

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name : RIVERHILL HOLDINGS LIMITED

Stock code (ordinary shares): 8127

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 4th November 2002.

A. General

Place of incorporation : The Cayman Islands

Date of initial listing on GEM : 1st June 2001

Name of Sponsor(s) : Anglo Chinese Corporate Finance, Limited

Names of directors : *Executive directors*
(*please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive*)
Mr. Wang Guo Wei
Mr. Liu Hao
Mr. Yick Chong San

Independent Non-executive directors
Prof. Hong Jun Yan
Prof. Zhou Qi Ming

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	: Cyber Town Co. Ltd. Cyber City Technology Ltd. Global Eagle Investments Limited	25.52% 13.80% 27.59%
Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: N/A	
Financial year end date	: 30th June	
Registered address	: Uglan House, P.O. Box 309, South Church Street, George Town, Grand Cayman, Cayman Islands, British West Indies	
Head office and principal place of business	: 17/F, HaiLong Building, 1 ZhongGuanCun Street, Haidian District, Beijing, P.R.C.	
Registered and principal business Place in Hong Kong	: Room 101, 1/F, St. George's Building, 2 Ice House Street, Central, Hong Kong	
Web-site address (if applicable)	: www.river-hill.com	
Share registrar	: Tengis Limited, 4/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong	
Auditors	: Ernst & Young, Certified Public Accountants, 15/F, Hutchison House, 10 Harcourt Road, Central, Hong Kong	

B. Business activities

Riverhill Holdings Limited is the holding company of a group of Companies which are principally engaged in the research, development and provision of integrated applications and solutions using Geographic Information System (GIS), Remote Sensing (RS), Global Positioning Systems (GPS), virtual reality, internet and networking technology. In addition, the group is also an authorized dealer and reseller for industry leading hardware and software products related to GIS, RS and GPS technology.

C. Ordinary shares

Number of ordinary shares in issue	: 415,000,000
------------------------------------	---------------

Par value of ordinary shares in issue	: HK\$0.10
Board lot size (in number of shares)	: 8,000
Name of other stock exchange(s) on which ordinary shares are also listed	: N/A

D. Warrants

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

E. Other securities

The Company has in place a pre-IPO share option scheme and has granted share options under such scheme to subscribe for 40,000,000 shares at a subscription price of HK\$0.60 per share. Each of the grantees to whom options have been granted under the pre-IPO share option scheme will be entitled to exercise (i) one third of the options so granted to him/her after the expiry of two years from the date of listing; (ii) one third of the options so granted to him/her after the expiry of 3 years from the date of listing; and (iii) the remaining options after the expiry of 4 years from the date of listing.

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Mr. Wang Guo Wei

Mr. Liu Hao

Mr. Yick Chong San

Prof. Hong Jun Yan

Prof. Zhou Qi Ming