Tomson Group

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

Form of Proxy for the Annual General Meeting to be held on Thursday, 4th June, 2020 (the "Meeting")

I/We[1], _____

of _____

being the registered holder(s) of[2] _____ shares of

Rivera (Holdings) Limited (the "Company"), **HEREBY APPOINT**[3] _____

of _____

or failing him/her, the duly appointed Chairman of the Meeting as my/our proxy to attend and act for me/us at the Meeting of the Company to be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 4th June, 2020 at 2:00 p.m. (and at any adjournment thereof) and to vote at the Meeting (and at any adjournment thereof) for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS			**FOR**[4]	**AGAINST**[4]
(1)	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2019 together with the reports of the Directors and independent Auditor thereon			
(2)	To declare a final dividend of HK$0.04 per share of the Company for the year ended 31st December, 2019			
(3)	(a)	To re-elect the following retiring Directors of the Company:		
		(i) Mr Ng Chi Him		
		(ii) Mr Tong Chi Kar Charles		
		(iii) Mr Zhao Haisheng		
		(iv) Mr Tsang Kam Chuen		
		(v) Mr Albert Tong		
	(b)	To authorize the Board of Directors of the Company to fix the fees of the Directors		
(4)	To re-appoint Deloitte Touche Tohmatsu as Auditor of the Company and to authorize the Board of Directors of the Company to fix the Auditor's remuneration			
(5)	To grant a general mandate to the Board of Directors of the Company to buy back issued shares of the Company up to a maximum of 10 per cent of the aggregate number of issued shares of the Company as at the date of the Meeting			
(6)	To grant a general mandate to the Board of Directors of the Company to issue new shares of the Company, except for cases otherwise specified, up to a maximum of 20 per cent of the aggregate number of issued shares of the Company as at the date of the Meeting			
(7)	To grant a general mandate to the Board of Directors of the Company to add the number of shares of the Company that may be bought back according to the mandate granted under Resolution (5) above to the share issue mandate granted under Resolution (6) above			

Dated this _____ day of _____, 2020 Signature[5] _____

Notes:

1. Please fill in your full name(s) and address in **BLOCK CAPITALS** as shown in the Register of Members of the Company. The names of all joint holders should be stated.
2. Please fill in the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is stated, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If you wish to appoint a proxy, please fill in the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the Meeting is entitled to appoint one or more person(s) as proxies to exercise all or any of his rights to attend and to speak and vote at the Meeting in his stead. A proxy need not be a member of the Company but must attend the Meeting in person to represent you. **If no name is given, the Chairman of the Meeting will act as your proxy.**
4. **IMPORTANT: If you wish to vote for the resolution, please put a tick in the box marked "For". If you wish to vote against the resolution, please put a tick in the box marked "Against". Failure to tick any box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to cast his vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice of the Meeting.** The shares abstained will not be counted in the calculation of the majority required for passing the resolution.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized.
6. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, at any general meeting on a poll, every member (no matter present in person or by proxy or (being a corporation) by a duly authorized representative) shall have one vote for every fully-paid share of which he is the holder. A member entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.
7. To be valid, this form of proxy, accompanied by a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the office of the Company at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong **not later than 2:00 p.m. on Wednesday, 3rd June, 2020** or not less than 24 hours before the time scheduled for holding any adjournment thereof.

   Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof in person if you so wish; and in such event, the appointment of the proxy will be deemed to be revoked.
8. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
9. In the case of joint holders of a share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at any meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share will be accepted to the exclusion of the votes of the other joint holder(s).
10. Certain precautionary measures will be implemented at the Meeting, please refer to Note 6 to the Notice of the Meeting for details.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company at the address stated in Note 7 above.