21 July 2026

To the Independent Shareholders:

Dear Sir or Madam,

**MANDATORY UNCONDITIONAL CASH OFFER BY
LEGO SECURITIES LIMITED
FOR AND ON BEHALF OF YOMI.SUN HOLDING LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF
RIVERINE CHINA HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE
ACQUIRED BY THE OFFEROR AND
ANY PARTY ACTING IN CONCERT WITH IT)**

INTRODUCTION

Reference is made to the Joint Announcement jointly published by the Offeror and the Company dated 15 June 2026 in relation to, among other things, the Acquisitions and the Offer.

On 15 June 2026, (i) the Offeror (as purchaser) entered into the Sale and Purchase Agreement 1 with the Selling Shareholder (as vendor) for the acquisition of an aggregate of 222,890,000 Shares, representing approximately 55.03% of the total issued share capital of the Company as at the Latest Practicable Date, from the Selling Shareholder at a total consideration of HK$115,572,592 (equivalent to approximately HK$0.519 per Share); and Lucky Yang Limited (as purchaser) entered into the Sale and Purchase Agreement 2 with the Selling Shareholder (as vendor) for the acquisition of 77,280,000 Shares, representing approximately 19.08% of the total issued share capital of the Company as at the Latest Practicable Date, from the Selling Shareholder at a total consideration of HK$40,071,111 (equivalent to approximately HK$0.519 per Share). The Consideration was determined after arm's length negotiations between (i) the Selling Shareholder and the Offeror; and (ii) the Selling Shareholder and Lucky Yang, in each case, taking into account, among others, (a) the historical financial performance and financial position of the Group; and (b) the Company's historical liquidity and share prices performance traded on the Stock Exchange. The total Consideration was fully settled on 15 June 2026 and Completion took place on the same day.

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Immediately prior to Completion, none of the Offeror, the ultimate beneficial owner of the Offeror and any party acting in concert with any of them (including Lucky Yang) held any Shares.

Immediately following Completion and as at the Latest Practicable Date, save for the 300,170,000 Shares in aggregate, representing approximately 74.12% of the total issued share capital of the Company, held by the Offeror and any party acting in concert with it (comprising the 222,890,000 Shares which the Offeror holds and the 77,280,000 Shares which Lucky Yang holds), none of the Offeror, the ultimate beneficial owner of the Offeror and any party acting in concert with any of them holds any Share.

Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make the mandatory unconditional cash offer to acquire all of the Shares in the issued share capital of the Company (other than those already owned and/or agreed to be acquired by the Offeror and any party acting in concert with it). The Offeror is the sole offeror for the purpose of the Offer.

This letter forms part of this Composite Document and sets out, among other things, details of the terms of the Offer, the information of the Offeror and the intention of the Offeror in relation to the Group. Further details of the terms and the procedures of acceptance of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

The Independent Shareholders are strongly advised to consider carefully the information contained in the "Letter from the Board", the "Letter from the Independent Board Committee" and the "Letter from the Joint Independent Financial Advisers", the accompanying Form of Acceptance and the appendices which form part of this Composite Document and to consult their professional advisers if in doubt before reaching a decision as to whether or not to accept the Offer.

THE OFFER

Lego Securities, for and on behalf of the Offeror and in compliance with the Takeovers Code, is making the Offer on the following basis:

For each Offer Share. . . . . **HK$0.519 in cash**

The Offer Price of HK$0.519 per Offer Share under the Offer is equal to (i) the price per Sale Share paid by the Offeror for the 222,890,000 Sale Shares under the Sale and Purchase Agreement 1; and (ii) the price per Sale Share paid by Lucky Yang for the 77,280,000 Sale Shares under the Sale and Purchase Agreement 2.

The Offer is extended to all Shareholders other than the Offeror and any party acting in concert with it in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer will be fully paid and free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of despatch of the Composite Document.

The Offer is unconditional in all respects.

