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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

The notice of AGM of Vinda International Holdings Limited to be held at Magnolia Room and Camomile Room, Lower level II, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 May 2021 at 2:00 p.m. is set out on pages 23 to 28 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 AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

References to time and dates in this circular are to Hong Kong time and dates.

In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement additional precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening;
- mandatory use of surgical face masks;
- mandatory health declaration – any Shareholder subject to quarantine, has any flu-like symptoms or has travelled overseas within 21 days immediately before the AGM ("Recent Travel History"), or has close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM;
- no distribution of corporate gifts of any kind including cake coupons and refreshments;
- anyone attending the AGM is reminded to observe good personal hygiene at all times; and
- appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.

In light of the continuing risks posed by the COVID-19 pandemic, Shareholders may consider appointing the chairman of the AGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person. Shareholders are advised to read the leaflet attached to this circular for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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DEFINITIONS

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 Magnolia Room and Camomile Room, Lower level II, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 May 2021 at 2:00 p.m.;
“Article”	an article of the Articles of Association;
“Articles of Association”	the articles of association of the Company as may be amended from time to time;
“Board”	the board of Directors;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 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;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong” or “HKSAR”	Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	the general and unconditional mandate to be voted at the AGM to grant to the Directors to exercise the powers of the Company to allot, issue and deal with the Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution approving such mandate;

DEFINITIONS

“Latest Practicable Date”	31 March 2021, 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;
“Memorandum”	the memorandum of association of the Company as may be amended from time to time;
“Nomination Committee”	the nomination committee of the Company;
“PRC”	the People’s Republic of China;
“Repurchase Mandate”	the general and unconditional mandate to be voted at the AGM to grant to the Directors authorising the repurchases by the Company on the Stock Exchange of Shares not exceeding 10% of the total number of issued Shares as at the date of passing the resolution approving such mandate;
“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 the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



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. LI Jielin (*Chief Executive Officer*)
Mr. DONG Yi Ping (*Chief Technology Officer*)

Non-Executive Directors:

Mr. Jan Christer JOHANSSON (*Vice Chairman*)
Mr. Carl Magnus GROTH
Mr. Carl Fredrik Stenson RYSTEDT
Mr. Johann Christoph MICHALSKI

Independent Non-Executive Directors:

Ms. LEE Hsiao-yun Ann
Mr. TSUI King Fai
Mr. WONG Kwai Huen, Albert
Mr. LAW Hong Ping, Lawrence

Alternate Directors:

Mr. Gert Mikael SCHMIDT
(alternate to Mr. JOHANSSON and Mr. GROTH)
Mr. Dominique Michel Jean DESCHAMPS
(alternate to Mr. RYSTEDT)

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Penthouse
East Ocean Centre
98 Granville Road
Tsim Sha Tsui East
Kowloon, Hong Kong

13 April 2021

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, among others, (i) re-election of Directors; and (ii) the grant of general mandates to issue and to repurchase Shares.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTORS

The Board currently comprises twelve Directors, of which four are Executive Directors, namely Mr. LI Chao Wang, Ms. YU Yi Fang, Ms. LI Jieli and Mr. DONG Yi Ping; four are Non-Executive Directors, namely Mr. Jan Christer JOHANSSON, Mr. Carl Magnus GROTH, Mr. Carl Fredrik Stenson RYSTEDT and Mr. Johann Christoph MICHALSKI; and four are Independent Non-Executive Directors, namely Ms. LEE Hsiao-yun Ann, Mr. TSUI King Fai, Mr. WONG Kwai Huen, Albert and Mr. LAW Hong Ping, Lawrence.

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 or as an addition to the existing Board shall hold office until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Mr. Johann Christoph MICHALSKI who was appointed by the Board as a Non-Executive Director with effect from 1 October 2020, will retire at the AGM and, being eligible, offer himself for re-election at the AGM. For the details of the appointment of Mr. Johann Christoph MICHALSKI as a Non-Executive Director, please refer to the announcements of the Company dated 16 July 2020 and 30 September 2020. Mr. LAW Hong Ping, Lawrence who was appointed by the Board as an Independent Non-Executive Director with effect from 1 November 2020, will retire at the AGM and, being eligible, offer himself for re-election at the AGM. For the details of the appointment of Mr. LAW Hong Ping, Lawrence as an Independent Non-Executive Director, please refer to the announcement of the Company dated 28 October 2020.

