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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)**

### **INSIDE INFORMATION**

#### **POTENTIAL ACQUISITION OF 51% OF TARGET COMPANY**

The announcement is made by Viva China Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

On 28 September 2020, Viva China Consumables Limited (formerly known as Viva China Entertainment Holdings Limited) (“**Viva China Consumables**”), a wholly owned subsidiary of the Company, as lender, and LionRock Capital GP Limited acting in its capacity as the general partner of LionRock Capital Partners QiLe L.P. (“**LionRock**”), as borrower, entered into a loan agreement (the “**Loan Agreement**”) pursuant to which Viva China Consumables agreed to lend up to GBP 54,000,000 to LionRock for financing the acquisition or subscription of equity interests in a target company by LionRock Capital Partners QiLe Limited (the “**SPV**”), a company wholly owned by LionRock, and any fees, costs, expenses, taxes incurred by (or behalf of) the SPV in connection with the acquisition or subscription of equity interests in the target company by the SPV. Pursuant to the Loan Agreement, the parties to the Loan Agreement may agree that, at any time, the principal amount of the loan together with all outstanding sums accrued under the Loan Agreement may be converted into and/or set off against any subscription amounts payable by Viva China Consumables in order to subscribe for equity in the SPV. For details of the Loan Agreement, please refer to the announcement of the Company dated 28 September 2020.

On 16 October 2020, LionRock, C&J Clark (No.1) Limited (“**Clark**”) and C&J Clark Limited entered into an Investment Agreement (as amended, the “**Investment Agreement**”) pursuant to which, among other things, LionRock agreed to acquire a majority of the outstanding equity interests in Clark, a British based, international shoe manufacturer, wholesaler and retailer. Completion of such transaction is pending satisfaction of certain conditions precedent as set forth in the Investment Agreement and the other documents referred thereto or incorporated therein, and upon completion, LionRock and the SPV will hold a majority of the outstanding equity interests in Clark.

The board of directors (the “**Directors**”) of the Company (the “**Board**”) would like to inform the shareholders and potential investors of the Company that Viva China Consumables is in discussion with LionRock and intends to acquire a majority of the outstanding equity interests in Clark through acquiring 51% of the total outstanding equity interests in the SPV at a consideration of approximately GBP51,000,000 which, if materialized, would be set off against an equivalent amount of the loan then outstanding under the Loan Agreement (the “**Potential Acquisition**”). The Potential Acquisition, if materialised, may constitute a very substantial acquisition of the Company under the GEM Listing Rules. As at the date of this announcement, no definitive agreement in relation to the Potential Acquisition have been entered into. The Board will make further announcement as and when necessary in compliance with the GEM Listing Rules and applicable laws.

**The Potential Acquisition may or may not materialize. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Viva China Holdings Limited**  
**LI Ning**  
*Chairman & Chief Executive Officer*

Hong Kong, 14 January 2021

*Executive Directors:*

Mr. LI Ning (*Chairman and Chief Executive Officer*)

Mr. LI Chunyang

Mr. LI Qilin

*Non-executive Directors:*

Mr. Victor HERRERO

Mr. MA Wing Man

*Independent non-executive Directors:*

Mr. LI Qing

Mr. PAK Wai Keung, Martin

Mr. WANG Yan

*This announcement, for which the 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 the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Listed Company Information” page for at least seven days from the date of its posting and the Company’s website at [www.vivachina.hk](http://www.vivachina.hk).*