

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company for the year 2001 (the "2001 Annual General Meeting") will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 30th May, 2001 at 11:30 a.m. for the following purposes:

- (1) To receive and consider the audited financial statements of the Company for the year ended 31st December, 2000 together with the reports of the Directors and Auditors thereon;
- (2) To re-elect retiring Directors of the Company and to fix the remuneration of the Directors;
- (3) To re-appoint Auditors of the Company and to authorise the Directors of the Company to fix their remuneration; and
- (4) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an ordinary resolution:

"THAT:

- (a) subject to paragraph (c) of this Resolution and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and otherwise deal with additional shares of HK\$0.05 each in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares in the capital of the Company to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) an exercise of rights of subscription or conversion under the terms of any warrant or other securities issued by the Company carrying a right to subscribe for or purchase shares in the Company; or (iii) an exercise of subscription rights under any employee share option scheme of the Company, shall not exceed 20 per cent of the aggregate number of issued shares in the capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly; and

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(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the revocation or variation of the approval granted under this Resolution by an ordinary resolution of the members of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of shares in the Company pursuant to an offer (open for a period fixed by the Directors of the Company) made to holders of shares of the Company or any class thereof on the Register of Members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company 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 any stock exchange in, any territory outside Hong Kong).”.

By Order of the Board of
RIVERA (HOLDINGS) LIMITED
Lee Yuen Han
Company Secretary

Hong Kong, 12th April, 2001

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Notes:

1. A member of the Company entitled to attend and vote at the 2001 Annual General Meeting is entitled to appoint one or more proxies (provided that such number shall not exceed two) to attend and, in the event of a poll, to vote in his stead. A proxy need not be a member of the Company.
2. In order for it to be valid, the form of proxy, accompanied by a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the registered office of the Company at 22nd Floor, AIA Plaza, 18 Hysan Avenue, Causeway Bay, Hong Kong not later than 11:30 a.m. on Tuesday, 29th May, 2001.
3. A general mandate granted to the Directors of the Company at its annual general meeting for the year 2000 to allot, issue and deal with additional shares in the Company will expire at the conclusion of the 2001 Annual General Meeting. Hence the Directors of the Company will propose Resolution (4) set out in this notice at the 2001 Annual General Meeting to renew the aforesaid general mandate.

The aforesaid general mandate will, if the Resolution (4) is passed, empower the Directors of the Company to issue new shares in the capital of the Company not exceeding 20 per cent of the issued share capital of the Company as at the date of the 2001 Annual General Meeting during the period up to the conclusion of the next annual general meeting of the Company unless it is otherwise revoked or varied by a resolution of the members of the Company.

The Directors currently have no immediate plans to issue any additional shares in the Company.

4. The Register of Members of the Company will be closed from Thursday, 24th May, 2001 to Wednesday, 30th May, 2001, both days inclusive, during which period no transfer of shares will be effected.