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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions have the following meanings. Certain other terms are defined in “Glossary”.*

“ADRs”	American depository receipts
“Amended Shareholders’ Agreement”	the shareholders’ agreement dated 17 May 2005 entered into by, among others, the Company and Cathay Paper, as amended by a deed of amendment dated 29 March 2007 entered into by Cathay Paper, Fu An, Lee Der Fung, SCA Hygiene, ML GCRE and the Company
“Application Form(s)”	<b>WHITE</b> application form(s), <b>YELLOW</b> application form(s), <b>PINK</b> application form(s) and <b>GREEN</b> application form(s), individually or collectively, as the context may require
“Articles of Association” or “Articles”	the articles of association of the Company, as adopted on 19 June 2007, and as amended from time to time, a summary of which is contained in Appendix IV to this prospectus
“associate”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board of Directors” or “Board”	the board of Directors of the Company
“Business Day”	a day (other than a Saturday or a Sunday) on which banks in Hong Kong are generally open for normal banking business
“BVI”	the British Virgin Islands
“CAGR”	compound annual growth rate
“Capitalisation Issue”	the issue of Shares to be made upon capitalisation of the share premium account of the Company as referred to in the section headed “Further information about the Company and its subsidiaries — Written resolutions of all the shareholders of the Company passed on 19 June 2007” in Appendix V to this prospectus
“Catalogue of Industry Guidelines”	the Catalogue of Industry Guidelines for Foreign Investment (外商投資產業指導目錄) jointly promulgated by NDRC and MOFCOM on 30 November 2004 and effective on 1 January 2005
“Cathay Paper”	Cathay Paper Limited, a company incorporated in the BVI with limited liability on 19 April 2005 whose entire issued share capital is held by Cathay Capital Holdings, L.P. which is a limited partnership with direct investment in China

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“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant, who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, which for the purpose of this prospectus and for geographical reference only, excludes Hong Kong, Macau and Taiwan; and references in this prospectus to provinces in the PRC include municipalities directly under the Central Government of the PRC as the context may require
“China Paper Association”	a national trade association among paper manufacturers in China which provides its members with regulatory and market information relating to the paper manufacturing industry in China
“CNG”	Central National-Gottesman Inc.
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”	Vinda International Holdings Limited (維達國際控股有限公司), a company incorporated in the Cayman Islands with limited liability on 17 August 1999
“Controlling Shareholder”	Fu An
“CW Li Family Trust”	an irrevocable discretionary trust set up by Mr. Li Chao Wang as settlor and HSBC International Trustee Limited as trustee on 21 June 2007, the beneficiaries of which include Mr. Li Chao Wang and his family members
“Director(s)”	the director(s) of the Company or any one of them
“Euromonitor”	Euromonitor International, a provider of international market intelligence on industries, countries and consumers

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“Forton Enterprises”	Forton Enterprises Limited (和達企業有限公司), a company incorporated in Hong Kong on 10 March 1992 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (HK)
“Fu An”	Fu An International Company Limited, a company incorporated in the BVI with limited liability on 19 October 1999 whose issued share capital is held as to 73.68% by Sentential Holdings Limited, 15.79% by Join Pride International Limited and 10.53% by Daminos Management Limited
“Fu An Covenantors”	Sentential Holdings Limited, Join Pride International Limited, Daminos Management Limited, Mr. Li Chao Wang, Ms. Yu Yi Fang and Mr. Dong Yi Ping
“GDP”	gross domestic product
“Global Coordinator”	Merrill Lynch International
“Global Offering”	the Public Offering and the International Placing
“Group”	the Company and its subsidiaries at the relevant point of time (including where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company)
“HKFRS”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$” or “HK dollars” and “HK cents”	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
“Independent Third Party”	a party which is not a connected person (as defined in the Listing Rules) of the Company
“International Offer Shares”	270,512,000 Shares, comprising 191,077,006 new Shares and 79,434,994 existing Shares initially being offered by the Company for subscription and by the Selling Shareholders for purchase, respectively, at the Offer Price under the International Placing (subject to adjustment as described in “Structure and conditions of the Global Offering”) together with (unless the context otherwise requires) any Shares issued pursuant to any exercise of the Over-allotment Option