The Offeror confirms that the Offer Price is final and will not be increased.

Immediately following Completion and as at the Latest Practicable Date, the Company has 405,000,000 Shares in issue, of which 300,170,000 Shares in aggregate are held by the Offeror and any party acting in concert with it (comprising the 222,890,000 Shares which the Offeror holds and the 77,280,000 Shares which Lucky Yang holds) (representing approximately 74.12% in aggregate of the total issued share capital of the Company).

As at the Latest Practicable Date, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue other than the Shares.

The Board confirms that, as at the Latest Practicable Date, (i) the Company has not declared any dividend or other distribution which remains unpaid; and (ii) it does not have any intention to make, declare or pay any future dividend/make other distributions on or before the close of the Offer. If, after the date of despatch of this Composite Document, any dividend or other distribution is made or paid in respect of the Offer Shares, the Offeror will reduce the Offer Price by an amount equal to the gross amount of such dividend or other distribution received or receivable by the Independent Shareholders pursuant to Note 3 to Rule 26.3 and Note 11 to Rule 23.1 of the Takeovers Code.

Further details of the terms of the Offer and the procedures for acceptance of the Offer are set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

Comparison of value

The Offer Price of HK$0.519 per Offer Share represents:

(i) a discount of approximately 90.02% to the closing price of HK$5.200 per Share as quoted on the Stock Exchange on the Latest Practicable Date;

(ii) a discount of approximately 38.21% to the closing price of HK$0.840 per Share as quoted on the Stock Exchange on 15 May 2026, being the last trading day prior to the Rule 3.7 Announcement;

(iii) a discount of approximately 72.25% to the closing price of HK$1.870 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iv) a discount of approximately 72.88% to the closing price of HK$1.914 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the five (5) consecutive trading days immediately prior to and including the Last Trading Day;

(v) a discount of approximately 71.93% to the closing price of HK$1.849 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the ten (10) consecutive trading days immediately prior to and including the Last Trading Day;

(vi) a discount of approximately 55.57% to the closing price of approximately HK$1.168 per Share, being the average closing price of the Shares as quoted on the Stock Exchange for the thirty (30) consecutive trading days immediately prior to and including the Last Trading Day; and

(vii) a premium of approximately 49.14% over the audited consolidated net asset value of the Company of approximately HK$0.348 per Share as at 31 December 2025, being the date to which the latest audited consolidated annual results of the Group were made up and 405,000,000 Shares in issue as at the Latest Practicable Date.

Highest and lowest Share prices

During the six-month period immediately prior to the commencement of the offer period on 18 May 2026 and up to and including the Latest Practicable Date, the highest closing price of the Shares quoted on the Stock Exchange was HK$5.200 per Share on 17 July 2026 and the lowest closing price of the Shares quoted on the Stock Exchange was HK$0.200 per Share from 31 March 2026 to 4 May 2026, and on 8, 11, and 12 May 2026.

Value of the Offer

As at the Latest Practicable Date, the Company has 405,000,000 Shares in issue. On the basis of the Offer Price being HK$0.519 per Offer Share, the total issued share capital of the Company would be valued at approximately HK$210.2 million.

The Company adopted a Share Option Scheme on 15 November 2017. As at the Latest Practicable Date, no share option has been granted since adoption, and the Company has no intention to grant any new share options under the Share Option Scheme during the offer period (as defined under the Takeovers Code).

The Company adopted a Share Award Scheme on 30 August 2018. As at the Latest Practicable Date, 8,218,000 Shares (representing approximately 2.03% of the total issued share capital of the Company as at the Latest Practicable Date) were purchased by the trustee of the Share Award Scheme. The Share Award Scheme expired on 31 May 2022. As no Shares were awarded to any Director or employee of the Company under the Share Award Scheme, the trustee continues to hold the aforementioned Shares. The trustee of the Share Award Scheme is Tricor Trust (Hong Kong) Limited (formerly known as Acheson Limited), a company incorporated in Hong Kong and an independent professional trustee which is not connected with the Group or any Director.

