

The Directors of the Company are pleased to present their Report together with the audited consolidated financial statements of the Company and its subsidiaries (altogether the "Group") for the year ended 31st December, 2003 and the Auditors' Report thereon.

PRINCIPAL ACTIVITIES

The principal activities of the Group during the year were property development and investment, and securities investment.

During the year under review, the Company acted as an investment holding company while the principal activities and other particulars of the Company's principal subsidiaries are listed out in Note 11 to the financial statements on pages 58 to 59.

RESULTS AND APPROPRIATIONS

Details of the Group's results for the year ended 31st December, 2003 are set out on pages 32 to 74. As the Group's operation was attributable to the property development and investment, no analysis on business segment is presented. An analysis by geographical segments is set out in Note 4 to the financial statements on pages 47 to 50.

No interim dividend was paid during the year (2002: Nil) and the Directors of the Company do not recommend the payment of a final dividend for the year ended 31st December, 2003 (2002: Nil).

Movements in reserves of the Group and of the Company during the year are shown in Note 21 to the financial statements on pages 68 to 71.

MAJOR CUSTOMERS AND SUPPLIERS

Of the turnover of the Group for the year, less than 30% was attributable to the Group's five largest customers.

During the year, the Group had no suppliers whose goods or services were specific to the business of the Group and required on a regular basis and which were not readily available from alternative sources.

RIVERA (HOLDINGS) LIMITED 川河集團有限公司

本公司董事局同寅謹向股東欣然提呈本報告書以及本公司和其附屬公司(統稱「本集團」)截至二零零三年十二月三十一日止年度之經審核綜合賬項及核數師報告書。

主要業務

本集團在年內主要經營物業發展及投資，以及證券投資。

本公司在回顧年度內作為一間投資控股公司，而其主要附屬公司之主要業務及其他資料載於第58至第59頁賬項附註11。

業績及分配

本集團截至二零零三年十二月三十一日止年度之業績詳情載於第32至第74頁。由於本集團之所有業務均為物業發展及投資，故並無呈列按業務分類之分析，而按經營地區之分析載於第47至第50頁賬項附註4。

年內並無派付中期股息(二零零二年：無)及本公司董事局不建議派發截至二零零三年十二月三十一日止年度之末期股息(二零零二年：無)。

本集團及本公司年內之儲備變動載於第68至第71頁賬項附註21。

主要客戶及供應商

本集團前五大客戶佔本集團年內的營業額不足30%。

於年內，本集團並無供應商提供的商品或服務為本集團業務特別及經常所需，及不能由其他來源輕易替代。

DONATIONS

No donations for charitable or other purposes were made by the Group during the year.

FIXED ASSETS

During the year ended 31st December, 2003, the Group acquired fixed assets amounting to approximately HK\$51,000 and wrote off assets with an aggregate net book value of approximately HK\$1,000.

Movements in fixed assets of the Group and of the Company during the year are shown in Note 10 to the financial statements on pages 56 to 57.

A schedule of the principal properties held by the Group, either under development or for sale, is set out on pages 75 and 76.

BORROWINGS AND DEBENTURES

Details of bank loans and other borrowings of the Group as at 31st December, 2003 are set out in Note 19 to the financial statements on pages 65 to 66.

No debentures of any class were issued by the Company or any of its subsidiaries, or were in issue at any time during the year.

Interest expenses of HK\$980,000 attributable to properties under development were capitalised by the Group during the year.

SHARE CAPITAL

As at 31st December, 2003, 2,608,546,511 ordinary shares of HK\$0.05 each in the capital of the Company were in issue and the Company has not issued any new shares in the capital during the year under review.

Details of the share capital of the Company are shown in Note 20 to the financial statements on pages 66 to 67.