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) of the Articles of Association 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, Mr. LI Chao Wang, Ms. LI Jieli, Mr. Jan Christer JOHANSSON and Ms. LEE Hsiao-yun Ann 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.

LETTER FROM THE BOARD

Recommendation of the Nomination Committee and the Board with respect to the Independent Non-executive Directors subject to re-election at the AGM

Based on the nomination policy of the Company, when evaluating and selecting candidates for directorships, the members of the Nomination Committee and the Board shall consider to the following criteria:

- a) character and integrity;
- b) qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategies;
- c) the board diversity policy of the Company and any measurable objectives adopted by the Nomination Committee for achieving diversity on the Board;
- d) willingness to devote adequate time to discharge duties as a Board member and other directorships and significant commitments;
- e) in case of Independent Non-Executive Directors, whether the candidates would be considered independent in accordance with the Listing Rules;
- f) in case of re-election, the overall contribution and service to the Company of the Director to be re-elected and the level of participation and performance on the Board; and
- g) such other perspectives appropriate to the Company's business.

After assessing the candidates based on the Company's nomination policy, the Nomination Committee and the Board believe the re-election of Mr. LAW and Ms. LEE as Independent Non-executive Directors would be good to the Company's development.

LETTER FROM THE BOARD

The Nomination Committee and the Board are also of the view that the continuation of Mr. LAW and Ms. LEE serving as Independent Non-executive Directors enables the maintenance of board diversity of the Company by continuing to contribute their own perspectives, skills, expertise and experience, as further described in their biographies in Appendix I to this circular. In particular, Mr. LAW has extensive experience in the banking and finance industry while Ms. LEE has expertise and extensive experience in the asset management industry. While Mr. LAW was recently appointed in November 2020, he has spent sufficient time in understanding the Group's business and operations through participating in Board meetings and meetings with the Chairman and senior management of the Company as well as visiting the production facility of the Group. As to Ms. LEE, she has been serving the Board since March 2018 with good understanding of the Group's diversified operations across the regions. During her tenure of service to the Board, she had devoted sufficient time in fulfilling her role in the Company and gave independent opinions and views to the Board from time to time. Further, the continue contribution of Ms. LEE to the Board also enables the maintenance of board diversity of the Company from the aspect of gender.

Mr. LAW and Ms. LEE have confirmed their independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee and the Board have also assessed and reviewed the confirmation of independence of Mr. LAW and Ms. LEE based on the criteria set out in Rule 3.13 of the Listing Rules, and are satisfied that they remain independent.

The Nomination Committee and the Board also further considered and are of the view that Mr. LAW and Ms. LEE are able to devote sufficient time and attention to perform the duties as Independent Non-executive Directors in view of their prior participation and performance at Board meetings during their tenure.

As such, the Nomination Committee proposed the re-election of Mr. LAW and Ms. LEE as Independent Non-executive Directors to the Board, and based on such recommendation, the Board believes the re-election of Mr. LAW and Ms. LEE as Independent Non-executive Directors is in the best interests of the Company and its Shareholders as a whole and therefore recommend that they should be re-elected at the AGM.

LETTER FROM THE BOARD

3. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

It will be proposed at the AGM to grant to the Directors (i) a general mandate to allot, issue and deal with Shares up to a limit equal to 20% of the total number of issued Shares as at the date of passing the relevant resolution and adding to such general mandate so granted to the Directors any Shares representing the number of Shares repurchased by the Company under the Repurchase Mandate; and (ii) a Repurchase Mandate to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,200,029,373 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 240,005,874 Shares representing 20% of the total number of issued Shares as 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 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. AGM

A notice convening the AGM to be held on Wednesday, 12 May 2021 is set out on pages 23 to 28 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 Company's branch share registrar, 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.

