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**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

**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**

**(1) CLOSE OF THE OFFERS AND RESULTS OF THE OFFERS;
(2) SETTLEMENT OF THE OFFERS;
(3) LAPSE OF THE BOSSINI SHARE OPTIONS;
(4) PUBLIC FLOAT; AND
(5) RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT
NON-EXECUTIVE DIRECTOR OF BOSSINI**

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

The logo for Optima Capital, featuring a stylized blue and green mountain-like shape above the text "OPTIMA CAPITAL".
Optima Capital Limited

References are made to (i) the announcement jointly issued by the Offeror, Viva China and Bossini dated 14 May 2020 (the “**Joint Announcement**”); (ii) the circular of Viva China dated 24 June 2020 in relation to, among others, the Acquisition and the Offers; (iii) the announcement jointly issued by the Offeror, Viva China and Bossini dated 21 July 2020 in relation to the completion of the Acquisition; (iv) the composite offer and response document jointly issued by the Offeror, Viva China and Bossini dated 24 July 2020 in relation to, among others, the Offers; (v) the announcement jointly issued by the Offeror, Viva China and Bossini dated 24 July 2020 in relation to the despatch of the Composite Document; and (vi) the announcement of Bossini dated 24 July 2020 in relation to, among others, the change of directors of Bossini. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

* For identification purpose only

CLOSE OF THE OFFERS AND RESULTS OF THE OFFERS

The Offeror and Bossini jointly announce that the Offers were closed at 4:00 p.m. on Friday, 14 August 2020 and were not revised or extended by the Offeror.

As at 4:00 p.m. on Friday, 14 August 2020, being the latest time and date for acceptance of the Offers, valid acceptances had been received in respect of (i) a total of 748,148 Offer Shares under the Share Offer, representing approximately 0.05% of the entire issued share capital of Bossini as at the date of this joint announcement; and (ii) a total of 62,754,000 Bossini Share Options under the Option Offer, representing approximately 84.71% of the 74,080,000 Bossini Share Options subject to the Option Offer, with 2,500,000 Bossini Share Options having been exercised and converted into 2,500,000 Bossini Shares before the close of the Offers and 8,826,000 Bossini Share Options having lapsed in accordance with the terms of the Bossini Share Option Schemes upon the close of the Offers.

SETTLEMENT OF THE OFFERS

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 have been, or will be (as the case may be), posted to the Bossini Independent Shareholders who have already accepted the Share Offer by ordinary post at their own risk as soon as possible, but in any event within seven (7) business days (as defined in the Takeovers Code) following the date of receipt by Computershare Hong Kong Investor Services Limited, the branch share registrar of Bossini in Hong Kong (the "**Registrar**") of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

Remittances in respect of the cash consideration payable for the Bossini Share Options tendered under the Option Offer have been, or will be (as the case may be), posted to the Bossini Optionholders who have already accepted the Option Offer by ordinary post at their own risk within seven (7) business days (as defined in the Takeovers Code) following the date of receipt by the company secretary of Bossini of all relevant documents required to render such acceptance complete and valid in accordance with the Takeovers Code.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offers is Tuesday, 25 August 2020.

SHAREHOLDING STRUCTURE OF BOSSINI

Immediately before the commencement of the offer period (i.e. the period commenced from 14 May 2020, being the date of the Joint Announcement and ending on 14 August 2020, being the closing date of the Offers) (the "**Offer Period**"), the Offeror and parties acting in concert with it did not hold, control or have direction over any Bossini Shares or any rights over the Bossini Shares. Immediately after Completion, the Offeror owned a total of 1,093,091,098 Bossini Shares (being the Sale Shares and representing approximately 66.60% of the total number of issued Bossini Shares as at the date of Completion).

Taking into account the valid acceptances in respect of 748,148 Offer Shares (representing approximately 0.05% of the total number of issued Bossini Shares) under the Share Offer and subject to the due registration by the Registrar of the transfer of the Offer Shares, the Offeror and parties acting in concert with it would hold an aggregate of 1,093,839,246 Bossini Shares, representing approximately 66.54% of the total number of issued Bossini Shares as at the date of this joint announcement and immediately after the close of the Offers.