Upon Completion, save for the 300,170,000 Shares in aggregate held by the Offeror and any party acting in concert with it (comprising the 222,890,000 Shares which the Offeror holds and the 77,280,000 Shares which Lucky Yang holds), and assuming that there is no change in the total issued share capital of the Company up to the close of the Offer, a total of 104,830,000 Shares (representing approximately 25.88% of the total issued share capital of the Company as at the Latest Practicable Date) (including the 8,218,000 Shares held by the trustee of the Share Award Scheme) are subject to the Offer and the maximum cash consideration payable by the Offeror under the Offer would be approximately HK$54.4 million based on the Offer Price of HK$0.519 per Offer Share.

Confirmation of financial resources available for the Offer

The maximum payment obligations payable for the Offer shall be payable in cash. The maximum amount of cash payable by the Offeror in respect of the consideration payable assuming full acceptance of the Offer is approximately HK$54.4 million (based on the Offer Price of HK$0.519 per Offer Share and a total number of 104,830,000 Offer Shares).

The Offeror intends to finance the maximum payment obligations payable for the Offer by way of the Facility provided by Lego Securities pursuant to the Facility Agreement. The Offeror has entered into the Facility Agreement with Lego Securities (as lender) in the amount of up to HK$60 million to the Offeror (as borrower), which can fully cover the maximum amount of cash payable by the Offeror under the Offer. Pursuant to the Facility Agreement and the Share Charge 1 and Share Charge 2, the Offeror and Lucky Yang have agreed to charge the Charged Shares to Lego Securities as collateral.

Lego Corporate Finance, being the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are and will remain available to the Offeror to satisfy the maximum payment obligations upon full acceptance of the Offer.

Effect of accepting the Offer

Acceptance of the Offer by any Independent Shareholder will be deemed to constitute a warranty by such person that all Offer Shares sold by such person under the Offer are free from all Encumbrances together with all rights attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the despatch of this Composite Document. The Board confirms that, as at the Latest Practicable Date, (i) the Company has not declared any dividend or other distribution which remains unpaid; and (ii) it does not have any intention to make, declare or pay any future dividend/make other distributions on or before the close of the Offer.

The Offer is unconditional in all respects and is not conditional upon acceptances being received in respect of a minimum number of Offer Shares or any other conditions. Acceptance of the Offer shall be irrevocable and not capable of being withdrawn, except as permitted under the Takeovers Code, details of which are set out in the paragraph headed "6. Right of Withdrawal" in Appendix I to this Composite Document.

Taxation advice

Independent Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, its ultimate beneficial owner, any party acting in concert with it, the Company, Lego Securities, Lego Corporate Finance, the Joint Independent Financial Advisers, and (as the case may be) their respective ultimate beneficial owners, directors, officers, agents, associates, professional advisers or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Hong Kong Stamp duty

In Hong Kong, seller's ad valorem stamp duty arising in connection with acceptance of the Offer will be payable by the relevant Independent Shareholders at a rate of 0.1% of (i) the market value of the Offer Shares; or (ii) the consideration payable by the Offeror in respect of the relevant acceptance of the Offer, whichever is higher, and will be deducted from the cash amount payable by the Offeror to the Independent Shareholders who accept the Offer.

The Offeror will arrange for payment of the seller's ad valorem stamp duty on behalf of the Independent Shareholders accepting the Offer and will pay the buyer's ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the relevant Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Payment

Payment in cash in respect of acceptance of the Offer will be made as soon as possible but, in any event, no later than seven (7) business days (as defined in the Takeovers Code) after the date on which the duly completed acceptance of the Offer is received in accordance with Rule 20.1 of the Takeovers Code. Relevant document(s) evidencing title in respect of such acceptance must be received by or on behalf of the Offeror (or its agent) to render each such acceptance of the Offer complete and valid in accordance with Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a Hong Kong cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest Hong Kong cent.

