made to the Stock Exchange for the withdrawal of listing of the Shares from the Stock Exchange under Rule 6.15(1) of the Listing Rules. Assuming that completion of the Compulsory Acquisition occurs on Thursday, 15 August 2024, it is expected that the listing of the Shares will be withdrawn from the Stock Exchange with effect from 9:00 a.m. on Friday, 16 August 2024.

The timetable set forth below is indicative only with reference to the requirements under the Companies Act and is subject to change. Further announcement(s) will be made in the event that there is any change to this indicative timetable:

<b>Event</b>	<b>Hong Kong time and dates</b>
Despatch of Composite Document . . . . .	On Friday, 8 March 2024
Closing Date . . . . .	4:00 p.m. on Tuesday, 2 April 2024
Suspension of trading in the Shares on the Stock Exchange . . . . .	9:00 a.m. on Wednesday, 3 April 2024
Despatch of the Compulsory Acquisition Notices . . . . .	On Tuesday, 9 July 2024

<b>Event</b>	<b>Hong Kong time and dates</b>
Latest time for lodging transfers for entry into the Register .....	By no later than 4:30 p.m. on Friday, 9 August 2024
Closure of the Register for determining entitlements under the Compulsory Acquisition .....	From Monday, 12 August 2024 to Thursday, 15 August 2024 (both dates inclusive)
Completion of Compulsory Acquisition .....	On Thursday, 15 August 2024
Date of withdrawal of listing of the Shares .....	9:00 a.m. on Friday, 16 August 2024
Despatch of Compulsory Acquisition Cheques .....	As soon as practicable after Thursday, 15 August 2024 and in any event no later than the end of September 2024

Further announcement(s) will be made with respect to the completion of the Compulsory Acquisition and the withdrawal of listing of the Shares from the Stock Exchange.

By order of the board of directors of  
**ISOLA CASTLE LTD**  
**Lee Chong**  
*Director*

By order of the Board of  
**Vinda International Holdings Limited**  
**Hu Wei**  
*Chairman*

Hong Kong, China, 9 July 2024

*As at the date of this announcement, the Board comprises Mr. Hu Wei as executive Director; Mr. Lee Chong and Mr. George Thomas Dantas as non-executive Directors; and Mr. Tsui King Fai, Mr. Wong Kwai Huen, Albert, Mr. Law Hong Ping, Lawrence and Dr. Cao Zhenlei as independent non-executive Directors.*