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“International Placing”	the placing of the International Offer Shares for cash at the Offer Price plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% of the Offer Price, details of which are described in “Structure and conditions of the Global Offering” on and subject to the terms and conditions stated herein and in the International Underwriting Agreement
“International Underwriter”	Merrill Lynch International
“International Underwriting Agreement”	the conditional international purchase agreement relating to the International Placing to be entered into by, among others, the Company, the Selling Shareholders and the International Underwriter on or about the date of the Price Determination Agreement
“Latest Practicable Date”	18 June 2007, being the latest practicable date prior to the printing of this prospectus for the purpose of ascertaining certain information contained in this prospectus
“Lee Der Fung”	Lee Der Fung Company Limited, a company incorporated in the BVI with limited liability on 7 October 1999 whose entire issued share capital is held by Mr. Lee Kwong Sang, a non-executive Director
“Listing Date”	the date, expected to be on or about Tuesday, 10 July 2007, on which the Shares are first listed and from which dealings therein are permitted to take place on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended)
“M&A Rules”	the Rules in relation to Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定) jointly issued by MOFCOM, the State-owned Assets Supervision and Administration Commission of the State Council, State Tax Bureau, State Administration for Industry and Commerce, China Securities Regulatory Commission and State Administration of Foreign Exchange on 8 August 2006
“Macau”	the Macao Special Administrative Region of the PRC
“Measures on Pollution Sources Monitoring”	the Measures on the Administration of Pollution Sources Monitoring (污染源監測管理辦法) issued by State Environmental Protection Administration of China on 1 November 1999
“MLFE” and “Sponsor”	Merrill Lynch Far East Limited

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“ML GCRE”	ML GCRE IBK LLC
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“National Bureau of Statistics Information Centre”	the China Industrial Information Issuing Center of the National Bureau of Statistics of China (國家統計局中國行業企業信息發佈中心)
“NDRC”	the National Development and Reform Commission (中華人民共和國國家發展和改革委員會)
“New Income Tax Law”	the Enterprise Income Tax Law promulgated by the National People’s Congress on 16 March 2007 and which will become effective on 1 January 2008
“Offer Price”	the final Hong Kong dollar price per Offer Share (before brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005%) at which Shares are to be subscribed or purchased pursuant to the Global Offering, which will be not more than HK\$3.68 and is expected to be not less than HK\$3.18, to be determined as described in “Structure and conditions of the Global Offering — Determining the Offer Price”
“Offer Shares”	the Public Offer Shares and the International Offer Shares
“Over-allotment Option”	the option to be granted by the Company to the Global Coordinator under the International Underwriting Agreement pursuant to which the Company may be required by the Global Coordinator to allot and issue up to 45,085,000 additional new Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing
“Over-allotment Shares”	up to 45,085,000 Shares which the Company may be required to issue at the Offer Price pursuant to the Over-allotment Option
“PBOC”	People’s Bank of China (中國人民銀行)
“Price Determination Agreement”	the agreement to be entered into among the Company and the Global Coordinator (for itself and on behalf of the Underwriters) at or about the Price Determination Date to fix the Offer Price
“Price Determination Date”	the date, expected to be on or about Saturday, 30 June 2007 (Hong Kong time), when the Offer Price is determined and in any event no later than Saturday, 7 July 2007