LETTER FROM THE BOARD

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 except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. 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 the Issue Mandate and the Repurchase Mandate to Directors are in the best interests of the Company and the Shareholders as a whole. 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:

Mr. Johann Christoph MICHALSKI, aged 55, was appointed as a Non-Executive Director with effect from 1 October 2020. Mr. MICHALSKI was appointed as a Non-Executive Director in 2008 and was subsequently appointed as Executive Director and Chief Executive Officer of the Company between 1 October 2015 and 30 September 2020. Since 1 November 2020, Mr. MICHALSKI has been the President and CEO of BillerudKorsnäs, a company listed on Nasdaq Stockholm. He has over 20 years of experience in leadership roles in business development and strategy, consumer marketing and product innovation in the consumer goods industry. Mr. MICHALSKI had been the President of Svenska Cellulosa Aktiebolaget (“SCA”) Global Hygiene Category overseeing the global marketing and research and development and the President of SCA’s Asia Pacific business unit based in Shanghai, China. Prior to joining SCA, he had held a number of senior management positions in a New Zealand dairy group, Fonterra, as well as a global FMCG company, Unilever. Mr. MICHALSKI has a master’s degree in Economics from Kiel University, Germany. From January 2020 to November 2020, Mr. MICHALSKI was nominated as Honorary Representative of the Free and Hanseatic City of Hamburg for Pearl River Delta/South China under the HamburgAmbassador programme.

Mr. MICHALSKI is a member of the remuneration committee and the strategic development committee of the Company.

The Company and Mr. MICHALSKI entered into a letter of appointment in respect of the appointment of Mr. MICHALSKI as a Non-Executive Director for a term of three years commencing on 1 October 2020. He will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Mr. MICHALSKI’s existing remuneration is HK\$1,890,000 per annum, which is determined with reference to his duties and responsibilities in the Company and the prevailing market situation. Mr. MICHALSKI will not be entitled to any bonus payment in his capacity as a Non-Executive Director. Mr. MICHALSKI has received a bonus payment of HK\$3,810,268 from the Company for the financial year ended 31 December 2020 for his performance as Executive Director from 1 January 2020 to 30 September 2020.

Save as disclosed above and as at the Latest Practicable Date, Mr. MICHALSKI has not held directorship in other listed company during the past three years. 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. He does not hold any other position in the Group and has not held any other major appointments and professional qualifications.

As at the Latest Practicable Date, the interests of Mr. MICHALSKI in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) are set out below:

Long positions in the shares, underlying shares and debentures of the Company:

	Number of Shares and underlying shares held under equity derivatives			Approximate percentage (%) of interests <i>(Note)</i>
	Personal interests (held as beneficial owner)	Corporate interests (interests of controlled corporations)	Total interest	
Shares	242,000	–	242,000	0.02

Note: Actual percentages may not equal to the stated figures due to rounding.

Long positions in shares, underlying shares and debentures of associated corporations of the Company:

	Class of shares in associated corporation	Number of Shares and underlying shares held under equity derivatives			Approximate percentage (%) of interests <i>(Note)</i>
		Personal interests (held as beneficial owner)	Corporate interests (interests of controlled corporations)	Total interest	
Essity Aktiebolag (publ)	Class B shares	5,276	–	5,276	0.0008

Notes: 1. Actual percentages may not equal to the stated figures due to rounding.

2. As at the Latest Practicable Date, the total number of registered shares in the share capital of Essity Aktiebolag (publ) was 702,342,489, of which 61,734,472 are Class A shares and 640,608,017 are Class B shares.

There is no other matters relating to re-election of Mr. MICHALSKI 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.

Mr. LAW Hong Ping, Lawrence (羅康平), aged 66, was appointed as Independent Non-executive Director with effect from 1 November 2020. He has over 30 years of management experience in banking and property leasing. Mr. LAW is the founder of L1 Finance Limited, a company incorporated on 28 May 2019 in Hong Kong and is principally engaged in retail loan and financing, and has been a non-executive director of HKMC Insurance Limited, a company principally engaged in mortgage insurance and loan guarantee business, since June 2019. Mr. LAW started his career as a planner in China Light and Power Co. Ltd. (now CLP Power Hong Kong Limited) and was involved in tariff and long term planning on electricity power in Hong Kong. He then worked for 23 years with HSBC and held various management positions covering a spectrum of activities of the bank. Mr. LAW's last position with HSBC was head of banking services, being the business and products head for key banking products, from June 2003 to March 2006. Mr. LAW subsequently joined Bank of China (Hong Kong) Limited as general manager for retail banking from April 2006 to December 2009 and later joined Sino Land Company Limited as an associate director for leasing matters from October 2010 to June 2012. Mr. LAW was an external supervisor of Ping An Bank between 2010 and early 2014. He was an independent non-executive director of China Oilfield Services Limited (Hong Kong stock code: 2883; Shanghai stock code: 601808) from May 2014 to May 2020.

