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Tomson Group

STEP FAMOUS INVESTMENT LIMITED

進譽投資有限公司

(Incorporated in Hong Kong with limited liability)

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

JOINT ANNOUNCEMENT

- (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) WITHDRAWAL OF LISTING OF RIVERA (HOLDINGS) LIMITED**
- (3) SPECIAL DEALS RELATING TO
ROLLOVER AGREEMENT AND FRAMEWORK AGREEMENT**
- (4) SANCTION OF THE SCHEME BY THE HIGH COURT**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee

ALTUS CAPITAL LIMITED

INTRODUCTION

References are made to (i) the scheme document dated 30 June 2021 jointly issued by Rivera (Holdings) Limited (the “**Company**”) and Step Famous Investment Limited (the “**Offeror**”) in relation to, among others, the Proposal (the “**Scheme Document**”); and (ii) the joint announcement of the Company and the Offeror dated 23 July 2021 in relation to, among other things, the results of the Court Meeting and the General Meeting. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

SANCTION OF THE SCHEME AND CONFIRMATION OF THE CAPITAL REDUCTION OF THE COMPANY BY THE HIGH COURT

The Scheme was sanctioned by the High Court without any modification or addition or condition on Tuesday, 17 August 2021. The reduction of the share capital of the Company involved in the Scheme (the “**Capital Reduction**”) was also confirmed by the High Court on the same day.

An office copy of the order of the High Court made on Tuesday, 17 August 2021 sanctioning the Scheme and confirming the Capital Reduction under section 229 of the Companies Ordinance, and the minute (approved by the High Court) and the return containing particulars required under section 230 of the Companies Ordinance are expected to be delivered to the Registrar of Companies for registration on Thursday, 19 August 2021.

Subject to the registration of the aforesaid order of the High Court, the minute and the return by the Registrar of Companies, the Scheme is expected to become effective on Thursday, 19 August 2021.

WITHDRAWAL OF THE LISTING OF SHARES

Subject to the Scheme becoming effective on Thursday, 19 August 2021, the listing of Shares on the Stock Exchange is expected to be withdrawn at 4:00 p.m. on Friday, 20 August 2021.

WARNING

Shareholders and potential investors 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 should therefore exercise caution when dealing in the 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, 17 August 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 Directors comprises Madam Hsu, Mr. Albert Tong and Mr. Charles Tong.

The Offeror Directors 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.