捐款

年內本集團並無為慈善或其他用途作出捐款。

固定資產

於截至二零零三年十二月三十一日止年度內，本集團購入為數約51,000港元之固定資產，及撇銷賬面總淨值約1,000港元之資產。

在年內本集團及本公司之固定資產之變動情況載於第56至第57頁賬項附註10。

一項列有本集團持有之主要物業(發展中或作出售用途)之附表載於第75及第76頁。

借貸及債券

本集團在二零零三年十二月三十一日之銀行貸款及其他借貸之詳情載於第65至第66頁賬項附註19。

本公司或其任何附屬公司於年內任何時間概無發行或已發行任何類別之債券。

於本年度內本集團將發展中物業所佔為數980,000港元之利息支出资本化。

股本

於二零零三年十二月三十一日，本公司股本中共有2,608,546,511股每股面值0.05港元之已發行普通股份。本公司於回顧年度內並未發行任何新股份。

本公司之股本詳情載於第66至第67頁賬項附註20。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

During the year ended 31st December, 2003, there was no purchase, sale or redemption by the Company, or any of its subsidiaries, of the Company's listed securities.

DIRECTORS

The Directors of the Company as at the date of this Report and those who were in office during the year are:

Name of Directors

Mr Chen Jianbo (Chairman)	(appointed on 4th July, 2003)
Mr Tong Cun Lin	
Madam Hsu Feng	
Mr Hua Ming	(appointed on 4th July, 2003)
Mr Ji Jie Ping	
Mr Tung Ming-Hsun	
Mr Tong Albert	
Mr Liang Jung-chi (Independent Non-Executive Director)	
Ms Hou Chun (Independent Non-Executive Director)	(appointed on 28th January, 2003)
Madam Tung Wai Yee (Independent Non-Executive Director)	(resigned on 28th January, 2003)
Mr Sung Tze Chun	(resigned on 12th December, 2003)

A profile of the existing Directors of the Company is shown on pages 15 to 16.

Information relating to emoluments paid to the Company's Directors during the year is set out in Note 6 to the financial statements on pages 51 to 52.

Pursuant to Article 73 of the Company's Articles of Association, Mr Chen Jianbo and Mr Hua Ming, being Directors appointed by the Board of Directors of the Company ("Board"), should hold office only until the next following annual general meeting

購買、出售或贖回上市證券

於截至二零零三年十二月三十一日止年度內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

董事

於本報告書刊發之日及於年內在任之本公司董事局成員如下：

董事姓名

陳劍波先生 (主席)	(於二零零三年七月 四日獲委任)
湯君年先生	
徐楓女士	
花明先生	(於二零零三年七月 四日獲委任)
季界平先生	
董明遜先生	
湯子同先生	
梁榮基先生 (獨立非執行董事)	
郝君小姐 (獨立非執行董事)	(於二零零三年一月 二十八日獲委任)
董慧儀女士 (獨立非執行董事)	(於二零零三年一月 二十八日辭任)
宋四君先生	(於二零零三年十二月 十二日辭任)

本公司現任董事之簡介載於第15至第16頁。

有關本公司於本年度支付董事之酬金之資料載於第51至第52頁賬項附註6。

根據本公司之《公司組織章程細則》第73條之規定，陳劍波先生及花明先生乃獲本公司董事局（「董事局」）委任為董事，其任期須在獲委任後之來屆股東週年大會上屆

of the Company after their appointments and will therefore retire at the forthcoming annual general meeting. Being eligible, Mr Chen Jianbo offers himself for re-election while Mr Hua Ming has confirmed with the Company that he will not stand for re-election at the forthcoming annual general meeting.

All Directors of the Company, including the non-executive Directors, are subject to retirement by rotation at annual general meetings of the Company in accordance with the Company's Articles of Association. Articles 77 to 79 provide that at each annual general meeting one-third of the Directors of the Company for the time being shall retire from office and the Directors to retire in every year shall be those who have been longest in office since their last election and shall be eligible for re-election. In this connection, Madam Hsu Feng and Mr Tong Albert will retire by rotation at the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-election.

The re-election of Mr Chen Jianbo, Madam Hsu Feng and Mr Tong Albert is subject to shareholders' approval at the forthcoming annual general meeting. Details of such Directors will be disclosed in a circular of the Company to be despatched to the shareholders together with the notice of annual general meeting.

