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## THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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*If you are in any doubt about any aspect of this Notice, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.*

*If you have sold or otherwise transferred all your shares in Vinda International Holdings Limited, you should immediately hand this Notice to the purchaser(s) or transferee(s) or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).*

### NOTICE OF COMPULSORY ACQUISITION OF THE SHARES OF VINDA INTERNATIONAL HOLDINGS LIMITED

*Incorporated in the Cayman Islands with limited liability (Stock Code: 3331)  
(Section 88(1) of the Companies Act (as revised) of the Cayman Islands (the “Companies Act”))*

**Following a 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)**

*To: Shareholders holding the Remaining Offer Shares (as defined hereunder)  
 (“Remaining Offer Shareholders”)*

#### DEFINED TERMS

Terms used in this Notice have the same meanings as those used in the Composite Document and the Closing Announcement (each as defined below), unless the context requires otherwise.

#### INTRODUCTION

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**”).

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As at 4:00 p.m. (Hong Kong time) on Tuesday, 2 April 2024 (the “**Closing Date**”), valid acceptances of the Offer had been received by the Offeror in respect of 1,094,806,054 Offer Shares, representing approximately 90.98% of the issued share capital of the Company as at the Closing Date.

### NOTICE OF COMPULSORY ACQUISITION

Pursuant to the provisions of section 88(1) of the Companies Act, the Offeror, having received valid acceptances of the Offer in respect of and acquired not less than ninety per cent of the Offer Shares, hereby gives you notice:

- (a) that the Offeror intends to compulsorily acquire all the Offer Shares not already owned or acquired by the Offeror under the Offer (the “**Remaining Offer Shares**”) registered in your name at the date of this Notice (the “**Compulsory Acquisition**”) for the Offer Price, being HK\$23.50 per Offer Share (less seller’s ad valorem stamp duty) (the “**Compulsory Acquisition Consideration**”); and
- (b) that unless an application is made to the Grand Court of the Cayman Islands (the “**Court**”) by you (or any Remaining Offer Shareholder) within one month of this Notice and the Court thinks fit to order otherwise, the Offeror will be entitled and bound to acquire all the Remaining Offer Shares on or around Thursday, 15 August 2024 (the “**Completion Date**”) in accordance with the terms of the Offer.

The Remaining Offer Shares shall be acquired at the Completion Date free from all options, liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the Closing Date or subsequently becoming attached to them, including the right to receive in full all dividends, other distributions and return of capital, if any, announced, declared, made or paid after the Closing Date.

The prescribed form of Notice to Dissenting Shareholders is set out in Appendix I to this Notice.

The provisions of section 88 of the Companies Act are set out in Appendix II to this Notice for reference only. This Notice is not to be construed as legal advice on Cayman Islands law. Remaining Offer Shareholders who wish to exercise any rights under section 88 of the Companies Act, or otherwise, should obtain a complete copy of the Companies Act and/or seek (without delay) legal advice from a lawyer or other professional adviser authorised to advise on matters of Cayman Islands law.

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**PROCEDURE FOR TRANSFER AND SETTLEMENT**

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 Company’s articles of association, the register of members 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.

Under the Companies Act, the Offeror is required to pay the aggregate Compulsory Acquisition Consideration to the Company and the Company is required to hold such sum received in a separate bank account (the “**Account**”) on trust for the persons entitled thereto. Monies due to the Remaining Offer Shareholders who are untraceable (see below) and any remittances which are returned or which are unclaimed will be held by the Company in the Account for a period of six years from the Completion Date after which the monies shall be forfeited and shall revert to the Offeror. Remaining Offer Shareholders who subsequently wish to receive any monies from the Offeror in respect of the Compulsory Acquisition should contact the Offeror within applicable limitation periods.

Sellers’ ad valorem Hong Kong stamp duty arising in connection with the transfer of the Remaining Offer Shares to the Offeror will be payable by the Remaining Offer Shareholders at the rate of 0.1% of the higher of (i) the market value of the Remaining Offer Shares; and (ii) the consideration payable by the Offeror in respect of the relevant transfer of the Remaining Offer Shares by the relevant Remaining Offer Shareholders, and will be deducted from the amount due to the Remaining Offer Shareholders. On the Completion Date, the Offeror intends to execute, as agent of the Remaining Offer Shareholders, a consolidated transfer form and a sold note in respect of all the Remaining Offer Shares for the purposes of having the transfer form and sold note stamped and the required Hong Kong stamp duty paid on behalf of the Remaining Offer Shareholders.

The Company will send the Compulsory Acquisition Cheques by post in pre-paid envelopes addressed to the Remaining Offer Shareholders at their respective addresses which appear in the Register on Monday, 12 August 2024 or, in the case of joint holders of the Remaining Offer Shares, at the address appearing in the register of the joint holder whose name stands first in the Register in respect of the relevant joint holding or other persons entitled thereto.

