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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)

### GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Vinda International Holdings Limited (the “**Company**”) hereby announces that on 2 May 2012, 16,771,000 share options (the “**Share Options**”) to subscribe for ordinary shares of HK\$0.10 each (the “**Shares**”) of the Company were granted to individuals (the “**Grantees**”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 19 June 2007. Details of the Share Options granted are as follows:

Date of grant	:	2 May 2012 (the “ <b>Date of Grant</b> ”)
Exercise price of Share Options granted	:	HK\$14.06 per Share
Closing price of the Share on the Date of Grant	:	HK\$14.06 per Share
Maximum number of Share Options granted	:	Up to an aggregate of 16,771,000 Share Options (i) Tranche 1: 5,313,000 Share Options (ii) Tranche 2: 5,729,000 Share Options (iii) Tranche 3: 5,729,000 Share Options
Validity and exercise period of the Share Options	:	Subject to a vesting scale in 3 tranches: (i) Tranche 1: 2 May 2012 to 1 May 2022 (ii) Tranche 2: 2 May 2013 to 1 May 2022 (iii) Tranche 3: 2 May 2014 to 1 May 2022

Vesting conditions for Tranches 2 and 3 respectively : Tranche 2 — on condition that the Board of Directors has confirmed that the Company has met the 2012 (or combined 2012 and 2013) income and profit performance benchmarks as set by the Board and that the performance appraisal of the grantee has satisfied the requirements of the management of the Company.

Tranche 3 — on condition that the Board of Directors has confirmed that the Company has met the 2013 income and profit performance benchmarks as set by the Board and that the performance appraisal of the grantee has satisfied the requirements of the management of the Company.

Among the Share Options granted above, 2,658,000 Share Options, 1,659,000 Share Options and 1,659,000 Share Options were granted to the Directors of the Company in Tranche 1, Tranche 2 and Tranche 3 respectively, and details of which are as follows:

**(A) Tranche 1**

<b>Name of Directors</b>	<b>Positions held with the Company</b>	<b>Number of Share Options granted</b>
LI Chao Wang	Executive Director and Chairman of the Board	999,000 <sup>Note</sup>
YU Yi Fang	Executive Director and Vice Chairman of the Board	120,000
ZHANG Dong Fang	Executive Director and Chief Executive Officer	999,000
DONG Yi Ping	Executive Director and Chief Technology Officer	120,000
Johann Christoph MICHALSKI	Non-Executive Director	70,000
Ulf Olof Lennart SODERSTROM	Non-Executive Director	70,000
CAO Zhen Lei	Independent Non-Executive Director	70,000
KAM Robert	Independent Non-Executive Director	70,000
HUI Chin Tong, Godfrey	Independent Non-Executive Director	70,000
TSUI King Fai	Independent Non-Executive Director	70,000

*Note:* the amount represents the maximum number of options that can be granted by the Company to a substantial shareholder in a twelve-month period, pursuant to Rule 17.04 (1) under the Listing Rules.

**(B) Tranche 2**

<b>Name of Directors</b>	<b>Positions held with the Company</b>	<b>Number of Share Options granted</b>
YU Yi Fang	Executive Director and Vice Chairman of the Board	120,000
ZHANG Dong Fang	Executive Director and Chief Executive Officer	999,000
DONG Yi Ping	Executive Director and Chief Technology Officer	120,000
Johann Christoph MICHALSKI	Non-Executive Director	70,000
Ulf Olof Lennart SODERSTROM	Non-Executive Director	70,000
CAO Zhen Lei	Independent Non-Executive Director	70,000
KAM Robert	Independent Non-Executive Director	70,000
HUI Chin Tong, Godfrey	Independent Non-Executive Director	70,000
TSUI King Fai	Independent Non-Executive Director	70,000

**(C) Tranche 3**

<b>Name of Directors</b>	<b>Positions held with the Company</b>	<b>Number of Share Options granted</b>
YU Yi Fang	Executive Director and Vice Chairman of the Board	120,000
ZHANG Dong Fang	Executive Director and Chief Executive Officer	999,000
DONG Yi Ping	Executive Director and Chief Technology Officer	120,000
Johann Christoph MICHALSKI	Non-Executive Director	70,000
Ulf Olof Lennart SODERSTROM	Non-Executive Director	70,000
CAO Zhen Lei	Independent Non-Executive Director	70,000
KAM Robert	Independent Non-Executive Director	70,000
HUI Chin Tong, Godfrey	Independent Non-Executive Director	70,000
TSUI King Fai	Independent Non-Executive Director	70,000

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined in the Listing Rules).

Each Share Option shall entitle the holder of the Share Option to subscribe for one Share upon exercise of such Share Option at an exercise price of HK\$14.06 per Share, which represents the highest of (i) the closing price of HK\$14.06 per Share as stated in the daily quotation sheets issued by the Stock Exchange on 2 May 2012, being the Date of Grant; (ii) the average closing price of HK\$13.216 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share.

In the case of grants in favour of Directors, the grant of the Share Options had been reviewed and recommended by the Remuneration Committee of the Company and was unanimously approved by all the Independent Non-Executive Directors on 2 May 2012 (with each respective Independent Non-Executive Director abstaining from voting on the grant in favour of himself). Whereas in all other cases, the Directors have unanimously approved the grants to employees.

The Board believes the grant of the Share Options to be an effective means to provide incentives to the Directors and employees of the Group to further the long-term interests of the Company and to align their interests with those of the shareholders of the Company.

By Order of the Board  
**Vinda International Holdings Limited**  
**Li Chao Wang**  
*Chairman*

Hong Kong, 2 May 2012

*As at the date of this 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.*