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RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

ANNOUNCEMENT OF INTERIM RESULTS FOR THE SIX MONTHS ENDED 30TH JUNE, 2017

The board of Directors (the “Board”) of Rivera (Holdings) Limited (the “Company”) announces the unaudited consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30th June, 2017 together with the comparative figures of 2016 as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS (Unaudited)

		Six months ended 30th June	
	<i>Notes</i>	2017	2016
		HK\$'000	HK\$'000
Gross proceeds from operations	4&5	<u>105,744</u>	<u>138,891</u>
Revenue	4&5	1,122	2,229
Cost of sales		(283)	(683)
Gross profit		<u>839</u>	<u>1,546</u>
Dividends from available-for-sale investments		86,000	38,220
Other income		4,001	7,937
Selling expenses		—	(60)
Administrative expenses		(6,007)	(5,634)
Exchange gain (loss)		712	(7,870)
Net gain in held-for-trading investments		4,518	50,716
		<u>90,063</u>	<u>84,855</u>
Share of results of an associate		187,796	29,825
Profit before taxation	6	<u>277,859</u>	<u>114,680</u>
Taxation	7	(9,887)	(4,608)
Profit for the period		<u>267,972</u>	<u>110,072</u>
Profit for the period attributable to:			
Owners of the Company		267,917	109,964
Non-controlling interests		55	108
		<u>267,972</u>	<u>110,072</u>
Earnings per share (HK cents)	9		
- Basic		<u>10.27</u>	<u>4.22</u>

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME (Unaudited)**

	Six months ended 30th June	
	2017	2016
	HK\$'000	HK\$'000
Profit for the period	267,972	110,072
Other comprehensive income (expense):		
<i>Items that may be subsequently reclassified to profit or loss</i>		
Gain on change in fair value of available-for-sale investments	300,269	41,021
Exchange differences arising from translation of:		
- other foreign operations	5,100	(3,527)
- an associate	33,143	(18,651)
Other comprehensive income for the period	338,512	18,843
Total comprehensive income for the period	<u>606,484</u>	<u>128,915</u>
Total comprehensive income (expense) attributable to:		
Owners of the Company	606,099	129,035
Non-controlling interests	385	(120)
	<u>606,484</u>	<u>128,915</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		(Unaudited) 30th June 2017 HK\$'000	(Audited) 31st December 2016 HK\$'000
	<i>Notes</i>		
Non-current Assets			
Property, plant and equipment		5,813	6,337
Investment property		28,563	28,563
Interest in an associate		1,142,549	921,610
Deferred tax assets		15,878	15,324
Available-for-sale investments	10	927,996	556,689
		<u>2,120,799</u>	<u>1,528,523</u>
Current Assets			
Properties held for sale		18,338	18,089
Held-for-trading investments	11	76,480	27,369
Other receivables and prepayments		28,435	24,358
Cash and bank balances		999,791	1,152,132
		<u>1,123,044</u>	<u>1,221,948</u>
Current Liabilities			
Trade and other payables and accruals	12	24,277	19,606
Tax payable		104,317	101,063
		<u>128,594</u>	<u>120,669</u>
Net Current Assets		<u>994,450</u>	<u>1,101,279</u>
Total Assets less Current Liabilities		<u><u>3,115,249</u></u>	<u><u>2,629,802</u></u>
Capital and Reserves			
Share capital		442,244	442,244
Reserves		2,600,042	2,124,370
		<u>3,042,286</u>	<u>2,566,614</u>
Equity attributable to owners of the Company		10,623	10,238
Non-controlling interests			
Total Equity		<u>3,052,909</u>	<u>2,576,852</u>
Non-current Liability			
Deferred tax liabilities		62,340	52,950
		<u><u>3,115,249</u></u>	<u><u>2,629,802</u></u>

Notes:

1. The condensed consolidated financial statements are unaudited, but have been reviewed by the Audit Committee of the Board of the Company.

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

The financial information relating to the year ended 31st December, 2016 included in this interim results announcement as comparative information does not constitute the Company’s statutory annual consolidated financial statements for that year but is derived from those consolidated financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (the “Companies Ordinance”) is as follows:

The Company has delivered the consolidated financial statements for the year ended 31st December, 2016 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company’s auditor has reported on those consolidated financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair values.

The accounting policies used in the condensed consolidated financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31st December, 2016.