Mr. Law was a director of the following Hong Kong incorporated companies prior to their dissolutions:

Name of companies	Principal business prior to dissolution	Date of dissolution	Means of dissolution	Reasons for dissolution
Hi Fi Company Limited	Design and manufacturing of hi-fi equipment	8 March 2019	Deregistration	Cessation of business
Vincera Consulting Limited	Advising business strategy and organisation review	9 February 2018	Deregistration	Cessation of business
Higher-Fidelity Industrial (International) Limited	Design and manufacturing of hi-fi equipment	9 August 2002	Striking off	Cessation of business
Profit Castle Investment Limited	Investment	7 July 2000	Deregistration	Cessation of business

Mr. Law confirmed that each of the above companies was solvent at the time of it being dissolved by deregistration or striking off.

Mr. LAW graduated from the Middlesex Polytechnic University, UK with a Bachelor's degree in Social Science, major in Economics, and obtained a Master's degree in Econometrics from Queen Mary College of the University of London, UK in 1980. He is also the honorary treasurer and financial adviser of the Hong Kong Girl Guides Association.

Mr. LAW is currently a member of the Nomination Committee, audit committee and remuneration committee of the Company.

Pursuant to the letter of appointment, the term of appointment of Mr. LAW is from 1 November 2020 to 31 October 2023 and thereafter may be extended for such period as the Company and Mr. LAW agree in writing. Mr. LAW is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association and the Listing Rules. Mr. LAW's remuneration is fixed at HK\$414,106 per annum, which is commensurate with his duties and responsibilities as independent non-executive director and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Mr. LAW 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 of the Company for the purpose of the Listing Rules. Mr. LAW has not held any other major appointments and professional qualifications and does not hold any other position in the Group. Mr. LAW does not have any interest in the shares, underlying shares or debenture of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other matters relating to re-election of Mr. LAW 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.

Mr. LI Chao Wang (李朝旺), aged 62, is a founder of the Group. He was appointed as an Executive Director on 17 August 1999 and has become the Chairman of the Board since 28 April 2000. In his current capacity, he spearheads overall corporate development and strategic planning of the Company. Formerly, until January 2010, he also acted as the Chief Executive Officer of the Group. Mr. LI has over 30 years of experience in the household paper industry and executive business management. He was honoured with the “Ernst and Young Entrepreneur of the Year 2011 China”. Mr. LI is currently the Vice President of the Household Paper Professional Committee of the China Paper Association, Consultant to China Paper Industry Chamber of Commerce, a member of Jiangmen Political Consultative Committee and Honorary President of Jiangmen Federation of Industry and Commerce. Mr. LI graduated from the Business Administration program of Guangdong Radio and Television University.

Mr. LI is currently the chairman of the Nomination Committee and executive committee of the Company.

Pursuant to his service agreement, the appointment of Mr. LI commenced from 1 April 2012 until terminated by either party by giving at least three months’ notice in writing. Mr. LI is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association and the Listing Rules. Mr. LI’s existing remuneration is HK\$4,883,710 per annum, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. LI is entitled to a management bonus to be determined by the Board and remuneration committee of the Company. The Board has distributed HK\$4,275,815 bonus to Mr. LI for the financial year ended 31 December 2020.

As at the Latest Practicable Date, Mr. LI has not held directorship in other listed company during the past three years. He is a director and ultimate shareholder of Fu An International Company Limited, a substantial Shareholder, and the father of Ms. LI Jielin, Chief Executive Officer of the Company and an Executive Director. Save as disclosed above, Mr. LI does not have other relationships with any Directors, senior management, or other substantial or controlling Shareholder for the purpose of the Listing Rules. He does not hold any other position in the Group and has not held any other major appointments and professional qualifications.