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“Public Offer Shares”	the 30,058,000 new Shares initially being offered for subscription by the Company at the Offer Price under the Public Offering (subject to adjustment as described in “Structure and conditions of the Global Offering”)
“Public Offer Underwriters”	the underwriters of the Public Offering named in “Underwriting — Underwriters — Public Offer Underwriters” of this prospectus
“Public Offer Underwriting Agreement”	the conditional public offer underwriting agreement dated 25 June 2007 relating to the Public Offering entered into by, among others, the Company and the Public Offer Underwriters
“Public Offering”	the offer by the Company of the Public Offer Shares for subscription by the public in Hong Kong as described in “Structure and conditions of the Global Offering” at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% of the Offer Price) and on and subject to the terms and conditions stated herein and in the Application Forms relating thereto
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the US Securities Act
“RISI”	RISI Inc., an internationally recognised source for independent economic analysis for the international forest products industry
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the US Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAFE Notice”	the Notice on Relevant Problems Relating to the Administration of Foreign Exchange in Corporate Financing by Domestic Residents Through Overseas Special Objective Companies and Return Investments (關於境內居民通過境外特殊目的公司融資及返程投資外匯管理有關問題的通知) issued by SAFE on 21 October 2005 and effective from 1 November 2005
“SCA”	Svenska Cellulosa Aktiebolaget (Swedish Cellulose Incorporated)
“SCA HA”	SCA Hygiene Australasia Pty Limited and SCA Hygiene Australasia Limited, wholly-owned subsidiaries of SCA

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“SCA Hygiene”	SCA Hygiene Holding AB, a wholly-owned subsidiary of SCA
“Selling Shareholders”	Cathay Paper and Lee Der Fung
“SEPA”	State Environmental Protection Administration of the PRC (中華人民共和國國家環境保護總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“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)”	ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Share Option Scheme”	the share option scheme conditionally adopted by the Company on 19 June 2007, the principal terms of which are summarised in “Appendix V — Statutory and general information — Other information — Share Option Scheme”
“Standing Committee”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Three Authorities”	the former State Planning Commission, the former State Economic and Trade Commission and the former Ministry of Foreign Trade and Economic Cooperation
“Track Record Period”	the periods comprising the three financial years ended 31 December 2004, 2005 and 2006
“Underwriters”	the International Underwriter and the Public Offer Underwriters
“Underwriting Agreements”	the International Underwriting Agreement and the Public Offer Underwriting Agreement
“United States” or “US”	the United States, as defined in Regulation S
“US\$” or “US dollars”	United States dollars, the lawful currency of the United States
“US Person”	has the meaning given to it in Regulation S
“US Securities Act”	the United States Securities Act of 1933 (as amended)
“VAT”	value-added tax

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## DEFINITIONS

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“Vinda Household (Australia)”	Vinda Household Paper (Australia) Limited, a company incorporated in the BVI with limited liability on 20 July 1999 and a wholly-owned subsidiary of the Company
“Vinda Household (China)”	Vinda Household Paper (China) Limited, a company incorporated in the BVI with limited liability on 20 July 1999 and a wholly-owned subsidiary of the Company
“Vinda Household (HK)”	Vinda Household Paper (Hong Kong) Limited, a company incorporated in the BVI with limited liability on 20 July 1999 and a wholly-owned subsidiary of the Company
“Vinda Household (USA)”	Vinda Household Paper (U.S.A.) Limited, a company incorporated in the BVI with limited liability on 5 August 1999 and a wholly-owned subsidiary of the Company
“Vinda Northern Paper”	Vinda Northern Paper (Beijing) Company Limited (維達北方紙業(北京)有限公司), a joint venture enterprise established in the PRC on 11 October 2002 and an indirectly wholly-owned subsidiary of the Company held as to 51% by Vinda Paper (Xiaogan) and 49% by Vinda Household (China)
“Vinda Paper (Australia)”	Vinda Paper (Australia) Pty Ltd, a company incorporated in Australia with limited liability on 30 July 1999 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (Australia)
“Vinda Paper (Beijing)”	Vinda Paper (Beijing) Company Limited (維達紙業(北京)有限公司), a wholly foreign-owned enterprise established in the PRC on 9 November 1999 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (China)
“Vinda Paper (Guangdong)”	Vinda Paper (Guangdong) Co. Limited (維達紙業(廣東)有限公司), a wholly foreign-owned enterprise established in the PRC on 25 November 1991 as a Sino-foreign joint venture under the name Xinhui Vinda Paper Enterprise Company Limited (新會維達紙業企業有限公司) which in 1999 changed its name to the present name and became an indirectly wholly-owned subsidiary of the Company held as to 100% by Forton Enterprises
“Vinda Paper (HK)”	Vinda Paper Industrial (H.K.) Company Limited (維達紙業(香港)有限公司), a company incorporated in Hong Kong with limited liability on 27 July 1993 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (HK)