Save for the aforesaid, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Bossini Shares or any rights over the Bossini Shares during the Offer Period. Neither the Offeror nor parties acting in concert with it had borrowed or lent any relevant securities of Bossini (as defined in Note 4 to Rule 22 of the Takeovers Code) during the Offer Period.

Set out below is the shareholding structure of Bossini (i) immediately before commencement of the Offer Period on 14 May 2020; (ii) immediately after Completion and before taking into account any acceptances of the Share Offer; and (iii) immediately after the close of the Offers and the exercise of 2,500,000 Bossini Share Options by a Bossini Optionholder and as at the date of this joint announcement (assuming due registration by the Registrar of the transfer of the Bossini Shares in respect of which valid acceptances have been received had been completed already):

	Immediately before commencement of the Offer Period on 14 May 2020		Immediately after Completion and before taking into account any acceptances of the Share Offer		Immediately after the close of the Offers and exercise of 2,500,000 Bossini Share Options by a Bossini Optionholder and as at the date of this joint announcement	
	<i>Number of Bossini Shares</i>	<i>Approximate %</i>	<i>Number of Bossini Shares</i>	<i>Approximate %</i>	<i>Number of Bossini Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with it	–	–	1,093,091,098	66.60	1,093,839,246	66.54
The Vendor	1,093,091,098	66.60	–	–	–	–
Public Bossini Shareholders	548,242,296	33.40	548,242,296	33.40	549,994,148	33.46
Total	1,641,333,394	100.00	1,641,333,394	100.00	1,643,833,394	100.00

LAPSE OF THE BOSSINI SHARE OPTIONS

Pursuant to the terms of the Bossini Share Option Schemes, in the event a general offer is made to the Bossini Shareholders, the Bossini Optionholders may exercise the Bossini Share Options (to the extent not already exercised) to its full extent or to the extent specified in the notice to Bossini in exercise of his or her Bossini Share Options at any time before the close of such offer (or any revised offer). The Bossini Share Options not already exercised shall lapse automatically on the date which the Offers close.

Prior to the close of the Offers, a Bossini Optionholder has exercised a total of 2,500,000 Bossini Share Options resulting in an allotment and issue of a total of 2,500,000 Bossini Shares. The following Bossini Share Options granted under the Bossini Share Option Schemes, with the exercise prices as detailed below, have not been exercised or cancelled pursuant to the acceptance of the Option Offer and would lapse automatically on the date of this joint announcement:

Number of Bossini Share Options	Exercise price per Bossini Share Option (HK\$)
1,326,000	0.570
5,380,000	0.495
620,000	0.352
620,000	0.285
880,000	0.231

As at the date of this joint announcement, Bossini has no outstanding Bossini Share Options.

PUBLIC FLOAT OF THE BOSSINI SHARES

Immediately after the close of the Offers and as at the date of this joint announcement, 549,994,148 Bossini Shares, representing approximately 33.46% of the entire issued share capital of Bossini are held by the public (as defined under the Listing Rules). Accordingly, as at the date of this joint announcement, Bossini continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR OF BOSSINI

As disclosed in the announcement of Bossini dated 24 July 2020, Ms. Tsin Man Kuen Bess (“**Ms. Tsin**”) and Ms. Leung Mei Han (“**Ms. Leung**”) have tendered their resignation from the position as an executive director and an independent non-executive director of Bossini respectively in each case to take effect from the earliest date permitted under the Takeovers Code. The resignation of Ms. Tsin and Ms. Leung shall take effect from the close of the Offers on 14 August 2020.

Each of Ms. Tsin and Ms. Leung confirmed that she has no disagreement with the Bossini Board, and there were no other matters relating to her resignation that need to be brought to the attention of the Bossini Shareholders. The Bossini Board would like to take this opportunity to express its appreciation for the valuable contribution of Ms. Tsin and Ms. Leung during their term of service.

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
Victor HERRERO
Chairman

Hong Kong, 14 August 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 (excluding the Offeror) 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 four executive directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer), Mr. ZHAO Jianguo, Mr. MAK Tak Cheong Edmund (Co-Chief Executive Officer) and Mr. CHAN Cheuk Him Paul; two non-executive directors, namely Mr. Victor HERRERO (Chairman) and Mr. LAW Ching Kit Bosco; and three independent non-executive directors, namely Mr. LEE Kwok Ming, Mr. CHEONG Shin Keong, 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.