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SCA Group Holding BV

(Incorporated in the Netherlands with limited liability)



Vinda International Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3331)

JOINT ANNOUNCEMENT

VOLUNTARY CONDITIONAL CASH OFFER BY J.P. MORGAN SECURITIES (ASIA PACIFIC) LIMITED FOR AND ON BEHALF OF SCA GROUP HOLDING BV FOR VINDA INTERNATIONAL HOLDINGS LIMITED

(1) OFFERS HAVING BECOME UNCONDITIONAL IN ALL RESPECTS AND (2) FINAL CLOSING DATE

**Sole Financial Adviser to
SCA Group Holding BV**

J.P.Morgan

**Joint Financial Adviser to
Vinda International Holdings Limited**

BofA Merrill Lynch

HSBC 

Independent Financial Adviser to the Independent Board Committee

 **SOMERLEY LIMITED**

OFFERS BECOMING UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on 28 October 2013, valid acceptances of the Share Offer have been received in respect of 360,792,877 Offer Shares (representing approximately 35.21% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement).

Taking into account the 216,431,897 Shares (representing approximately 21.12% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement) held by SCA Hygiene Holding AB prior to the commencement of the Offer Period on 9 September 2013, the Offeror and parties acting in concert with it are interested in an aggregate of 577,224,774 Shares (representing approximately 56.33% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement).

As at 4:00 p.m. on 28 October 2013, valid acceptances of the Option Offer have been received in respect of 5,932,000 Options (which include the acceptance by Ms. Zhang in accordance with the Zhang Irrevocable Undertaking).

As all the Conditions set out in the Composite Document have now been satisfied, the Offeror announces that the Offers have become unconditional in all respects on 28 October 2013.

FINAL CLOSING DATE

The Offeror hereby announces that the Offers will remain open for acceptance until 4:00 p.m. on Monday, 11 November 2013, which shall also be the final closing date of the Offers (the “**Final Closing Date**”).

INTRODUCTION

Reference is made to (i) the announcements jointly issued by SCA Group Holding BV (the “**Offeror**”) and Vinda International Holdings Limited (“**Vinda**”) dated 9 September and 30 September 2013 in relation to the Offers; (ii) the composite offer and response document jointly issued by the Offeror and Vinda dated 7 October 2013 in relation to the Offers (the “**Composite Document**”); and (iii) the announcement jointly issued by the Offeror and Vinda in relation to the despatch of the Composite Document dated 7 October 2013. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

All time and date references contained in this joint announcement are to Hong Kong times and dates.

ACCEPTANCE LEVEL

As at 4:00 p.m. on 28 October 2013, valid acceptances of the Share Offer have been received in respect of 360,792,877 Offer Shares (representing approximately 35.21% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement).

Taking into account the 216,431,897 Shares (representing approximately 21.12% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement) held by SCA Hygiene Holding AB prior to the commencement of the Offer Period on 9 September 2013, the Offeror and parties acting in concert with it are interested in an aggregate of 577,224,774 Shares (representing approximately 56.33% of the voting rights in Vinda on a fully-diluted basis as at the date of this joint announcement).

As such, the Offeror announces that Condition (i) as set out under the section headed “Conditions to the Offers — Conditions to the Share Offer” in the “Letter from J.P. Morgan”, the text of which is set out in the Composite Document, has been satisfied.

Save for the above, none of the Offeror or the parties acting in concert with it held, controlled or directed any Shares or any rights over Shares. Save for the acceptances of the Share Offer described above, the Offeror and the parties acting in concert with it have not acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to the date of this joint announcement. None of the Offeror or the parties acting in concert with it has borrowed or lent any relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in Vinda during the Offer Period and up to the date of this joint announcement.

As at 4:00 p.m. on 28 October 2013, valid acceptances of the Option Offer have been received in respect of 5,932,000 Options (which include the acceptance by Ms. Zhang in accordance with the Zhang Irrevocable Undertaking). As disclosed in the Composite Document, the Option Offer will be conditional upon the Share Offer becoming or being declared unconditional in all respects.

OTHER CONDITIONS

Conditions (ii) to (ix) as set out under the section headed “Conditions to the Offers — Conditions to the Share Offer” in the “Letter from J.P. Morgan”, the text of which is set out in the Composite Document, have also been satisfied.

SHARE OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As all the Conditions set out in the Composite Document have now been satisfied, the Offeror announces that the Share Offer has become unconditional in all respects on 28 October 2013.

OPTION OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As the Share Offer has become unconditional in all respects, the Offeror also announces that the Option Offer has become unconditional in all respects on 28 October 2013.

OFFERS REMAIN OPEN FOR ACCEPTANCES

As disclosed in the Composite Document, at least fourteen (14) days’ notice in writing must be given before the Offers are closed to those Independent Shareholders and those Optionholders who have not accepted the Share Offer and the Option Offer, respectively. The Offeror hereby announces that the Offers will remain open for acceptance until 4:00 p.m. on Monday, 11 November 2013, which shall also be the Final Closing Date. The Share Offer and the Option Offer will be closed to those Independent Shareholders and those Optionholders who have not accepted the Share Offer and the Option Offer, respectively by 4:00 p.m. on Monday, 11 November 2013.

Independent Shareholders are advised to refer to the Composite Document and the **WHITE** Form of Share Offer Acceptance for details of acceptance procedures if they wish to accept the Share Offer. Optionholders are advised to refer to the Composite Document and the **PINK** Form of Option Offer Acceptance for details of acceptance procedures if they wish to accept the Option Offer.

SETTLEMENT OF THE OFFERS

Remittances in respect of the consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer will be despatched by ordinary post to those Independent Shareholders accepting the Share Offer at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date

of receipt by the Registrar of all the relevant documents to render the acceptance by such Independent Shareholders under the Share Offer complete and valid, and the date of this joint announcement.

Remittances in respect of the consideration payable for cancellation of the Options tendered under the Option Offer will be despatched by ordinary post at the own risk of those Optionholders accepting the Option Offer to the office of Vinda in Hong Kong at Room 506, Tower 1, South Seas Centre, 75 Mody Road, Tsimshatsui East, Kowloon, Hong Kong for collection by such Optionholders as soon as possible, but in any event within seven (7) Business Days following the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance by such Optionholders under the Option Offer complete and valid, and the date of this joint announcement.

By order of the board of directors of
SCA Group Holding BV
Jan Torsten FRIMAN
Director

By order of the board of directors of
Vinda International Holdings Limited
ZHANG Dong Fang
Director

Hong Kong, 28 October 2013

As at the date of this joint announcement, the Board comprises executive Directors, namely Mr. LI Chao Wang, Ms. YU Yi Fang, Ms. ZHANG Dong Fang and Mr. DONG Yi Ping; non-executive Directors, namely Mr. Johann Christoph MICHALSKI, Mr. Ulf Olof Lennart SODERSTROM and Mr. CHIU Bun (alternate director to Mr. MICHALSKI and Mr. SODERSTROM) and independent non-executive Directors, namely Dr. CAO Zhen Lei, Mr. KAM Robert, Mr. HUI Chin Tong, Godfrey and Mr. TSUI King Fai.

As at the date of this joint announcement, the board of directors of the Offeror comprises of Jan Torsten FRIMAN, Jan Lennart PERSSON, Iman DAMSTÉ, William Andrew VERMIE, Mukundkumar Ambalal AMIN and Duncan John PARSONS.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and the parties acting in concert with it), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and the parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Vinda Group), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Vinda Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.