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“Vinda Paper (Hubei)”	Vinda Paper (Hubei) Company Limited (維達紙業(湖北)有限公司), a wholly foreign-owned enterprise established in the PRC on 14 January 1997 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (China)
“Vinda Paper (Jiangmen)”	Vinda Paper (Jiangmen) Company Limited (維達紙業(江門)有限公司), a joint venture enterprise established in the PRC on 23 April 2004 and an indirectly wholly-owned subsidiary of the Company held as to 51% by Vinda Paper (Guangdong) and 49% by Vinda Household (China)
“Vinda Paper (Sichuan)”	Vinda Paper (Sichuan) Co. Limited (維達紙業(四川)有限公司), a wholly foreign-owned enterprise established in the PRC on 22 October 2004 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Forton Enterprises
“Vinda Paper (USA)”	Vinda Paper (U.S.A.) Inc., a company incorporated in the United States with limited liability on 19 August 1999 and an indirectly wholly-owned subsidiary of the Company held as to 100% by Vinda Household (USA)
“Vinda Paper (Xiaogan)”	Vinda Paper (Xiaogan) Company Limited (維達紙業(孝感)有限公司), a joint venture enterprise established in the PRC on 24 May 2004 and an indirectly wholly-owned subsidiary of the Company held as to 28.2% by Vinda Paper (Hubei) and 71.8% by Vinda Household (China)
“Weyerhaeuser”	Weyerhaeuser (Asia) Ltd.
“White Form eIPO”	applying for Public Offer Shares to be issued in your own name by submitting applications online through the designated website at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“White Form eIPO Service Provider”	the White Form eIPO service provider designated by the Company, as specified on the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“WTO”	World Trade Organization
“YF Yu Family Trust”	an irrevocable discretionary trust set up by Ms. Yu Yi Fang as settlor and HSBC International Trustee Limited as trustee on 21 June 2007, the beneficiaries of which include Ms. Yu Yi Fang and her family members
“YP Dong Family Trust”	an irrevocable discretionary trust set up by Mr. Dong Yi Ping as settlor and HSBC International Trustee Limited as trustee on 21 June 2007, the beneficiaries of which include Mr. Dong Yi Ping and his family members
“%”	per cent.

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*Unless otherwise specified, statements contained in this prospectus assume no exercise of the Over-Allotment Option.*

*All times refer to Hong Kong time.*

*If there is any inconsistency between the Chinese name of the PRC laws and regulations or PRC entities mentioned in this prospectus and their English translation, the Chinese version shall prevail.*

*Unless otherwise specified, amounts denominated in RMB and US\$ have been converted into Hong Kong dollars in this prospectus for the purpose of illustration only at the rates set out below:*

*HK\$1.00: RMB0.99*

*HK\$7.81: US\$1.00*

*No representation is made that any amounts in RMB, US\$ or HK\$ can be or could have been converted at the relevant dates at the above rates or any other rates or at all.*

*In this prospectus, references to years are to calendar years unless otherwise stated.*

*Translated English names of Chinese natural persons, legal persons, governmental authorities, institutions or other entities for which no official English translation exist are unofficial translations for reference only.*

*Figures, including percentage figures, presented in this prospectus are subject to rounding.*