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VIVA CHINA

**VIVA CHINA
HOLDINGS LIMITED**
非凡中國控股有限公司
(Incorporated in the Cayman
Islands with limited liability)
(Stock Code: 8032)

**DRAGON LEAP
DEVELOPMENTS
LIMITED**
龍躍發展有限公司

(Incorporated in the British Virgin
Islands with limited liability)



**BOSSINI
INTERNATIONAL
HOLDINGS LIMITED**
堡獅龍國際集團有限公司*
(Incorporated in Bermuda with
limited liability)
(Stock Code: 592)

JOINT ANNOUNCEMENT

**MONTHLY UPDATE IN RELATION TO POSSIBLE MANDATORY
UNCONDITIONAL CASH OFFERS BY OPTIMA CAPITAL LIMITED
ON BEHALF OF DRAGON LEAP DEVELOPMENTS LIMITED (AN
80%-OWNED SUBSIDIARY OF VIVA CHINA HOLDINGS LIMITED)
FOR ALL THE ISSUED SHARES IN
BOSSINI INTERNATIONAL HOLDINGS LIMITED (OTHER THAN THOSE
ALREADY OWNED OR AGREED TO BE ACQUIRED BY
DRAGON LEAP DEVELOPMENTS LIMITED
AND PARTIES ACTING IN CONCERT WITH IT) AND FOR
THE CANCELLATION OF ALL THE OUTSTANDING SHARE OPTIONS OF
BOSSINI INTERNATIONAL HOLDINGS LIMITED**

References are made to the announcement jointly issued by the Offeror, Viva China and Bossini dated 14 May 2020 in relation to, among others, the Acquisition and the Offers (the “**Joint Announcement**”) and the announcement jointly issued by the Offeror, Viva China and Bossini dated 1 June 2020 in relation to the delay in despatch of the Composite Document. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, the making of the Offers is conditional upon Completion which is in turn subject to the fulfillment or waiver (as the case may be) of the conditions precedent (the “**Conditions**”) as set out under the section headed “The Share Purchase Agreement – Conditions precedent” in the Joint Announcement. The Offeror, Viva China and Bossini would like to provide update on the status of the Conditions.

* For identification purpose only

As at the date of this joint announcement, Condition (i) has been fulfilled and Conditions (ii), (iii) and (v) are to be fulfilled or waived (as the case may be) at Completion. Condition (iv) requires the Viva China Shareholders to approve the Share Purchase Agreement and the transactions contemplated thereunder in accordance with the GEM Listing Rules. Viva China has despatched a circular in respect of, among other things, details of the Share Purchase Agreement on 24 June 2020 and the Viva China EGM will be held on 16 July 2020 for the Viva China Shareholders to consider and, if thought fit, to approve, among other matters, the Share Purchase Agreement and the transactions contemplated thereunder. Completion is expected to take place on the third Business Day after Condition (iv) has been satisfied provided that the Conditions (ii), (iii) and (v) are satisfied or waived at Completion, or such other date as may be agreed by the Vendor and the Offeror in writing. It is currently expected that the Composite Document will be despatched on a date falling within seven days after the Completion Date.

Further announcement(s) will be jointly made by the Offeror, Viva China and Bossini in respect of any material developments in relation to the Offers as and when appropriate.

WARNING

COMPLETION IS SUBJECT TO THE FULFILLMENT OR WAIVER (AS THE CASE MAY BE) OF THE CONDITIONS PRECEDENT SET OUT IN THE SHARE PURCHASE AGREEMENT, AND THE ACQUISITION MAY OR MAY NOT PROCEED TO COMPLETION. VIVA CHINA SHAREHOLDERS AND POTENTIAL INVESTORS OF VIVA CHINA ARE REMINDED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF VIVA CHINA.

THE OFFERS ARE SUBJECT TO COMPLETION WHICH MAY OR MAY NOT TAKE PLACE. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. BOSSINI SHAREHOLDERS, BOSSINI OPTIONHOLDERS AND POTENTIAL INVESTORS OF BOSSINI ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF BOSSINI (INCLUDING THE BOSSINI SHARES AND ANY OPTIONS OR RIGHTS IN RESPECT OF THEM). PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT A LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

By order of the board of
Viva China
Holdings Limited
LI Ning
Chairman &
Chief Executive Officer

By order of the board of
Dragon Leap
Developments Limited
LI Ning
Director

By order of the board of
Bossini International
Holdings Limited
TSIN Man Kuen Bess
Chairman

Hong Kong, 30 June 2020

As at the date of this joint announcement, the Viva China Board comprises three executive directors, namely Mr. LI Ning (Chairman and Chief Executive Officer), Mr. LI Chunyang and Mr. LI Qilin; one non-executive director, namely Mr. MA Wing Man; and three independent non-executive directors, namely Mr. LI Qing, Mr. PAK Wai Keung, Martin and Mr. WANG Yan.

This joint announcement, for which the Viva China Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to Viva China. The Viva China Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this joint announcement (other than those related to the Bossini Group and the Offeror) is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading. The Viva China Directors also jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those related to the Bossini Group and the Offeror) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 statements in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. LI Ning, Mr. CHEUNG Chi and Mr. LAW Ching Kit Bosco.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than those related to the Viva China Group and the Bossini Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 statements in this joint announcement misleading.

As at the date of this joint announcement, the Bossini Board comprises three executive directors, namely Ms. TSIN Man Kuen Bess (Chairman), Mr. MAK Tak Cheong Edmund and Mr. CHAN Cheuk Him Paul and three independent non-executive directors, namely Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming.

The Bossini Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (to the extent it relates to the Bossini Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Bossini 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 statements in this joint announcement misleading.

This joint announcement will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least seven days from the date of its posting and Viva China’s website at www.vivachina.hk.