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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

(1) 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) EFFECTIVE DATE OF THE SCHEME

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**”); (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; and (iii) the joint announcement of the Company and the Offeror dated 17 August 2021 in relation to, among other things, the sanction of the Scheme by the High Court. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Scheme Document.

EFFECTIVE DATE OF THE SCHEME

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 were registered by the Registrar of Companies on Thursday, 19 August 2021.

All of the conditions of the Scheme as set out in the Scheme Document were fulfilled and the Scheme became effective on Thursday, 19 August 2021.

PAYMENT UNDER THE SCHEME

Cheques for payment of the Cancellation Price under the Scheme will be despatched to the Scheme Shareholders as soon as possible but in any event no later than Monday, 30 August 2021.

WITHDRAWAL OF THE LISTING OF THE SHARES

The listing of the Shares on the Stock Exchange will be withdrawn at 4:00 p.m. on Friday, 20 August 2021.

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, 19 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.