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This announcement, for which the directors of Riverhill Holdings Limited (the “directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Riverhill Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:— (1) the information contained in this announcement is accurate and complete in all material aspects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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.



RIVERHILL HOLDINGS LIMITED
山河控股有限公司*

(Incorporated in Cayman Islands with limited liability)
(Stock Code: 8127)

**ANNOUNCEMENT OF RESIGNATION OF CHAIRMAN, EXECUTIVE DIRECTOR,
COMPANY SECRETARY AND AUTHORIZED REPRESENTATIVE**

The Board announces that Mr. Sze resigned as Chairman, Executive Director, Company Secretary and Authorized Representative of Company with effect from 30th June 2005.

The Board of Directors (the “**Board**”) of Riverhill Holdings Limited (“the **Company**”) announces that Mr. Sze Edvon Yeung Lung (“Mr. Sze”) resigned as an Chairman, Executive Director, Company Secretary and Authorized Representative of Company with effect from 30th June 2005. Mr. Sze has confirmed that he has no disagreement with the Board and he is not aware of any matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Sze for his contribution to the Company during his tenure of office.

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

Executive Director

Mr. Shum Sai

Non-Executive Director

Mr. Ho Cheung Hong

Independent Non-executive Directors

Mr. Fu Wing Kwok, Ewing

Mr. Chu Chi Kong, Francis

Mr. Cheung Kwok Chiu, Kris

For and on behalf of
Riverhill Holdings Limited
Shum Sai
Executive Director

Hong Kong, 4th July 2005

This announcement will remain on the GEM website on the “Latest Company Announcements” page for 7 days form the day of its posting.

** For identification purpose only*