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Tomson Group

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

**IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 651 OF 2021**

**IN THE MATTER OF
RIVERA (HOLDINGS) LIMITED
川河集團有限公司**

AND

**IN THE MATTER OF
THE COMPANIES ORDINANCE,
CHAPTER 622 OF THE LAWS OF
THE HONG KONG SPECIAL ADMINISTRATIVE REGION**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 24 June 2021 (the “**Order**”) made in the above matters, the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) has directed a meeting (the “**Meeting**”) to be convened of the registered holders of the shares (the “**Share(s)**”) in the capital of Rivera (Holdings) Limited (the “**Company**”) (other than those held by Step Famous Investment Limited (the “**Offeror**”), Madam Hsu Feng, Brightsec Limited, Nankeen (Nominees) Limited, Nomsec No.1 Limited, Nomsec No.2 Limited, Mr. Albert Tong, Mr. Tong Chi Kar Charles and Best Central Developments Limited) (the “**Scheme Shares**”) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the holders of the Scheme Shares (the “**Scheme Shareholders**”) as at Scheme Record Date (as

defined in the Scheme), and that such Meeting will be held at 11:00 a.m. on Friday, 23 July 2021 at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong at which place and time all Scheme Shareholders are requested to attend.

A copy of the Scheme and a copy of the explanatory statement (the “**Explanatory Statement**”) explaining the effect of the Scheme, required to be furnished pursuant to section 671 of the abovementioned Ordinance, are incorporated in the scheme document of which this notice forms part (the “**Scheme Document**”), which has been despatched by post to Scheme Shareholders. A copy of the Scheme Document can also be obtained by any person entitled to attend the Meeting during usual business hours on any day prior to the day appointed for the said meeting (other than a Saturday, a Sunday or a public holiday in Hong Kong) (a) from the share registrar of the Company, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong and (b) at the office of the Company’s solicitors at 5th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong. The Scheme Document is also available at <http://www.rivera.com.hk>.

Unless otherwise defined in this notice or the context otherwise requires, terms defined in the Scheme Document shall have the same meanings when used in this notice.

In compliance with the Takeovers Code, Shares held by the Offeror and parties acting in concert (as defined in the Takeovers Code) with it may not be voted at the Meeting. Only Shares held by other Scheme Shareholders are eligible for voting thereat.

The above-mentioned Scheme Shareholders may vote in person at the Meeting or they may appoint one or more persons, whether a member of the Company or not, as their proxy to attend and vote in their stead. A pink form of proxy for use at the Meeting is enclosed with the Scheme Document.

In the case of joint holders of a Share, the vote of the most senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the Share.

It is requested that forms appointing proxies, together with the power of attorney or other authority, if any, under which they are signed or a notarially certified copy of that power or authority (in the case of a corporation either under seal or under the hand of an officer or attorney duly authorised and to the satisfaction of the Directors), be lodged at the Company’s share registrar as stated above no later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude a holder of Scheme Shares from attending and voting in person at the Meeting or any adjournment thereof. In the event that an eligible Scheme Shareholder attends and votes at the Meeting or any adjournment thereof after having lodged his form of proxy, his form of proxy shall be deemed to be revoked by operation of law.

Taking into account the recent developments relating to the novel coronavirus (“**COVID-19**”) and to safeguard the health and safety of the shareholders of the Company and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Meeting:

- (1) Compulsory body temperature checks;
- (2) Completion of health and travel declaration form;
- (3) Wearing of surgical mask before being permitted to attend, and during the attendance of, the Meeting;
- (4) No refreshments or drinks will be served; and
- (5) Attendees will be accommodated in separate partitioned rooms or areas with not more than the number as may be allowed under the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) from time to time.

Attendees who do not comply with the precautionary measures (1) to (3) above, or who are subject to health quarantine or compulsory testing prescribed by the Government of Hong Kong, or whose body temperature reading is 37.5 degrees Celsius or higher will be denied entry to the venue of the Meeting, at the absolute discretion of the Company. The Shareholders who are denied entry to the venue of the Meeting will be provided with voting slips of the Meeting and may complete, sign and return the voting slips to exercise their voting rights.

The Company strongly urges the Scheme Shareholders, particularly those are subject to health quarantine or compulsory testing prescribed by the Government of Hong Kong in relation to COVID-19, to complete, sign and return the enclosed form of proxy in respect of the Meeting pursuant to which you may appoint any person or the chairman of the Meeting as a proxy to vote on the resolution.

For the purpose of determining the entitlements of holders of Scheme Shares to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 19 July 2021 to Friday, 23 July 2021, both days inclusive, and during such period, no transfer of Shares will be effected. In order to qualify to vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar as stated above before 4:30 p.m. on Friday, 16 July 2021.

By the Order, the High Court has appointed Mr. Ng Chi Him, or failing him, Mr. Tsang Kam Chuen, or failing him, any other available director of the Company to act as chairman of the Meeting and has directed the chairman of the Meeting to report the result thereof to the High Court.

The Scheme will be subject to the subsequent sanction of the High Court as set out in the Explanatory Statement contained in the Scheme Document.

Dated 30 June 2021.

Deacons
Solicitors for the Company

5th Floor
Alexandra House
18 Chater Road
Central, Hong Kong

As at the date of this notice, 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.