As at the Latest Practicable Date, the interests of Mr. LI in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) are set out below:

	<u>Number of Shares and underlying shares held under equity derivatives</u>			Approximate percentage (%) of interests <i>(Note)</i>
	Personal interests (held as beneficial owner)	Corporate interests (interests of controlled corporations)	Total interest	
Shares	300,000	272,341,581	272,641,581	22.72
Equity Derivatives –				
Share options	646,000	–	<u>646,000</u>	<u>0.05</u>
			<u><u>273,287,581</u></u>	<u><u>22.77</u></u>

Note: Actual percentages may not equal to the stated figures due to rounding.

There is no other matters relating to re-election of Mr. LI 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.

Ms. LI Jielin (李潔琳), aged 35, was appointed as an Executive Director on 1 October 2015 and as Chief Executive Officer of the Company on 1 October 2020. She was the Deputy Chief Executive Officer of the Company between 1 October 2015 and 30 September 2020. Ms. LI had been the Chief Human Resources Officer from 10 July 2015 to 30 September 2020 and President, North Asia from 1 April 2016 to 30 September 2020. Ms. LI joined the Group in 2012 as the Managing Director of Vinda Household Paper (Australia) Limited and the Business Development Manager of the Company, and she has been responsible for overseas business development. She was the Group's Chief Strategy Officer from 1 November 2014 to 30 September 2015 and the Managing Director of Vinda Household Paper (Australia) Limited from 1 March 2012 to 30 September 2015. Prior to joining the Group, she worked in Orient Capital in Australia as a Client Relations Manager of Southeast Asia Division and subsequently as a Client Relations Manager of Asia Division. Ms. LI graduated from Macquarie University in 2008 with combined bachelor degrees in Accounting and Business Administration.

Ms. LI is currently a member of the risk management committee, executive committee and strategic development committee of the Company. Ms. LI is the daughter of Mr. LI Chao Wang, an Executive Director and the Chairman of the Company.

Ms. LI has entered into a service contract with the Group in respect of her appointment as an Executive Director and the Chief Executive Officer of the Company for an initial term of three years commencing on 1 October 2020. She will be subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. Ms. LI will be entitled to an annual remuneration of HK\$4,883,710 with discretionary bonus and other benefits with reference to her duties and responsibilities in the Group, the prevailing market situation and the performance of the Group and herself. The Board has distributed HK\$3,650,309 bonus to Ms. LI for the financial year ended 31 December 2020.

As at the Latest Practicable Date, the interests of Ms. LI in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) are set out below:

	Number of Shares and underlying shares held under equity derivatives			Approximate percentage (%) of interests (Note)
	Personal interests (held as beneficial owner)	Corporate interests (interests of controlled corporations)	Total interest	
Shares	200,000	–	200,000	0.02

Note: Actual percentages may not equal to the stated figures due to rounding.

As at the Latest Practicable Date, Ms. LI has not held any directorships in any other publicly listed companies during the past three years. Save as disclosed above, she does not have any other relationships with any Directors, senior management, or other substantial or controlling Shareholder of the Company for the purpose of the Listing Rules and does not hold any other position in the Group and has not held any other major appointments and professional qualifications.

There is no other matters relating to re-election of Ms. LI 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.

Mr. Jan Christer JOHANSSON, aged 66, was appointed as a Non-Executive Director on 1 January 2014 and as the Vice Chairman of the Board on 1 January 2015. Mr. JOHANSSON was the President and Chief Executive Officer of SCA from 2007 to February 2015. Prior to joining SCA, from 2001 to 2007, Mr. JOHANSSON was the President and Chief Executive Officer of Boliden AB, a metals company with core competence in the fields of exploration, mining, smelting and metals recycling. In 2001, Mr. JOHANSSON served as the President of Network Operations in Telia AB. From 1994 to 2000, Mr. JOHANSSON was the Executive Vice President of Vattenfall and, before that from 1990, the Business Area President of Svenska Shell. Mr. JOHANSSON has taken up professional roles like General Counsel in Shell International Petroleum, Svenska Shell and Lycksele and Sunne district courts from 1983 to 1990. Mr. JOHANSSON is the Chairman of Serneke Group AB (publ) and Organoclick AB (publ) and director of Optigroup AB and Kahrs AB. Mr. JOHANSSON has a master's degree in LAWs from Stockholm University, Sweden.

