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Yomi.sun Holding Limited

(Incorporated in the British Virgin Islands with limited liability)

RIVERINE CHINA HOLDINGS LIMITED

浦江中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1417)

JOINT ANNOUNCEMENT

- (1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER
BY LEGO SECURITIES LIMITED FOR AND ON BEHALF OF
YOMI.SUN HOLDING LIMITED TO ACQUIRE ALL
THE ISSUED SHARES OF RIVERINE CHINA HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED
TO BE ACQUIRED BY YOMI.SUN HOLDING LIMITED
AND ANY PARTY ACTING IN CONCERT WITH IT);
(2) RESULTS OF THE OFFER;
(3) SETTLEMENT OF THE OFFER;
AND
(4) PUBLIC FLOAT OF THE COMPANY**



Financial Adviser to the Offeror



**DILIGENT
CAPITAL**



**Joint Independent Financial Advisers to
the Independent Board Committee**

References are made to (i) the Rule 3.7 Announcement dated 18 May 2026; (ii) the joint announcement dated 15 June 2026 in relation to the Offer; (iii) the joint announcement dated 6 July 2026 in relation to the delay in despatch of Composite Document; (iv) the joint announcement dated 21 July 2026 in relation to the despatch of the Composite Document; (v) the Composite Document dated 21 July 2026, jointly issued by Yomi.sun Holding Limited (the “**Offeror**”) and Riverine China Holdings Limited (the “**Company**”) in relation to the Offer; and (vi) the clarification statement dated 30 July 2026 in relation to the Offer. Unless otherwise defined, capitalised terms used in this joint announcement shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday, 11 August 2026 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Tuesday, 11 August 2026, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror had received 2 valid acceptances in respect of a total of 8,000 Shares under the Offer, representing approximately 0.002% of the entire issued share capital of the Company as at the date of this joint announcement.

Immediately after the close of the Offer and taking into account the 2 valid acceptances in respect of 8,000 Offer Shares under the Offer as at 4:00 p.m. on Tuesday, 11 August 2026 and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in an aggregate of 300,178,000 Shares, representing approximately 74.12% of the entire issued share capital of the Company as at the date of this joint announcement.

SETTLEMENT OF THE OFFER

Based on the 2 valid acceptances in respect of 8,000 Offer Shares under the Offer at the Offer Price of HK\$0.519 per Offer Share, the total consideration of the Offer is HK\$4,152.

Remittances in respect of the cash consideration (after deducting the Hong Kong seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares tendered under the Offer have been/will be despatched to the Independent Shareholders accepting the Offer by ordinary post at their own risk as soon as possible, but in any event no later than seven (7) Business Days after the date of receipt of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting remittances in respect of valid acceptances received under the Offer is Thursday, 20 August 2026.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately following Completion of the Acquisitions of the 300,170,000 Sale Shares in aggregate from the Selling Shareholder pursuant to the Sale and Purchase Agreements and before the commencement of the opening for acceptance of the Offer on 21 July 2026, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them held a total of 300,170,000 Shares, representing approximately 74.12% of the entire issued share capital of the Company.

Taking into account the 2 valid acceptances in respect of 8,000 Offer Shares under the Offer (representing approximately 0.002% of the entire issued share capital of the Company) and subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them are interested in an aggregate of 300,178,000 Shares, representing approximately 74.12% of the entire issued share capital of the Company as at the date of this joint announcement.

Save for the Sale Shares and the valid acceptances under the Offer as disclosed above, the Offeror, its ultimate beneficial owners and parties acting in concert with any of them (i) did not hold, own, control or have direction over any Shares or rights over Shares before the commencement of the Offer Period; (ii) had not acquired or agreed to acquire any Shares or any rights over Shares during the Offer Period; and (iii) had not borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to and including the date of this joint announcement.