Dealing and interests in the Company's Securities

Save for the Acquisitions, none of the Offeror, its ultimate beneficial owner, nor any party acting in concert with any of them (including Lucky Yang) has dealt for value in nor owned any Shares, options, derivatives, warrants or other securities convertible into Shares during the Relevant Period.

Availability of the Offer

The Offeror intends to make the Offer available to all the Independent Shareholders. As the Offer to persons with a registered address in a jurisdiction outside Hong Kong may be affected by the laws of the relevant overseas jurisdictions, Independent Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe any applicable legal or regulatory requirements and, where necessary, seek legal advice. Persons who are residents, citizens or nationals outside Hong Kong should inform themselves about and observe, at their own responsibility, any applicable laws, regulations, requirements and restrictions in their own jurisdictions in connection with the acceptance of the Offer, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with the other necessary formalities and the payment of any issue, transfer or other taxes due by such accepting overseas Shareholders in respect of such jurisdiction.

Based on the register of members of the Company, as at the Latest Practicable Date, there was one Overseas Shareholder located in the PRC, holding 20 Shares (representing approximately 0.00% of the total issued share capital of the Company). Having made reasonable enquiries, it is satisfied that there is no restriction under the laws or regulation of the PRC against despatching the Composite Document and the accompanying Form of Acceptance.

Any acceptance by the Independent Shareholders with a registered address in a jurisdiction outside Hong Kong will be deemed to constitute a representation and warranty from such overseas Independent Shareholders to the Offeror that the local laws and requirements have been complied with and such acceptance shall be valid and binding in accordance with all applicable laws and regulations. Such overseas Independent Shareholders should consult their respective professional advisers if in doubt.

INFORMATION OF THE GROUP

Your attention is also drawn to the information on the Group set out in the section headed "Information on the Group" in the "Letter from the Board" and Appendices II and III as contained in this Composite Document.

INFORMATION OF THE OFFEROR

The Offeror is a company incorporated in the British Virgin Islands with limited liability and is wholly-owned by Youmi Investment Limited. Youmi Investment Limited is beneficially owned by the Youmi Trust, which was established by Mr. Sun as the settlor and appointor. Cantrust (Far East) Limited is the trustee of the Youmi Trust and an independent professional trustee ultimately controlled by an Independent Third Party of the Company, and Mr. Sun and his family members are the beneficiaries of the Youmi Trust. Mr. Sun is the sole director of the Offeror, and the ultimate beneficial owner of the Offeror.

Mr. Sun is also the founder of Weimob Inc., a company incorporated in Cayman Islands with limited liability and listed on the Hong Kong Stock Exchange (stock code: 2013). Mr. Sun is currently the chairman of the board, executive director and CEO of Weimob Inc. As at the Latest Practicable Date, there is no business connection or relationship between Weimob Inc. and the Company. The Offer is being made strictly in Mr. Sun's personal capacity, and the making of the Offer and the transactions contemplated thereunder do not require any board resolutions, approvals, or authorizations from Weimob Inc.

Notwithstanding that Mr. Sun (the ultimate beneficial owner and the sole director of the Offeror) has no relevant experience in the Company's current principal business, he is optimistic about the prospects of the Company and the business of provision of property management service for high-end non-residential properties, leases services of commercial buildings, catering services and integrated urban sanitary services, and considers that the transaction could diversify his investment portfolio to achieve long-term value and returns.

Immediately before Completion, none of the Offeror, its ultimate beneficial owner, its director and any party acting in concert with any of them (including Lucky Yang) held any Shares. Immediately after Completion and as at the Latest Practicable Date, none of the Offeror, the ultimate beneficial owner and director of the Offeror and any party acting in concert with any of them (including Lucky Yang) holds any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company, save for the 300,170,000 Shares in aggregate acquired by the Offeror and any party acting in concert with it through the Acquisitions (comprising the 222,890,000 Shares which the Offeror acquired and the 77,280,000 Shares which Lucky Yang acquired).