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The Register will be updated on the Completion Date to reflect the Compulsory Acquisition and the Offeror will be registered as the holder of the Remaining Offer Shares. Share certificates relating to the Remaining Offer Shares will be cancelled and cease to be evidence of title from the Completion Date.

**UNTRACEABLE REMAINING OFFER SHAREHOLDERS**

Remittances may not be sent to Remaining Offer Shareholders who are untraceable. A Remaining Offer Shareholder shall be deemed to be untraceable if (i) a Remaining Offer Shareholder has no registered address in the Register; or (ii) on the last two consecutive occasions on which a dividend or distribution has been paid by the Company, a cheque payable to the Remaining Offer Shareholder either (a) has been sent to the Remaining Offer Shareholder and has been returned undelivered or has not been cashed; or (b) has not been sent to the Remaining Offer Shareholder because on an earlier occasion a cheque for a dividend or distribution has been returned undelivered and in any such case no valid claim in respect thereof has been communicated in writing to the Company; or (iii) this Notice has been sent to the Remaining Offer Shareholder and has been returned undelivered.

Dated: 9 July 2024

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*

NOTES

*All communications, notices, share certificates or documents of title and remittances to be delivered by or sent to the Remaining Offer Shareholders will be delivered by or sent to them or their designated agents at their own risk and neither the Offeror nor the Company accepts any liability for any loss which may arise as a result.*

*This Notice and all transfers of the Remaining Offer Shares pursuant thereto is/are governed by the laws of the Cayman Islands.*

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**APPENDIX I**

**Form of Notice to Dissenting Shareholders**

**COMPANIES ACT (AS REVISED) OF THE CAYMAN ISLANDS  
(THE “COMPANIES ACT”)**

**NOTICE TO DISSENTING SHAREHOLDERS  
(Pursuant to section 88(1) of the Companies Act)**

**IN THE MATTER** of Vinda International Holdings Limited (維達國際控股有限公司)  
(hereinafter called the “**transferor company**”)

**NOTICE** by Isola Castle Ltd (hereinafter after called the “**transferee company**”)

To: *(name and address of registered shareholder)*

**WHEREAS** on 8 March 2024, the transferee company made an offer to all the holders of ordinary shares of par value HK0.10 each in the transferor company (other than the transferee company and parties acting in concert with it) **AND WHEREAS** up to 22 March 2024, being a date within four months after the making thereof, such offer was approved by the holders of not less than ninety per cent in value of the said ordinary shares.

**NOW THEREFORE** the transferee company in pursuance of section 88(1) of the Companies Act, hereby gives you notice that it desires to acquire the ordinary shares held by you in the transferor company **AND** further take notice that, unless on an application made by you within one month from the date on which this notice is given, the Court thinks fit to order otherwise, the transferee company will be entitled and bound to acquire the ordinary shares held by you in the transferor company on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.

**Signed**

**Lee Chong**  
*Director*

For and on behalf of  
**ISOLA CASTLE LTD**

Date: 9 July 2024

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**APPENDIX II**

**Section 88 of the Companies Act (as revised) of the Cayman Islands**

**88. Power to acquire shares of dissentient shareholders**

- (1) Where a scheme or contract involving the transfer of shares or any class of shares in a company (in this section referred to as “**the transferor company**”) to another company, whether a company within the meaning of this Act or not (in this section referred to as “**the transferee company**”) has, within four months after the making of the offer in that behalf by the transferee company, been approved by the holders of not less than ninety per cent in value of the shares affected, the transferee company may, at any time within two months after the expiration of the said four months, give notice in the prescribed manner to any dissenting shareholder that it desires to acquire that person’s shares, and where such notice is given the transferee company shall, unless on an application made by the dissenting shareholder within one month from the date on which the notice was given, the Court thinks fit to order otherwise, be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders are to be transferred to the transferee company.
- (2) Where a notice has been given by the transferee company under this section and the Court has not, on an application made by the dissenting shareholder, ordered to the contrary, the transferee company shall, on the expiration of one month from the date on which the notice has been given or, if an application to the Court by the dissenting shareholder is then pending, after that application has been disposed of, transmit a copy of the notice to the transferor company and pay or transfer to the transferor company the amount or other consideration representing the price payable by the transferee company for the shares which by virtue of this section that company is entitled to acquire, and the transferor company shall thereupon register the transferee company as the holder of those shares.
- (3) Any sums received by the transferor company under this section shall be paid into a separate bank account, and any such sums and any other consideration so received shall be held by that company on trust for the several persons entitled to the shares in respect of which the said sum or other consideration were respectively received.

- (4) In this section –

“**dissenting shareholder**” includes a shareholder who has not assented to the scheme or contract and any shareholder who has failed or refused to transfer that person’s shares to the transferee company, in accordance with the scheme or contract.

*Note:* “**Court**” is defined to mean the Grand Court of the Cayman Islands by section 2(1) of the Companies Act (as revised) of the Cayman Islands