In the current interim period, the Group has applied, for the first time, amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are mandatorily effective for the current interim period. The application of the amendments to HKFRSs in the current interim period has no material effect on the amounts reported and/or disclosures set out in these condensed consolidated financial statements.

The Group has not early applied any amendments to or new and revised HKFRSs that have been issued but are not yet effective.

4. GROSS PROCEEDS FROM OPERATIONS AND REVENUE

	Six months ended 30th June	
	2017	2016
	HK\$'000	HK\$'000
REVENUE		
Leasing of properties	119	171
Sales of properties	1,003	2,058
	<u>1,122</u>	<u>2,229</u>
Gross proceeds from disposal of held-for-trading investments	17,107	88,486
Dividends income from available-for-sale investments	86,000	38,220
Dividends income from held-for-trading investments	1,515	9,956
	<u>105,744</u>	<u>138,891</u>
GROSS PROCEEDS FROM OPERATIONS		

5. SEGMENT INFORMATION

The Group's operating and reportable segments, based on information reported to the chief operating decision makers, the Executive Directors of the Company, for the purposes of resources allocation and performance assessment are as follows:

Property Development and Investment	-	sales and leasing of properties
Securities Trading and Investment	-	dealings in held-for-trading investments and available-for-sale investments

	Property Development and Investment HK\$'000	Securities Trading and Investment HK\$'000	Total HK\$'000
<u>Six months ended 30th June, 2017</u>			
Gross proceeds from operations			
Segment revenue	<u>1,122</u>	<u>104,622</u>	<u>105,744</u>
Results			
Segment profit	<u>368</u>	<u>90,424</u>	<u>90,792</u>
Other income			4,001
Unallocated expenses			(4,730)
Share of results of an associate			187,796
Profit before taxation			<u>277,859</u>

5. SEGMENT INFORMATION - continued

	Property Development and Investment HK\$'000	Securities Trading and Investment HK\$'000	Total HK\$'000
<u>Six months ended 30th June, 2016</u>			
Gross proceeds from operations			
Segment revenue	<u>2,229</u>	<u>136,662</u>	<u>138,891</u>
Results			
Segment profit	<u>1,036</u>	<u>88,807</u>	89,843
Other income			7,937
Unallocated expenses			(12,925)
Share of results of an associate			29,825
Profit before taxation			<u>114,680</u>

Except for the presentation of segment revenue which is different from the reported revenue in the condensed consolidated statement of profit or loss, the accounting policies of the reportable segments are the same as the Group's accounting policies. For the details of reconciliation of segment revenue to the Group's revenue of HK\$1,122,000 (2016: HK\$2,229,000), please refer to Note 4. Segment profit represents the results of each segment without allocation of central administration costs including depreciation of leasehold land and building for corporate function, directors' salaries, share of results of an associate and other income. This is the measure reported to the Executive Directors of the Company for the purposes of resources allocation and performance assessment.

6. PROFIT BEFORE TAXATION

	Six months ended 30th June	
	2017	2016
	HK\$'000	HK\$'000
Profit before taxation has been arrived at after charging:		
Depreciation of property, plant and equipment	524	524
and after crediting:		
Interest income	<u>3,950</u>	<u>7,879</u>

7. TAXATION

	Six months ended 30th June	
	2017	2016
	HK\$'000	HK\$'000
Current tax:		
Hong Kong Profits Tax	9	2,103
The Mainland of the People's Republic of China (the "Mainland China") Enterprise Income Tax	236	571
Mainland China Land Appreciation Tax	269	444
	<u>514</u>	<u>3,118</u>
Overprovision in prior years:		
Hong Kong Profits Tax	(80)	—
	<u>434</u>	<u>3,118</u>
Deferred tax charge	9,453	1,490
Total tax charge for the period	<u>9,887</u>	<u>4,608</u>

Hong Kong Profits Tax is calculated at 16.5% (2016: 16.5%) on the assessable profit for the period. Taxation arising in other jurisdictions is recognized based on management's best estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used in the Mainland China is 25% for the six months ended 30th June, 2017 (2016: 25%).

8. DIVIDEND

The Directors do not recommend payment of an interim dividend for the period under review (2016: Nil).

In June 2017, a dividend of HK\$0.05 per share amounting to approximately HK\$130,427,000 in aggregate was paid to shareholders as the final dividend for the year ended 31st December, 2016.