INFORMATION OF MR. YANG

Mr. Yang is the founder of Yimidida Supply Chain Group Co., Ltd., a leading comprehensive logistics and freight enterprise in China. He formerly served as the chairman of the board and CEO of Yimidida, and was also the CEO of Yousu Express following a strategic integration of the two companies. Lucky Yang is wholly owned by Mr. Yang.

Immediately before Completion, Mr. Yang did not hold any interest in Shares. He was invited by Mr. Sun (being the ultimate beneficial owner of the Offeror and a friend of Mr. Yang) to invest in the Company. While Mr. Sun intended to acquire a controlling stake in the Company, he had no intention to acquire all the Shares held by the Selling Shareholder immediately prior to entering into the Sale and Purchase Agreement 1 and believed that Mr. Yang had sufficient financial resources to acquire some of the Shares. Having learnt of the investment opportunity through introduction of a mutual acquaintance of Mr. Sun and Mr. Yang, Mr. Yang entered into the Sale and Purchase Agreement 2 for the acquisition of 77,280,000 Sale Shares as a passive investor. Immediately after Completion and as at the Latest Practicable Date, Mr. Yang's investment entity, Lucky Yang, holds 77,280,000 Shares. Save as disclosed above, Mr. Yang does not have any relationship with the Offeror and/or its ultimate beneficial owner and was an Independent Third Party prior to the entering into of the Sale and Purchase Agreement 2.

THE OFFEROR'S INTENTION ON THE GROUP

Following the close of the Offer, it is the intention of the Offeror that the Group will continue with its existing principal business. As at the Latest Practicable Date, the Offeror has no intention, understanding, negotiation or arrangement to downsize, cease or dispose of any of the existing businesses of the Group. The Offeror does not intend to introduce any major changes to the existing operations and business of the Group immediately after close of the Offer and will neither redeploy nor dispose of any of the assets (including fixed assets) of the Group other than in the ordinary course of business.

Nevertheless, following the close of the Offer, the Offeror will conduct a detailed review on the existing principal operations and business, and the financial position of the Group for the purpose of formulating business plans and strategies for the Group's long-term business development and will explore other business opportunities for the Group. Subject to the results of the review, and should suitable investment or business opportunities arise, the Offeror may consider whether any assets and/or business acquisitions or disposals by the Group will be appropriate in order to enhance its growth. Any acquisition or disposal of the assets or business of the Group, if any, will be conducted in compliance with the Listing Rules.

As at the Latest Practicable Date, the Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors. The Offeror has no intention to make significant changes to the continued employment of the employees of the Group as a result of the Offer (except for a proposed change to the members of the Board at a time no earlier than that permitted under the Listing Rules and the Takeovers Code or such later time as the Offeror considers to be appropriate).

The Offeror intends to nominate new Director(s) to the Board with effect from a date which is no earlier than such date as permitted under the Listing Rules and the Takeovers Code or such later date as the Offeror considers to be appropriate. Any changes to the members of the Board will be made in compliance with the Takeovers Code and/or the Listing Rules and further announcement(s) will be made as and when appropriate. As at the Latest Practicable Date, the Offeror has not determined the composition of the Board post the Closing Date. It is expected that certain existing Directors will resign from the Board, but the list of the resigning Directors have not yet been finalized. Any such resignations will only take effect on or after the Closing Date in compliance with the Takeovers Code and the Listing Rules. The Company will publish further announcement(s) in respect of any changes to the Board composition in accordance with the Takeovers Code and the Listing Rules as and when appropriate.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) make material changes to the employment of the management and employees of the Group; and (ii) dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

As at the Latest Practicable Date, no investment or business opportunity has been identified nor has the Offeror entered into any agreement, arrangement, understanding or negotiation in relation to the injection of any assets or business into the Group.