Mr. JOHANSSON is currently a member of the Nomination Committee and remuneration committee of the Company, and the chairman of the risk management committee and strategic development committee of the Company.

Pursuant to the appointment letter, the term of appointment of Mr. JOHANSSON is from 8 April 2019 to 7 April 2022 and thereafter may be extended for such period as the Company and Mr. JOHANSSON agree in writing. Mr. JOHANSSON is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles of Association and the Listing Rules. Mr. JOHANSSON's existing remuneration is HK\$3,029,230 per annum, which is commensurate with his duties and responsibilities as Non-Executive Director and the prevailing market situation. Mr. JOHANSSON will not be entitled to any bonus payment.

As at the Latest Practicable Date, Mr. JOHANSSON does not have any interest in the shares, underlying shares and debentures of the Company within the meaning of Part XV of the SFO. Mr. JOHANSSON holds 1,000 class B shares of Essity Aktiebolag (publ), a controlling Shareholder, representing 0.0001% of the capital of Essity Aktiebolag (publ) as at the Latest Practicable Date.

As at the Latest Practicable Date, save as disclosed above, Mr. JOHANSSON 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 of the Company for the purpose of the Listing Rules. He does not hold any other positions in the Group and has not held any other major appointments and professional qualifications.

There is no other matters relating to re-election of Mr. JOHANSSON 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.

Ms. LEE Hsiao-yun Ann (李曉芸), aged 65, was appointed as an Independent Non-Executive Director on 31 March 2018. Ms. LEE is currently the Partner of Triumph Capital International Pte. Ltd., a private company incorporated in Singapore, which is principally engaged in Family Office type of activities, including assets management, family wealth planning and succession. Ms. LEE was Managing Director and Head of Relationship Management for Greater China of Standard Chartered Bank (HK) from 2015 to 2016. Ms. LEE has extensive experience in private banking and wealth management. She joined Société Générale Group in 1997 as Head for Private Banking – Greater China of Société Générale Bank & Trust (HK). From 2007 to 2008, she was Head of Private Banking and from 2008 to 2013, she was CEO Private Banking of Société Générale (China) Limited. From 2013 to 2014, Ms. LEE was CEO Wealth Management and Board Executive Director of Société Générale (China) Limited. Before joining Société Générale Group, Ms. LEE worked for various banks. She was Director, Heading Taiwan Marketing of Credit Lyonnais, Private Banking (HK) from 1994 to 1997. Ms. LEE graduated from University of West Florida, USA with a bachelor degree in Science – Management and has obtained a Master of Business Administration degree from University of Hartford, USA.

Ms. LEE is currently a member of the Nomination Committee and remuneration committee of the Company.

Pursuant to the letter of appointment entered into between the Company and Ms. LEE, the appointment of Ms. LEE is for a term of 3 years commencing on 31 March 2021 unless and until terminated earlier according to the terms of the letter of appointment and thereafter may be extended for such period as the Company and Ms. LEE agree in writing. She is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association and the Listing Rules. Ms. LEE's remuneration is fixed at HK\$344,106 per annum, which is commensurate with her duties and responsibilities as independent non-executive director and the prevailing market situation.

As at the Latest Practicable Date and save as disclosed above, (i) Ms. LEE does not hold any position in the Group nor have any relationship with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company for the purpose of the Listing Rules; (ii) Ms. LEE has not held any directorship in other public companies in the past three years or other major appointments and professional qualifications; and (iii) Ms. LEE does not have, and is not deemed to have, any interests in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no other matters relating to re-election of Ms. LEE 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.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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 the 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 the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the total issued share capital of the Company is 1,200,029,373 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 120,002,937 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 applicable laws of the Cayman Islands. 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 repurchases 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.