In June 2016, a dividend of HK\$0.02 per share amounting to approximately HK\$52,171,000 in aggregate was paid to shareholders as the final dividend for the year ended 31st December, 2015.

9. EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the Group's profit attributable to owners of the Company for the six months ended 30th June, 2017 of approximately HK\$267,917,000 (2016: HK\$109,964,000) and on 2,608,546,511 shares in issue during both periods.

No diluted earnings per share is presented as there was no dilutive ordinary share outstanding during both periods.

10. AVAILABLE-FOR-SALE INVESTMENTS

Available-for-sale investments as at 30th June, 2017 and 31st December, 2016 comprise:

	30th June 2017 HK\$'000	31st December 2016 HK\$'000
Listed investment:		
- equity securities listed in Hong Kong	886,000	516,000
Unlisted equity investments	41,996	40,689
	<hr/>	<hr/>
	<u>927,996</u>	<u>556,689</u>

At the end of the reporting period, all available-for-sale investments were stated at fair value, except for the unlisted equity investments, the fair value of which cannot be measured reliably. Fair value of listed equity investment has been determined by reference to quoted market prices.

The unlisted equity investments represent investments in private entities. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the Directors of the Company are of the opinion that their values cannot be measured reliably.

11. HELD-FOR-TRADING INVESTMENTS

The analysis of held-for-trading investments listed in Hong Kong as at 30th June, 2017 and 31st December, 2016 by industry classification is set out below:

	30th June 2017 HK\$'000	31st December 2016 HK\$'000
Real estate investment trusts	20,990	15,732
Conglomerates	19,670	667
Utilities	17,720	—
Financials	14,187	2,219
Properties and construction	3,913	8,751
	<hr/>	<hr/>
	<u>76,480</u>	<u>27,369</u>

12. TRADE AND OTHER PAYABLES AND ACCRUALS

Included in trade and other payables and accruals are trade payables amounting to HK\$87,000 (2016: HK\$22,000) and their aged analysis as at the end of the reporting period is as follows:

	30th June 2017 HK\$'000	31st December 2016 HK\$'000
0 – 3 months	64	22
7 – 12 months	23	–
	<u>87</u>	<u>22</u>

GENERAL OVERVIEW

For the six months ended 30th June, 2017, the Group reported a consolidated profit after taxation attributable to shareholders of the Company of HK\$267,917,000 (2016: HK\$109,964,000), an increase of approximately 1.44 times as compared with that for the corresponding period in 2016, and basic earnings per share of 10.27 HK cents (2016: 4.22 HK cents).

The improvement in the results for the period under review was principally attributable to the performance of an associate of the Group which is engaged in property development and investment in Shanghai. The Group's share of profit from such associate increased to HK\$187,796,000 for the period under review (2016: HK\$29,825,000) owing to recognition of sale proceeds from a residential property project of the associate in Fengxian District, Shanghai upon delivery of the units sold to the buyers.

Furthermore, the Group received a dividend income of HK\$86,000,000 from its long-term securities investments in the first half of 2017, an increase as compared with that of HK\$38,220,000 in 2016. The Group also recorded a net gain in its trading securities investments of HK\$4,518,000 for the period under review, a decrease as compared with that of HK\$50,716,000 in 2016 mainly owing to a reduction in the volume of trading securities investments held by the Group in 2017. As a result, there was a slight increase in the gain generated from securities trading and investment of the Group in Hong Kong.

As at 30th June, 2017, the equity attributable to the shareholders of the Company was HK\$3,042,286,000 (31st December, 2016: HK\$2,566,614,000) in total and approximately HK\$1.17 (31st December, 2016: HK\$0.98) per share.

The Board does not recommend payment of an interim dividend for the six months ended 30th June, 2017 (2016: Nil).

OPERATIONS REVIEW

The principal activities of the Group for the period under review were property development and investment as well as securities trading and investment.

The operating results of the Group for the first half of 2017 were mainly generated from securities trading and investment in Hong Kong, which contributed approximately 98.9% of the gross proceeds from operations of the Group and generated a segment profit of HK\$90,424,000 (2016: HK\$88,807,000). The segment profit was principally attributable to dividend receipts and a realized gain on sale of trading securities investments was the secondary source.

