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**Tomson Group**

## **RIVERA (HOLDINGS) LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 281)**

### **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a general meeting (the “**General Meeting**”) of Rivera (Holdings) Limited (the “**Company**”) will be held at 11:30 a.m. (or immediately after the conclusion or adjournment of the meeting of the holders of the shares of the Company (the “**Shares**”) convened at the direction of the High Court of the Hong Kong Special Administrative Region (the “**High Court**”) for the same day and place) on Friday, 23 July 2021 at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing, the following:

#### **ORDINARY RESOLUTION**

**“THAT**

- (A) the Special Deals (as defined in the scheme document dated 30 June 2021 and jointly issued by the Company and Step Famous Investment Limited (the “**Scheme Document**”)) be and is hereby approved; and
- (B) any one of the Directors be and is hereby unconditionally authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Special Deals.”

#### **SPECIAL RESOLUTION**

**“THAT:**

- (A) the proposed scheme of arrangement dated 30 June 2021 (the “**Scheme**”) between the Company and the holders of the Scheme Shares (as defined in the Scheme) as at the Scheme Record Date (as defined in the Scheme), in the form of the print contained in the Scheme Document which has been produced to the General Meeting and for the purpose of identification signed by the chairman of the General Meeting, with any modification of or addition to it, or any condition, as may be approved or imposed by the High Court, be and is hereby approved;

- (B) for the purpose of giving effect to the Scheme, on the date on which the Scheme becomes effective in accordance with the Companies Ordinance:
- (i) the share capital of the Company be reduced by cancelling and extinguishing the Scheme Shares;
  - (ii) subject to and forthwith upon such reduction of capital taking effect, the issued share capital of the Company be increased to its former amount by the creation of the same number of new Shares as the number of Scheme Shares cancelled; and
  - (iii) the Company shall apply the reserve created in its books of account as a result of the said reduction of capital in paying up in full the new Shares so issued, which new Shares shall be allotted and issued, credited as fully paid, to the Offeror, and the Directors be and are hereby unconditionally authorised to allot and issue the same accordingly; and
- (C) any one of the Directors be and is hereby unconditionally authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for the withdrawal of the listing of Shares on the Stock Exchange, subject to the Scheme taking effect; (ii) the reduction of capital of the Company; (iii) the allotment and issue of the Shares referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the High Court may see fit to impose and to do all other acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme.”.

By Order of the Board of  
**RIVERA (HOLDINGS) LIMITED**  
**Lee Yuen Han**  
*Company Secretary*

Hong Kong, 30 June 2021

*Notes:*

- (i) 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.
- (ii) At the General Meeting, the chairman of the General Meeting will put forward the above resolutions to be voted on by way of poll.
- (iii) A white form of proxy for use at the General Meeting is enclosed with the Scheme Document.

- (iv) A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint one or more persons, whether a member of the Company or not, as his proxy to exercise all or any of his rights to attend, speak and vote at the General Meeting instead of him. If more than one proxy is appointed, the number of Shares in respect of which each such proxy is so appointed must be specified in the relevant form of proxy.
- (v) In order for it to be valid, the white form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority (in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised and to the satisfaction of the Directors), must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the time appointed for holding the General Meeting or any adjournment thereof. Completion and return of the white form of proxy will not preclude a member from attending and voting in person at the General Meeting or any adjournment thereof. In the event that a member attends and votes at the General Meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked by operation of law.
- (vi) 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.
- (vii) For the purpose of determining the entitlements of Shareholders to attend and vote at the General 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 attend and vote at the General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong before 4:30 p.m. (Hong Kong time) on Friday, 16 July 2021.
- (viii) If a tropical cyclone warning signal No.8 or above is hoisted or a black rainstorm warning signal is in force at any time after 7:00 a.m. (Hong Kong time) on the date of the General Meeting, the General Meeting will be postponed. The Company will post an announcement on the respective websites of the Hong Kong Exchanges and Clearing Limited and the Company to notify members of the date, time and venue of the rescheduled meeting.
- (ix) Taking into account the recent developments relating to the novel coronavirus ("**COVID-19**"), and to safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the General 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 General 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 General Meeting, at the absolute discretion of the Company. The Shareholders who are denied entry to the venue of the General Meeting will be provided with voting slips of the General Meeting and may complete, sign and return the voting slips to exercise their voting rights.

**The Company strongly urges the Shareholders, particularly Shareholders who 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 General Meeting pursuant to which you may appoint any person or the chairman of the General Meeting as a proxy to vote on the resolutions.**

In case of any inconsistency, the English version of this notice shall prevail.

*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.*