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

The Company has not been notified by any core 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 general offer in accordance with Rule 26 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

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

Name of substantial Shareholder		Personal interests (held as beneficial owner)	Corporate interests (interests of controlled corporations)	Total interests	Approximate percentage (%) of issued share capital as at Latest Practicable Date ⁽¹⁾	Approximate percentage (%) of issued share capital if the Repurchase Mandate is fully exercised ⁽¹⁾
Essity Group Holding BV	Shares	620,737,112 ⁽²⁾	–	620,737,112	51.73	57.47
Essity Aktiebolag (publ)	Shares	–	620,737,112 ⁽²⁾	620,737,112	51.73	57.47
Fu An International Company Limited	Shares	271,341,581 ⁽³⁾	–	271,341,581	22.61	25.12
Sentential Holdings Limited	Shares	–	271,341,581 ⁽³⁾	271,341,581	22.61	25.12
LI Chao Wang	Shares	300,000	272,341,581 ⁽³⁾	272,641,581	22.72	25.24

Notes:

- Actual percentages may not equal to the stated figures due to rounding.
- Essity Group Holding BV is wholly-owned by Essity Aktiebolag (publ), a company whose shares are quoted and traded on NASDAQ OMX Stockholm, and as American Depositary Receipts (ADR level 1) in the United States through Deutsche Bank. Essity Aktiebolag (publ) is deemed to be interested in the 620,737,112 Shares held by Essity Group Holding BV for the purpose of Part XV of the SFO.
- Fu An International Company Limited 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, Join Pride International Limited and Daminos Management Limited are held by each of LI Chao Wang, YU Yi Fang and DONG Yi Ping, respectively. Sentential Holdings Limited is deemed to be interested in the 271,341,581 Shares held by Fu An International Company Limited for the purpose of Part XV of the SFO. LI Chao Wang is deemed to be interested in the 271,341,581 Shares held by Fu An International Company Limited for the purpose of Part XV of the SFO. Li Song Foundation Company Limited directly holds 1,000,000 Shares and it is held as to 50.00% by LI Chao Wang. As such, LI Chao Wang is also deemed to be interested in 1,000,000 Shares held by Li Song Foundation Company Limited for the purpose of Part XV of the SFO.

APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution no. 6 to be proposed at the AGM, the aforesaid interests of the abovementioned substantial Shareholders in the issued share capital of the Company would be proportionally increased as set out above. Such increase will not give rise to an obligation to make a mandatory general 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
March	21.90	15.70
April	23.95	17.98
May	25.25	21.30
June	28.95	23.15
July	32.40	28.45
August	31.15	26.20
September	26.80	23.60
October	27.85	20.30
November	23.10	20.15
December	22.35	20.05
2021		
January	27.75	20.80
February	27.05	22.90
March (up to the Latest Practicable Date)	26.85	22.15

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.

NOTICE OF ANNUAL GENERAL MEETING



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 “AGM”) of Vinda International Holdings Limited (the “Company”) will be held at Magnolia Room and Camomile Room, Lower level II, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 12 May 2021 at 2:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2020;
2. To declare a final dividend for the year ended 31 December 2020;
3.
 - (a) To re-elect Mr. LI Chao Wang as an Executive Director;
 - (b) To re-elect Ms. LI Jielin as an Executive Director;
 - (c) To re-elect Mr. Jan Christer JOHANSSON as a Non-Executive Director;
 - (d) To re-elect Ms. LEE Hsiao-yun Ann as an Independent Non-Executive Director;
 - (e) To re-elect Mr. Johann Christoph MICHALSKI as a Non-Executive Director;
 - (f) To re-elect Mr. LAW Hong Ping, Lawrence as an Independent Non-Executive Director; and
 - (g) To authorise the board of Directors to fix the remuneration of the Directors;
4. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

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;
- (c) the aggregate number of shares 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 total number of the issued shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(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; or
- (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 recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of the shares repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate total number of the issued shares of the Company as at the date of passing 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 by the Articles of Association of the Company or by any applicable laws to be held; or
 - (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 repurchased 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.”
8. To transact any other business.