Property development and investment in Shanghai undertaken by the Group's subsidiaries accounted for the remaining approximately 1.1% of the gross proceeds from operations of the Group for the period under review. The segment revenue was solely derived from sale and leasing of car parking spaces and a segment profit of HK\$368,000 (2016: HK\$1,036,000) was recorded.

The Group's share of profit of the associate engaged in property development and investment in Shanghai was HK\$187,796,000 (2016: HK\$29,825,000), which was the principal source of profit of the Group for the first half of 2017.

Property Development and Investment

Apart from the property development and investment business in Shanghai, the Group holds an investment property and a few properties for sale in Macau. No revenue was generated from the property portfolio in Macau during the period under review.

上海大道置業有限公司 (Shanghai Boulevard Real Estate Co., Limited)

As reported in the annual report of the Company for 2016, Shanghai Boulevard Real Estate Co., Limited ("Boulevard Real Estate"), a 93.53%-owned subsidiary of the Company, holds three hundred-plus car parking spaces in its sole residential development, namely Tomson Beautiful Space, in Zhangjiang Hi-Tech Park, Pudong New Area, Shanghai ("Zhangjiang Park"). For the period under review, operating revenue of Boulevard Real Estate was derived solely from sale and leasing of the said car parking spaces, which accounted for approximately 1.1% of the Group's gross proceeds from operations of the Group. Boulevard Real Estate reported a profit before taxation of HK\$2.12 million for the six months ended 30th June, 2017 (2016: HK\$2.60 million) after taking into account its interest income.

Shanghai Zhangjiang Micro-electronics Port Co. Ltd.

Shanghai Zhangjiang Micro-electronics Port Co. Ltd. ("SZMP"), in which the Group holds a 37% interest in its registered capital, is principally engaged in residential, office and commercial property development and investment in Shanghai. SZMP derived its revenue for the period under review mainly from its residential development project in Fengxian District, Shanghai as SZMP has commenced delivery of those units sold to the buyers from December 2016 onwards and the sale proceeds could then be recognized. Rental income from the property projects in Zhangjiang Park was the secondary source. As a result, the Group's share of profit of SZMP increased to HK\$187,796,000 for the first half of 2017 (2016: HK\$29,825,000).

SZMP has completed the development of a residential-cum-commercial project on a plot of land in Fengxian District of Shanghai. It comprises 20 blocks of apartment buildings of eleven to twenty-one storeys, a block of commercial-cum-office building of ten storeys, underground car parks and ancillary buildings. The residential project is named Tomson Ginkgo Garden of which all 1,244 residential units with total saleable gross floor area of approximately 144,100 square meters were sold and all sale proceeds were recognized. The commercial-cum-office building with total gross floor area of approximately 11,000 square meters is retained for leasing. This project was the principal source of revenue of SZMP for the period under review and accounted for approximately 93.3% of the turnover of SZMP.

For Zhangjiang Tomson Garden, a residential development project in Zhangjiang Park, SZMP retains residential gross floor area of approximately 65,400 square meters for leasing and holds one thousand-plus car parking spaces for sale. All the residential rentable rooms were leased out as at 30th June, 2017 and there were sales of two hundred-plus car parking spaces in the first half of 2017.

SZMP retains 7 blocks of office buildings in Zhangjiang Micro-electronics Port situated in Zhangjiang Park for leasing purpose. As at 30th June, 2017, all rentable gross floor area for commercial and office purposes of approximately 90,200 square meters were let out.

ZJ Legend, a commercial centre in Zhangjiang Park, provides total gross floor area of approximately 26,300 square meters for leasing purpose and an occupancy rate of approximately 90% was recorded as at 30th June, 2017. Food and beverage outlets are the major tenants of the commercial centre, occupying approximately 53% of the leased area while entertainment businesses rank as the secondary tenants, taking up approximately 27% of the leased area.

Securities Trading and Investment

The Group has invested in various listed securities in Hong Kong for trading and long-term investment purposes. Securities trading and investment was the principal source of both gross proceeds from operations and operating profit of the Group for the period under review.

Held-for-trading Investments

All trading securities investments of the Group were listed in Hong Kong. During the first half of 2017, revenue from the securities investments held for trading accounted for approximately 17.6% of the Group's gross proceeds from operations. The revenue was attributable to gross proceeds from disposal of HK\$17,107,000 and dividend receipts of HK\$1,515,000. Hence, a total realized gain of HK\$3,921,000 was generated. After taking account of an unrealized gain on changes in fair value of HK\$597,000 according to applicable accounting standards, a net gain in trading securities investments of HK\$4,518,000 was recorded for the period under review (2016: HK\$50,716,000).