The following table sets out the shareholding structure of the Company (i) immediately before Completion; (ii) immediately following Completion and before the commencement of the Offer; and (iii) immediately upon the close of the Offer (assuming that the transfer to the Offeror and parties acting in concert with it of those Offer Shares acquired by the Offeror and parties acting in concert with it under the Offer has been completed) and as at the date of this joint announcement:

Shareholders	Immediately before Completion		Immediately following Completion and before the commencement of the Offer		Immediately upon the close of the Offer (assuming that the transfer to the Offeror of those Offer Shares acquired by the Offeror or under the Offer has been completed) and as at the date of this joint announcement	
	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares	Number of Shares	Approximate % of issued Shares
The Offeror and parties acting in concert with it						
— The Offeror (<i>Note 1</i>)	—	—	222,890,000	55.03	222,898,000	55.04
— Lucky Yang (<i>Note 2</i>)	—	—	77,280,000	19.08	77,280,000	19.08
Selling Shareholder						
— Selling Shareholder (<i>Note 3</i>)	300,170,000	74.12	—	—	—	—
Independent Shareholders	104,830,000	25.88	104,830,000	25.88	104,822,000	25.88
Total	405,000,000	100.00	405,000,000	100.00	405,000,000	100.00

Notes:

- The Offeror is an investment holding company and is wholly-owned by Youmi Investment Limited. Youmi Investment Limited is beneficially owned by the Youmi Trust, which was established by Mr. Sun as the settlor and appointor. Cantrust (Far East) Limited is the trustee of the Youmi Trust and an independent professional trustee ultimately controlled by an Independent Third Party of the Company, and Mr. Sun and his family members are the beneficiaries of the Youmi Trust. Mr. Sun is the sole director and the ultimate beneficial owner of the Offeror. As such, each of Mr. Sun, Cantrust (Far East) Limited and Youmi Investment Limited is deemed to be interested in the Shares held by the Offeror.
- Lucky Yang is an Independent Third Party prior to the entering into of Sale and Purchase Agreement 2. Lucky Yang is a party acting in concert with the Offeror, and is wholly and beneficially owned by Mr. Yang. Mr. Yang is deemed to be interested in the Shares held by Lucky Yang.
- The Selling Shareholder is legally and beneficially owned as to 87% by Vital Kingdom, 10% by Source Forth and 3% by Pine Fortune. Each of Mr. Xiao, Mr. Fu, and Mr. Chen owns the entire issued share capital of Vital Kingdom, Source Forth, and Pine Fortune, respectively. Both Mr. Xiao and Mr. Fu are executive Directors of the Company and Mr. Xiao is the chairman of the Board.
- Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as total may not be an arithmetic aggregation of the figures preceding them.

PUBLIC FLOAT OF THE COMPANY

Immediately upon the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Offer Shares in respect of which valid acceptances were received, an aggregate of 104,822,000 Shares, representing approximately 25.88% of the entire issued share capital of the Company as at the date of this joint announcement, are held by the public (as defined under the Listing Rules).

In view of the above, the Company continues to satisfy the minimum public float requirement of 25% as set out in Rule 13.32B(1) of the Listing Rules.

By order of the board of
Yomi.sun Holding Limited
Sun Taoyong
Sole director

By order of the Board of
Riverine China Holdings Limited
Xiao Xingtao
Chairman

Hong Kong, 11 August 2026

As at the date of this joint announcement, the sole director of the Offeror is Mr. Sun.

The director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group and the Selling Shareholder), and confirm, having made all reasonable enquires, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the 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.

As at the date of this joint announcement, the Board comprises Mr. Xiao (Chairman), Mr. Fu Qichang, Mr. Xiao Yuqiao and Ms. Wang Hui as executive Directors, Mr. Zhang Yongjun as non-executive Director, and Mr. Cheng Dong, Mr. Weng Guoqiang and Mr. Shu Wa Tung Laurence as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any party acting in concert with it), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the sole director of the Offeror) 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.

In the event of any inconsistency, the English text of this joint announcement shall prevail over its Chinese text.