



## RIVERHILL HOLDINGS LIMITED

山河控股有限公司\*

*(incorporated in Cayman Islands with limited liability)*

(Stock Code: 8127)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders of Riverhill Holdings Limited (the “Company”) will be held at Nathan Hotel, Conference Room Penthouse (15th Floor), 378 Nathan Road, Kowloon, Hong Kong on Friday, 25th February, 2005 11:00 a.m. for the following purposes:

#### ORDINARY BUSINESS

1. “**THAT** the Audited Consolidated Accounts and the Reports of the Directors and Auditors of the Company for the year ended 30th June, 2004 be received.”
2. “**THAT** the retiring directors(s) pursuant to Article 94 and 116 of the Articles of the Company be re-elected.”
3. “**THAT** the remuneration of the directors of the Company be determined.”
4. “**THAT** HLB Hodgson Impey Cheng be re-appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting and that their remuneration be determined by the board of directors of the Company (the “Directors”).”

#### SPECIAL BUSINESS

5. Resolutions 5 to 7 will be proposed as ordinary resolutions of the Company and Resolution 8 will be proposed as a special resolution of the Company:

“**THAT:**

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors of all the powers of the Company to repurchase ordinary shares of HK\$0.10 each in the share capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“Stock Exchange”) subject to and in accordance with all applicable laws and the provisions of, in the manner specified in the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;

\* *for identification only*

- (b) the aggregate nominal amount of shares hereby authorised to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the annual general meeting at which this resolution is passed;
- (c) the authority hereby conferred on the Company pursuant to the approval in paragraph (a) above shall expire on the earlier of (i) the conclusion of the next annual general meeting of the Company, or (ii) the date falling fifteen months from the date of the annual general meeting convened by the notice of which this resolution forms part or such shorter period within which the next annual general meeting of the Company is required by any applicable laws or the Company's articles of association to be held, or (iii) such authority given under this resolution being renewed, revoked or varied by ordinary resolution of shareholders of the Company in general meeting."

6. **“THAT:**

- (a) subject to the provisions of paragraphs (b) and (c) below, the exercise by the Directors of all the powers of the Company to allot, issue and deal with additional authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for shares and other rights of subscription for or conversion into shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the share capital to be allotted, issued and dealt with by the Directors of the Company pursuant to the approval in paragraph (a) above, other than as set out in paragraph (c) below, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the annual general meeting of the Company at which this resolution is passed and the authority conferred on the Directors pursuant to paragraph (a) above shall expire on the earlier of (i) the conclusion of the next annual general meeting of the Company, or (ii) the date falling fifteen months from the date of the annual general meeting convened by the notice of which this resolution forms part or such shorter period within which the next annual general meeting of the Company is required by any applicable laws or the Company's Articles of Association to be held or (iii) such authority being revoked or varied by ordinary resolution of the shareholders of the Company in general meeting, save that, in each case, this authority shall allow the Company before the expiry of this authority to make or grant offers, agreements and options (including warrants to subscribe for shares and other rights of subscription for or conversion into shares) which would or might require shares to be allotted and issued after such expiry and the Directors may allot, issue and deal with the shares in pursuance of such offers, agreements and options as if the authority conferred hereby had not expired;

- (c) the provisions of paragraph (b) above shall not apply to the aggregate nominal amount of share capital allotted and/or issued or agreed to be conditionally or unconditionally issued and/or allotted by the Directors pursuant to:
    - (i) a rights issue where shares are offered for a fixed period to shareholders in proportion to their then holdings of shares on a fixed record date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, any territory applicable to the Company); or
    - (ii) any scrip dividend scheme or similar arrangements implemented in accordance with the Company's articles of association; and
  - (d) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors.”
7. “**THAT** conditional on the passing of Resolution 6 in the notice convening this meeting, the general mandate granted to the Directors and for the time being in force to exercise all the powers of the Company to allot, issue and deal with additional shares pursuant to Resolution 5 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be conditionally or unconditionally allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 6, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.”
8. “**THAT** the Articles of Association of the Company be amended as follows:
- (a) By deleting the existing interpretation of “recognized clearing house” in Article 2 and substituting therefor the following new definition:

““recognized clearing house” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)”;
  - (b) By deleting the words “Companies Ordinance” in the interpretation of “subsidiary and holding company” in Article 2 and substituting therefor the words “Listing Rules”;

(c) By adding the following new Article 85A immediately after Article 85:

“85A. Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular ordinary resolution or special resolution, or restricted to voting only for or only against any particular ordinary or special resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

(d) By deleting the existing Article 107(c) and substituting therefor the following new Article 107(c):

“(c) Save as otherwise provided by these Articles, a Director shall not vote on any resolution of the Board approving any contract or arrangement or any other proposal in which to his knowledge he or any of his associate has a material interest nor shall he be counted in the quorum present at the meeting but this prohibition shall not apply to any of the following matters:–

(i) the giving of any security or indemnity either:–

(aa) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are, or is/are to be, interested as a participant in the underwriting or sub-underwriting of the offer;

(iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director, and any of his associate are, not in aggregate beneficially interested in five (5) per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate is derived) or of the voting rights;

- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
  - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
  - (bb) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, as any of his associate, as such any privilege or advantage not generally be accorded to the class of persons to which to which such scheme or fund relates; and
- (v) any proposal in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.”

- (e) By deleting the existing Article 107(f) and substituting therefor the following new Article 107(f):

“(f) For the purposes of paragraph (c) above, “associate” in relation to any Director shall have the meaning ascribed to it under the Listing Rules.”; and

- (f) By deleting the words “more than 28 clear days before the day appointed for the meeting” in Article 120 and substituting therefor the words “earlier than the day after the despatch of the notice of the meeting”.

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

Hong Kong, 2nd February, 2005

*Notes:*

1. Any member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy must be deposited with the Company's Registrars in Hong Kong, Standard Registrars Limited ("Standard Registrars") at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for the Meeting or any adjournment thereof.

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

**Executive Directors**

Mr. Sze Edvon Yeung Lung

Mr. Shum Sai

**Independent Non-executive Directors**

Mr. Fu Wing Kwok, Ewing

Mr. Chu Chi Kong, Francis

Mr. Cheung Kwok Chiu, Kris

*This announcement will remain on the "Latest Company Announcements" page of the GEM website for at least seven days from the day of its posting.*