PUBLIC FLOAT AND MAINTENANCE OF THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that:

(a) if, at the close of the offer, the Stock Exchange believes that: –

— a false market exists or may exist in the trading of the Shares; or

— an orderly market does not exist or may not exist;

it will consider exercising its discretion to suspend dealings in the Shares; and

if, at the close of the offer, the Company has a Significant Public Float Shortfall (as defined in rule 13.32F of the Listing Rules), then

— the Stock Exchange will add a designated marker to the stock name of the Shares; and

— the Stock Exchange will cancel the listing of the Shares if the Company fails to re-comply with rule 13.32B of the Listing Rules for a continuous period of 18 months from the commencement of the Significant Public Float Shortfall.

The Offeror intends the Company to remain listed on the Stock Exchange after the close of the Offer. Mr. Sun, being the sole director of the Offeror, has undertaken under Rule 14.81(3) of the Listing Rules to the Stock Exchange that if, at the close of the Offer, the Company fails to comply with the requirement of rule 13.32B, he will take appropriate steps to ensure the Company's compliance with rule 13.32B at the earliest possible moment, such as disposal of Shares held by the Offeror and any party acting in concert with it and/or issue of additional Shares by the Company for this purpose. The Company and the Offeror will issue a separate announcement as and when necessary in this regard.

ACCEPTANCE AND SETTLEMENT

Your attention is drawn to the further details regarding further terms and conditions of the Offer, the procedures for acceptance and settlement and the acceptance period as set out in Appendix I to this Composite Document and the accompanying Form of Acceptance.

COMPULSORY ACQUISITION

The Offeror does not intend to avail itself of any powers of compulsory acquisition of any Shares outstanding after the close of the Offer.

GENERAL

This Composite Document has been prepared for the purposes of complying with the laws of Hong Kong, the Takeovers Code and the Listing Rules and the information disclosed may not be the same as which would have been disclosed if this Composite Document had been prepared in accordance with the laws of jurisdictions outside Hong Kong.

To ensure equality of treatment of all Independent Shareholders, those Independent Shareholders who hold Shares as nominee on behalf of more than one beneficial owner should, as far as practicable, treat the holding of such beneficial owner separately. It is essential for the beneficial owners of the Shares whose investments are registered in the names of nominees to provide instructions to their nominees of their intentions with regard to the Offer.

Attention of the Overseas Shareholders is drawn to the paragraph headed "7. Overseas Shareholders" in Appendix I to this Composite Document. All communications, notices, Form of Acceptance, share certificate(s), transfer receipt(s), other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) and remittances to settle the consideration payable under the Offer to be delivered by or sent to or from the Independent Shareholders will be delivered by or sent to or from them, or their designated agents, by ordinary post at their own risk. None of the Offeror, any party acting in concert with it, the Company, Lego Securities, Lego Corporate Finance, the Joint Independent Financial Advisers and (as the case may be) their respective ultimate beneficial owners, directors, officers, agents, advisers or associates nor any other person involved in the Offer will be responsible for any loss or delay in postage or any other liabilities that may arise as a result thereof or in connection therewith. Further details have been set out in Appendix I to this Composite Document and in the accompanying Form of Acceptance.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Composite Document and the accompanying Form of Acceptance, which form part of this Composite Document. You are reminded to carefully read the "Letter from the Board", the "Letter from the Independent Board Committee", the "Letter from the Joint Independent Financial Advisers" and other information about the Group, which are set out in this Composite Document and the accompanying Form of Acceptance before deciding whether or not to accept the Offer.

In considering what action to take in connection with the Offer, you should consider your own tax or financial position and if you are in any doubt, you should consult your professional advisers.

Yours faithfully,
For and on behalf of
Lego Securities Limited

Kelvin Li
Director