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STEP FAMOUS INVESTMENT LIMITED

進譽投資有限公司

(Incorporated in Hong Kong with limited liability)



Tomson Group

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

JOINT ANNOUNCEMENT

MONTHLY UPDATE ON

(1) PROPOSED PRIVATISATION OF RIVERA (HOLDINGS) LIMITED

BY STEP FAMOUS INVESTMENT LIMITED

BY WAY OF A SCHEME OF ARRANGEMENT

UNDER SECTION 673 OF THE COMPANIES ORDINANCE

(2) PROPOSED WITHDRAWAL OF LISTING OF RIVERA (HOLDINGS) LIMITED

(3) SPECIAL DEALS RELATING TO

ROLLOVER AGREEMENT AND FRAMEWORK AGREEMENT

Financial Adviser to the Offeror



References are made to the announcements jointly issued by Rivera (Holdings) Limited (the “**Company**”) and Step Famous Investment Limited (the “**Offeror**”) dated 18 January 2021 (the “**First Announcement**”), 5 February 2021 (the “**Second Announcement**”), 5 March 2021 (the “**Third Announcement**”) and 7 April 2021 (the “**Fourth Announcement**”), together with the First Announcement, the Second Announcement and the Third Announcement, collectively the “**Announcements**”) in relation to, among others, the Proposal. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

As stated in the Second Announcement and the Third Announcement respectively, the High Court has directed that the hearing of the originating summons for an order to issue its directions for convening the Court Meeting be held on 28 May 2021 and the Scheme Document is expected to be despatched on 7 June 2021. As at the date of this joint announcement, the Company and the Offeror are in the course of preparing the Scheme Document and the Company is in the course of preparing for the court hearing.

Further to the Fourth Announcement and as at the date of this joint announcement, none of the Conditions has been fulfilled or waived.

Further announcement(s) will be made by the Company and/or the Offeror in accordance with the Listing Rules and the Takeovers Code (as the case may be) on the status and progress in connection with the Proposal and the despatch of the Scheme Document as and when appropriate.

WARNING: Shareholders and potential investors of the Company should be aware that the Proposal is subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented. Shareholders and potential investors of the Company should therefore exercise caution when dealing in securities of the Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

By order of the board of directors of
STEP FAMOUS INVESTMENT LIMITED

Hsu Feng
Director

By order of the board of directors of
RIVERA (HOLDINGS) LIMITED

Lee Yuen Han
Company Secretary

Hong Kong, 6 May 2021

As at the date of this joint announcement, there are nine members of the Board comprising a non-executive Chairman who is Madam Liu Ying; four executive Directors who are Madam Hsu, Mr. Albert Tong, Mr. Charles Tong and Mr. Zhao Haisheng; one non-executive Director who is Mr. Sung Tze-Chun; and three independent non-executive Directors who are Mr. Zhang Hong Bin, Mr. Tsang Kam Chuen and Mr. Ng Chi Him.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by Madam Hsu, Mr. Albert Tong, Mr. Charles Tong (in their capacity as the directors of the Offeror) and (where applicable) the directors of the Offeror Concert Parties) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the Offeror Board comprises Madam Hsu, Mr. Albert Tong and Mr. Charles Tong.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the Directors (in their capacity as Directors)) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.