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## **RIVERHILL HOLDINGS LIMITED**

**山河控股有限公司\***

*(incorporated in Cayman Islands with limited liability)*

**(Stock Code: 8127)**

### **PROCEEDING TO THE CANCELLATION OF THE LISTING AS STIPULATED UNDER RULE 9.14 OF THE RULES GOVERNING THE LISTING OF SECURITIES ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “GEM LISTING RULES”)**

The Exchange proposes to exercise its right to cancel the listing of the shares of the Company on the Exchange pursuant to Rule 9.14 of the GEM Listing Rules.

The Exchange has served a notice on 5 November 2004 to the Company giving the Company a period of six months for submission of a valid resumption proposal. Failing which, the Exchange intends to cancel the listing of the Company on the expiry of the six months from the date of notice, i.e. 4 May 2005.

### **PROCEEDING TO CANCELLATION OF THE LISTING**

The Stock Exchange of Hong Kong Limited (the “Exchange”) has informed Riverhill Holdings Limited (the “Company”) that the Exchange proposes to exercise its right to cancel the listing of the Company on the Exchange pursuant to Rule 9.14 of the GEM Listing Rules on the basis that the Group has no business operation since September 2003 and that the shares of the Company have been suspended for a prolonged period without the Company taking adequate action to obtain a restoration of the listing.

\* For identification purpose only

Pursuant to Rule 9.15 of the GEM Listing Rules, the Exchange has served a notice on 5 November 2004 to the Company giving the Company a period of six months for submission of a valid resumption proposal. A valid resumption proposal should be submitted at least 10 business days as defined in the GEM Listing Rules before the expiring of the six-month period. Failing which, the Exchange will seek the approval of the GEM Listing Committee to cancel the listing of the Company on the expiry of six months from the date of the notice, i.e. 4 May 2005. According to the Exchange, a valid resumption proposal should need to demonstrate the Company's compliance with the GEM Listing Rules and all applicable laws and regulations. In addition, the Exchange considers that the proposal, if implemented, will enable the Company to demonstrate that it, directly or indirectly, has a sufficient level of operations and management expertise on the business pursuits of the Company to warrant the continued listing of the Company's securities on the Exchange.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company has been suspended with effect from 2.30 p.m. on 24 July 2003 and will remain suspended until further notice. As at the date of this announcement, the Exchange has not received any valid resumption proposal.

Further announcement will be made in due course if the cancellation of the listing takes place.

As at the date of this announcement, the Directors of the Company are:

*Executive Directors*

Mr. Sze Edvon Yeung Lung

Mr. Shum Sai

Mr. Ng Kay Kwok

*Non-executive Director*

Mr. Yeung Chin Cheung

*Independent Non-executive Directors*

Mr. Fu Wing Kwok, Ewing

Mr. Chu Chi Kong, Francis

Mr. Cheung Kwok Chiu, Kris

By order of the Board  
**Sze Edvon Yeung Lung**  
*Chairman*

Hong Kong, 11 November, 2004

*This announcement, for which the directors of the Company 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 (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*