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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.



**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

**DESPATCH OF COMPOSITE OFFER AND RESPONSE DOCUMENT
IN RELATION TO MANDATORY UNCONDITIONAL
CASH OFFERS BY OPTIMA CAPITAL LIMITED
FOR AND 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**

Financial adviser to
Viva China Holdings Limited and
Dragon Leap Developments Limited


Optima Capital Limited

Independent financial adviser to
the Independent Board Committee



RAINBOW CAPITAL (HK) LIMITED
流博資本有限公司

References are made to (i) the announcement jointly issued by the Offeror, Viva China and the Company dated 14 May 2020 and the circular of Viva China dated 24 June 2020 in relation to, among others, the Acquisition and the Offers; (ii) the announcement jointly issued by the Offeror, Viva China and the Company dated 1 June 2020 in relation to the delay in despatch of the Composite Document; (iii) the monthly update announcement jointly issued by the Offeror, Viva China and the Company dated 30 June 2020; (iv) the announcement jointly issued by the Offeror, Viva China and the Company dated 21 July

* For identification purpose only

2020 in relation to the completion of the Acquisition; and (v) the composite offer and response document jointly issued by the Offeror, Viva China and the Company dated 24 July 2020 (the “**Composite Document**”) in relation to, among others, the Offers. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among others, (i) the details of the Offers (including the expected timetable and terms of the Offers), (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders and Optionholders in relation to the Offers; (iii) a letter of advice from Rainbow Capital containing its advice to the Independent Board Committee on whether the terms of the Offers are fair and reasonable so far as the Independent Shareholders and Optionholders are concerned and on acceptance in respect of the Offers; and (iv) the relevant Forms of Acceptance, will be despatched to the Independent Shareholders and the Optionholders on 24 July 2020 in accordance with the Takeovers Code.

EXPECTED TIMETABLE

The timetable of the Offers set out below is indicative only and may be subject to change. Further announcement(s) will be made in the event of any changes to the timetable as and when appropriate.

All references to time and date contained in this joint announcement refer to Hong Kong time and date.

Events	Time and Date 2020
Despatch date of the Composite Document and the accompanying Form(s) of Acceptance (<i>Note 1</i>)	Friday, 24 July
Offers open for acceptance (<i>Note 1</i>)	Friday, 24 July
Latest time and date for acceptance of the Offers (<i>Notes 2 and 4</i>)	4:00 p.m. on Friday, 14 August
Closing Date (<i>Notes 2 and 4</i>)	Friday, 14 August
Announcement of the results of the Offers on the website of the Stock Exchange (<i>Note 2</i>).	by 7:00 p.m. on Friday, 14 August
Latest date of posting of remittances in respect of valid acceptances received on or before the latest time for acceptance of the Offers (<i>Notes 3 and 4</i>)	Tuesday, 25 August

Notes:

1. The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from that date until 4:00 p.m. on the Closing Date. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the paragraph headed “7. RIGHT OF WITHDRAWAL” in Appendix I to the Composite Document.
2. In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offers will be closed on the Closing Date. The latest time and date for acceptance of the Offers is 4:00 p.m. on Friday, 14 August 2020 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). An announcement will be jointly issued by the Offeror, Viva China and the Company through the Stock Exchange’s website by 7:00 p.m. on Friday, 14 August 2020 stating the results of the Offers and whether the Offers have been revised or extended or have closed. In the event that the Offeror decides to revise the Offers, all Independent Shareholders and Optionholders, whether or not they have already accepted the Offers, will be entitled to accept the revised Offers under the revised terms. The revised Offers must be kept open for at least 14 days following the date on which the revised offer document(s) are posted and shall not close earlier than the Closing Date.
3. Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty) payable for the Offer Shares tendered under the Share Offer and remittances in respect of the cash consideration payable for the Option Offer will be despatched to the Independent Shareholders and Optionholders respectively accepting the Offers by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the date of receipt by the Registrar of the duly completed Form(s) of Acceptance together with all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.
4. If there is a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by super typhoons or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest date for acceptance of the Offers or the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, in which cases the latest time for acceptance of the Offers or the posting of remittances, as the case may be, will remain at 4:00 p.m. on the same Business Day; or
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers or the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, in which cases the latest time for acceptance of the Offers or the posting of remittances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.

Save as mentioned above, if the latest time for acceptance of the Offers does not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror, Viva China and the Company will notify the Independent Shareholders and Optionholders any change to the expected timetable as soon as practicable by way of announcement(s).

WARNING

INDEPENDENT SHAREHOLDERS AND OPTIONHOLDERS ARE STRONGLY ADVISED TO READ THE COMPOSITE DOCUMENT AND FORMS OF ACCEPTANCE CAREFULLY, INCLUDING THE LETTER OF RECOMMENDATION FROM THE INDEPENDENT BOARD COMMITTEE AND THE LETTER OF ADVICE FROM RAINBOW CAPITAL TO THE INDEPENDENT BOARD COMMITTEE BEFORE DECIDING WHETHER OR NOT TO ACCEPT THE OFFERS.

SHAREHOLDERS, OPTIONHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY (INCLUDING THE 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, 24 July 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 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 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 (excluding the Offeror) and the 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 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 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 Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement 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 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.