By Order of the Board
TAN Yi Yi
Company Secretary

Hong Kong, 13 April 2021

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the AGM 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 Hong Kong branch 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 AGM or any adjourned meeting.
3. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.
4. The register of members of the Company will be closed from 7 May 2021 to 12 May 2021, 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 Hong Kong branch 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 6 May 2021.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. In compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of coronavirus disease 2019 ("COVID-19"), the Company will implement additional precautionary measures at the AGM including, without limitation:
 - compulsory body temperature screening;
 - mandatory use of surgical face masks;
 - mandatory health declaration – any Shareholder subject to quarantine, has any flu-like symptoms or has travelled overseas within 21 days immediately before the AGM ("Recent Travel History"), or has close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM;
 - no distribution of corporate gifts of any kind including cake coupons and refreshments;
 - anyone attending the AGM is reminded to observe good personal hygiene at all times; and
 - appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.

NOTICE OF ANNUAL GENERAL MEETING

8. In light of the continuing risks posed by the COVID-19 pandemic, Shareholders may consider appointing the chairman of the AGM or any Director or Company Secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
9. Shareholders are advised to read the leaflet attached to the circular of the Company dated 13 April 2021 for further details and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
10. In view of the travelling restrictions imposed by various jurisdictions including Hong Kong to prevent the spread of the COVID-19, certain Director(s) of the Company may attend the AGM through video conference or similar electronic means.
11. In the event that a typhoon signal no. 8 or above is hoisted or a black rainstorm warning signal is in force on the day of the AGM, Shareholders are suggested to visit the Company's website at www.vinda.com or to contact the Company by telephone on (852) 2366 9853 for arrangements of the AGM.
12. As at the date of this notice, the Executive Directors are Mr. LI Chao Wang, Ms. YU Yi Fang, Ms. LI Jielin and Mr. DONG Yi Ping; the Non-Executive Directors are Mr. Jan Christer JOHANSSON, Mr. Carl Magnus GROTH, Mr. Carl Fredrik Stenson RYSTEDT and Mr. Johann Christoph MICHALSKI; the Independent Non-Executive Directors are Ms. LEE Hsiao-yun Ann, Mr. TSUI King Fai, Mr. WONG Kwai Huen, Albert and Mr. LAW Hong Ping, Lawrence; the Alternate Directors are Mr. Gert Mikael SCHMIDT (alternate to Mr. JOHANSSON and Mr. GROTH) and Mr. Dominique Michel Jean DESCHAMPS (alternate to Mr. RYSTEDT).



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)

PRECAUTIONARY MEASURES FOR THE 2021 ANNUAL GENERAL MEETING (“AGM”)

In compliance with the HKSAR Government’s directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection (“CHP”) of the Department of Health on the prevention of coronavirus disease 2019 (“COVID-19”), Vinda International Holdings Limited (the “Company”) will implement additional precautionary measures at the AGM in the interests of the health and safety of our shareholders, investors, directors, staff and other participants of the AGM (the “Stakeholders”) which include without limitation:

- (1) All attendees will be required to **wear surgical face masks** before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be **compulsory body temperature screening** for all persons before entering the AGM venue. Per measures implemented by Kowloon Shangri-La, Hong Kong where the AGM will be held, any person with a body temperature of 37.4 degrees Celsius or above will not be given access to Kowloon Shangri-La, Hong Kong. Denied entry to Kowloon Shangri-La, Hong Kong also means the person will not be allowed to attend the AGM.
- (3) Attendees may be asked if (i) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (ii) he/she has any flu-like symptoms or close contact with any person under quarantine or has travelled outside of Hong Kong within 21 days immediately before the AGM (“Recent Travel History”). Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
- (4) Shareholder who has Recent Travel History, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with Recent Travel History will not be permitted to attend the AGM.
- (5) Anyone attending the AGM is reminded to observe good personal hygiene at all times.
- (6) Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding.
- (7) No refreshment will be served either during or after the AGM and no corporate gifts of any kind including cake coupons will be distributed to avoid close contacts of the participants of the AGM during their attendance.
- (8) In light of the continuing risks posed by the COVID-19 pandemic, and in the interests of protecting the Stakeholders, Company are supportive of the precautionary measures being adopted and shareholders are advised to consider appointing the chairman of the AGM or any director or company secretary of the Company as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- (9) Shareholders are advised to read this leaflet carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (10) Up-to-date development on COVID-19 can be found on the CHP website (www.chp.gov.hk) and the website of the HKSAR Government on COVID-19 (www.coronavirus.gov.hk).