As at 30th June, 2017, the Group had securities investments held for trading of an aggregate fair value of HK\$76,480,000, which amounted to approximately 2.4% of the total assets of the Group and there were no individual securities investments with fair value representing 1% or more of the Group's total assets. An analysis by industry classification is set out in Note 11 to the above condensed consolidated financial statements.

The net gain in trading securities investments for the period under review was mainly attributable to the following trading securities investments in terms of industry classification which accounted for approximately 45.6% of the net gain and details are set out below:

Industry Classification	As at 30th June, 2017		For the six months ended 30th June, 2017		
	Fair value	Percentage of total assets of the Group	Realized gain	Unrealized gain	Net gain
	HK\$'000		HK\$'000	HK\$'000	HK\$'000
Conglomerates	19,670	0.6%	1,783	275	2,058

Available-for-sale Investments

As at 30th June, 2017, the Group held a 11.7% interest in the total issued shares of Tomson Group Limited (“TGL”), a listed company in Hong Kong and principally engaged in property development and investment in Shanghai, as a long-term investment and the fair value of such investment amounted to HK\$886,000,000, representing approximately 27.3% of the Group’s total assets. The Group received an interim dividend from TGL for 2016 of HK\$86,000,000 in 2017 (2016: HK\$38,220,000), which accounted for approximately 81.3% of the Group’s gross proceeds from operations for the period under review. In addition, an unrealized gain on change in fair value of the securities investment in TGL of HK\$300,269,000 was credited to the investment revaluation reserve of the Group as at 30th June, 2017 in accordance with applicable accounting standards.

In addition, Boulevard Real Estate has formed a wholly-owned subsidiary in Shanghai with a registered capital of RMB50 million to engage in investment management. As at the end of the period under review, the subsidiary invested a total of HK\$41,996,000, representing approximately 1.3% of the Group’s total assets, in various unlisted partnerships and companies as long-term investments and it holds less than 10% interest in each entity. The investments were made in 2016 and no profit has been generated during the period under review.

FINANCIAL REVIEW

Liquidity and Financing

There was no change in the Group’s capital structure during the six months ended 30th June, 2017. The Group’s operations and investments for the period under review were mainly funded by its cash on hand and revenue from investing activities.

At the end of the reporting period, the cash and cash equivalents of the Group amounted to HK\$999,791,000. During the period under review, the Group’s investing activities generated a cash inflow of HK\$20,050,000. After taking into account the net cash outflow of HK\$47,796,000 and HK\$130,427,000 from operating and financing activities of the Group respectively, the net cash outflow of the Group for the period ended 30th June, 2017 amounted to HK\$158,173,000 (2016: HK\$63,840,000). The reduction in cash balance during the period under review was mainly attributable to dividend payment of the Company.

The Group had no borrowings as at 30th June, 2017 (31st December, 2016: Nil). Of the liabilities of the Group, approximately 67.3% were payable within one year from the end of the reporting period while the balance was deferred tax liabilities related to undistributed earnings of SZMP, the Group’s associate.

As at 30th June, 2017, the Group recorded a current ratio of 8.7 times (31st December, 2016: 10.1 times) and a gearing ratio (being total liabilities to equity attributable to owners of the Company) of 6.3% (31st December, 2016: 6.8%). There was no significant change in the gearing ratio while the drop in the current ratio was mainly attributable to the payment of final dividend for the year 2016 by the Company.

In addition, the Group had no capital commitments in respect of expenditure on property development at the end of the period under review (31st December, 2016: Nil).

Charge on Assets

No asset of the Group was subject to any charge as at 30th June, 2017 (31st December, 2016: Nil).

Foreign Exchange Exposure

The majority of the Group's assets and liabilities are denominated in Renminbi, and the liabilities are well covered by the assets. The changes in value of Renminbi may not have any material adverse effect on the Group's results and net asset value. In addition, all of the other assets and liabilities of the Group are denominated in either Hong Kong Dollar or Macau Pataca. Hence, the Group anticipates that the exchange risk exposure is manageable.

Contingent Liabilities

The Group had no contingent liabilities as at 30th June, 2017 (31st December, 2016: Nil).

