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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)

VOLUNTARY ANNOUNCEMENT

The Board is pleased to announce that on 19 December 2014, the Company together with a number of its wholly-owned subsidiaries entered into the Term Facility Agreement with the Lender, a direct wholly-owned subsidiary of SCA, in relation to a Facility of an aggregate amount not exceeding HK\$3,000,000,000 (or an equivalent amount).

SCA, the holding company of the Lender, is also the ultimate holding company of SCA Group Holding BV, the controlling shareholder of the Company holding 513,200,425 Shares as at the date of this announcement, representing approximately 51.40% of the entire issued share capital of the Company. The Lender is therefore a Connected Person of the Company and the transactions contemplated under the Term Facility Agreement constitute financial assistance by a Connected Person of the Company under Chapter 14A of the Listing Rules.

As the Shareholder Loan to be provided by the Lender and the transactions contemplated under the Term Facility Agreement are for the benefit of the Company and on normal commercial terms, where no security over the assets of the Company will be granted in respect of the Shareholder Loan, the financial assistance by the Lender is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.65(4) of the Listing Rules.

The Board is pleased to announce that on 19 December 2014, the Company together with a number of its wholly-owned subsidiaries entered into the Term Facility Agreement with the Lender, a direct wholly-owned subsidiary of SCA, in relation to a Facility of an aggregate amount not exceeding HK\$3,000,000,000 (or an equivalent amount).

THE TERM FACILITY AGREEMENT

The principal terms of the Term Facility Agreement are as follows:

Date : 19 December 2014

Borrowers : the Company together with a number of its wholly-owned subsidiaries

Lender	: AB SCA FINANS (PUBL), a Connected Person
Facility	: term loan facility made available to the Company (together with a number of its wholly-owned subsidiaries) as borrowers during the available period in HK\$ in an aggregate amount equal to the commitment
Commitment	: an aggregate amount not exceeding HK\$3,000,000,000 (or an equivalent amount)
Available period	: the period from the date of the Term Facility Agreement and up to the end of eighteen (18) months commencing from the date of the Term Facility Agreement
Loan period	: not exceeding four (4) years commencing from the date of utilization of a loan under the Facility
Interest rate	: the interest rate offered is equal to or more favorable than those offered to the Group by independent third parties
Purpose of loan	: the Borrower(s) shall apply the amounts borrowed by it under the Facility towards general corporate purposes of the Group, and/or any other purpose agreed by the Lender
Security	: none

REASONS FOR AND BENEFITS OF ENTERING INTO THE TERM FACILITY AGREEMENT

The Directors (including the independent non-executive Directors but excluding Mr. Jan Christer JOHANSSON, Mr. Jan Lennart PERSSON, Mr. Johann Christoph MICHALSKI and Mr. Ulf Olof Lennart SODERSTROM, four non-executive Directors, who had elected to abstain from voting) consider and believe that (a) the Term Facility Agreement and the transactions contemplated thereunder were negotiated on an arm's length basis and entered into in the ordinary and usual course of the business of the Group; (b) the terms of the Term Facility Agreement are more favorable than those offered to the Group by independent third parties (including the authorised institutions as defined under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong)) and therefore consider that the Term Facility Agreement was entered into on terms better than normal commercial terms; and (c) the entering into of the Term Facility Agreement would strengthen the Group's financial position, improve liquidity for the Group's operation and future development projects, and is therefore in the interests of the Group and the shareholders of the Company as a whole.

None of the Directors has a material interest in the transactions contemplated under the Term Facility Agreement and hence no Director is required to abstain from voting on such board resolutions in accordance with the Listing Rules.

However, since Mr. Jan Christer JOHANSSON, a non-executive Director, is the president and chief executive officer of SCA; Mr. Jan Lennart PERSSON, a non-executive Director, has been the executive vice president and chief financial officer of SCA; Mr. Ulf Olof Lennart SODERSTORM, a non-executive Director, is the president of SCA Asia Pacific and Mr.

Johann Christoph MICHALSKI, a non-executive Director, is the president of SCA Global Hygiene Category, the marketing and R&D division of SCA, they have elected to abstain from voting on the relevant board resolutions.

IMPLICATIONS OF THE LISTING RULES

SCA, the holding company of the Lender, is also the holding company of SCA Group Holding BV, the controlling shareholder of the Company holding 513,200,425 Shares as at the date of this announcement, representing approximately 51.40% of the entire issued share capital of the Company. The Lender is therefore a Connected Person of the Company and the advance of the Shareholder Loan under the Facility pursuant to the Term Facility Agreement constitutes financial assistance by a Connected Person of the Company under Chapter 14A of the Listing Rules.

As the Shareholder Loan to be provided by the Lender under the Term Facility Agreement and the transactions contemplated under the Term Facility Agreement are for the benefit of the Company and on normal commercial terms, where no security over the assets of the Company will be granted in respect of the Shareholder Loan, the financial assistance by the Lender is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.65(4) of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of directors of the Company
“Company”	Vinda International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange (stock code: 3331)
“Connected Person”	shall have the meaning given to it in the Listing Rules
“Director(s)”	director(s) of the Company
“Facility”	the term loan facility made available under the Term Facility Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Lender”	AB SCA FINANS (PUBL), a company incorporated under the laws of Sweden with limited liability and a direct wholly-owned subsidiary of SCA
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China

“SCA”	Svenska Cellulosa Aktiebolaget SCA (publ), a company incorporated under the laws of Sweden with limited liability and the ultimate holding company of the Lender and SCA Group Holding BV, the issued shares of SCA are listed on NASDAQ OMX Stockholm
“SCA Group Holding BV”	SCA Group Holding BV, a company incorporated under the laws of the Netherlands with limited liability and a direct wholly-owned subsidiary of SCA
“Shareholder Loan”	the loan(s) made or to be made under the Facility or the principal amount outstanding for the time being of that loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	shall have the meaning given to it in the Listing Rules
“Term Facility Agreement”	a term facility agreement dated 19 December 2014 entered into between, among others, the Company and the Lender in relation to the Shareholder Loan
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

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

Hong Kong, 22 December 2014

As at the date of this announcement, the Board comprises:

Executive Directors:

Mr. LI Chao Wang
Ms. YU Yi Fang
Ms. ZHANG Dong Fang
Mr. DONG Yi Ping

Non-executive Directors:

Mr. Jan Christer JOHANSSON
Mr. Jan Lennart PERSSON
Mr. Johann Christoph MICHALSKI
Mr. Ulf Olof Lennart SODERSTROM

Independent Non-executive Directors:

Mr. KAM Robert
Mr. HUI Chin Tong, Godfrey
Mr. TSUI King Fai
Mr. WONG Kwai Huen, Albert

Alternate Directors:

Ms. LI Jieli (alternate to Mr. LI, Ms. YU and Mr. DONG)

Mr. CHIU Bun (alternate to Mr. MICHALSKI and Mr. SODERSTROM)

Mr. Gert Mikael SCHMIDT (alternate to Mr. JOHANSSON and Mr. PERSSON)