PROSPECTS

The Group currently intends to keep property development and investment as well as securities trading and investment as its principal operating activities.

Residential properties for the middle-class and commercial-cum-office properties in the Mainland are the target business segments of the Group. It is anticipated that the property development and investment business of SZMP, the Group's associate, will remain the major profit contributor of the Group in 2017. Tomson Ginkgo Garden, the residential project in Fengxian District of Shanghai, will be the principal source of revenue of SZMP for 2017, while it is expected that the principal revenue for the second half of 2017 will be the rental income generated from the property projects in Zhangjiang Park.

At the same time, the management will closely monitor the market conditions in the global and Hong Kong financial markets and will remain cautious in managing the Group's securities trading and investment portfolio so as to maximize its return to the shareholders. The Group will seek out appropriate opportunities to expand its investment in the property sector and will also aim at investment in high-yield listed securities for stable recurrent income and long-term capital appreciation.

The Macau government announced in December 2013 revised planning directives under the "Urban redevelopment programme of the Northern District of Taipa Area" which covers the area in which the investment property of the Group is located. The Group will continue to explore and evaluate various feasibility plans for its investment property to realize its development potential at an opportune time.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the six months ended 30th June, 2017, there was no purchase, sale or redemption made by the Company, or any of its subsidiaries, of the Company's listed securities.

CORPORATE GOVERNANCE PRACTICES

The Board of the Company considers that the Company has complied with the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the period of six months ended 30th June, 2017 except that:

- (a) in contrast to Code Provision A.4.1 of the CG Code, the non-executive Directors (whether independent or not) of the Company are not appointed for a specific term. However, they are subject to retirement and re-election at least once every three years at annual general meetings of the Company pursuant to the Articles of Association of the Company;
- (b) in accordance with the Articles of Association of the Company, any Director of the Company appointed by the Board to fill a casual vacancy shall hold office until the next following annual general meeting of the Company instead of being subject to election at the first general meeting of the Company after his/her appointment as stipulated in Code Provision A.4.2 of the CG Code. Such arrangement not only complies with Appendix 3 to the Listing Rules but also streamlines the mechanism of re-election of Directors so that both new Directors appointed by the Board (either for filling a casual vacancy or as an additional member) and existing Directors retiring by rotation shall be subject to re-election at the annual general meeting for the relevant year. Furthermore, general meetings other than annual general meetings will be reserved for considering and approving notifiable/connected transactions or other corporate actions under the Listing Rules only, which should enhance efficiency in procedures for corporate matters;
- (c) the Company has not established a nomination committee comprising a majority of independent non-executive Directors pursuant to Code Provision A.5.1 of the CG Code. This is because when identifying individuals of appropriate calibre and qualification to be Board members and when assessing the independence of independent non-executive Directors, it is necessary to have a thorough understanding of the structure, business strategy and daily operation of the Company. The participation of executive Directors during the process is therefore indispensable. Accordingly, the Board as a whole remains responsible for reviewing its own structure, size and composition annually, and also for considering the appointment and re-appointment of Directors as well as assessing the independence of independent non-executive Directors; and
- (d) though the Company Secretary is not an employee of the Company as stipulated in Code Provision F.1.1 of the CG Code, the incumbent has day-to-day involvement and knowledge of the Company's affairs. Company secretarial services are provided to the Company by sharing of administrative services with its core connected person on a cost basis.

**PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT
FOR THE SIX MONTHS ENDED 30TH JUNE, 2017**

This interim results announcement is published on the HKExnews website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> and on the Company's website at <http://www.rivera.com.hk>. The Interim Report 2017 of the Company will be available on both websites and despatched to the shareholders of the Company by the end of September 2017.

On behalf of the Board of
RIVERA (HOLDINGS) LIMITED
Ge Peijian
Non-Executive Chairman

Hong Kong, 18th August, 2017

As at the date of this announcement, there are nine members of the Board of the Company comprising a non-executive Chairman who is Mr Ge Peijian; four executive Directors who are Madam Hsu Feng, Mr Albert Tong, Mr Wang Fahua and Madam Fan Suxia; one non-executive Director who is Mr Sung Tze-Chun; and three independent non-executive Directors who are Mr Liang Jung-chi, Mr Zhang Hong Bin and Mr Sit Hing Kwok.