None of the Directors of the Company proposed for re-election at the forthcoming annual general meeting have an unexpired service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SECURITIES

As at 31st December, 2003, the interests and short positions of the Directors of the Company in shares, debentures and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required, pursuant to Section 352 of the SFO, to be entered in the register

滿；故彼等將於應屆股東週年大會上退任，惟合資格競選連任。其中陳劍波先生願意角逐連任，而花明先生則已向本公司確認不會在應屆股東週年大會上尋求連任。

根據本公司之《公司組織章程細則》，本公司所有董事（包括非執行董事）均須於本公司之股東週年大會上輪值告退。第77至第79條細則規定，於每屆股東週年大會上，當時本公司三份之一之董事須依章退任；而每年退任之董事須為自其上次膺選擔任董事以來任期最長者；退任董事均可在膺選後連任。因此，徐楓女士及湯子同先生將於本公司應屆股東週年大會上依章輪值退任，惟合資格並願意在膺選後連任。

陳劍波先生、徐楓女士及湯子同先生之連任須待股東於應屆股東週年大會上審批，有關該等董事之資料將於與股東週年大會通告一併寄發予股東之通函內披露。

於應屆股東週年大會上獲提名連任之本公司董事與本公司或其任何附屬公司並無服務合約尚未屆滿，且聘用公司於一年內不作出賠償（法定賠償除外）則不得終止者。

董事之證券權益及淡倉

於二零零三年十二月三十一日，本公司各董事於本公司或其任何相聯法團（按《證券及期貨條例》第XV部之定義詮釋）之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內（包括根據《證券及期貨條例》

referred to therein (including interests and short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”), were as follows:

The Company:

Shares of HK\$0.05 each

Name of Directors	董事姓名	Number of shares in the Company 於本公司之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Mr Chen Jianbo	陳劍波先生	Nil無	Nil無	Nil無	Nil無
Mr Tong Cun Lin (A)	湯君年先生(A)	469,802,162	Nil無	255,676,326 (B)	Nil無
Madam Hsu Feng (A)	徐楓女士(A)	31,000,000	Nil無	Nil無 (B)	Nil無
Mr Hua Ming	花明先生	Nil無	Nil無	Nil無	Nil無
Mr Ji Jie Ping	季界平先生	200,000	Nil無	Nil無	Nil無
Mr Tung Ming-Hsun	董明遜先生	Nil無	Nil無	Nil無	Nil無
Mr Tong Albert	湯子同先生	Nil無	Nil無	Nil無 (B)	Nil無
Mr Liang Jung-chi	梁榮基先生	Nil無	Nil無	Nil無	Nil無
Ms Hou Chun	郝君小姐	Nil無	Nil無	Nil無	Nil無

Notes:

- (A) Mr Tong Cun Lin and Madam Hsu Feng are husband and wife.
- (B) As at 31st December, 2003, the 255,676,326 shares in the Company were held by a wholly-owned subsidiary of Tomson Group Limited (a listed company in Hong Kong), of which Mr Tong Cun Lin was a substantial shareholder controlling the exercise of more than one-third of voting power at its general meetings and hence Mr Tong was taken to be interested in such shares pursuant to Section 344 of the SFO.

Madam Hsu Feng and Mr Tong Albert were the managing director and the executive director of Tomson Group Limited respectively.

第344條被視為擁有的權益及淡倉)，或須遵照香港聯合交易所有限公司(「聯交所」)之《證券上市規則》(「《上市規則》」)之規定知會本公司及聯交所之權益及淡倉如下：

本公司：

每股面值0.05港元之股份

Name of Directors	董事姓名	Number of shares in the Company 於本公司之股份數目			
		Personal Interests 個人權益	Family Interests 家屬權益	Corporate Interests 公司權益	Other Interests 其他權益
Mr Chen Jianbo	陳劍波先生	Nil無	Nil無	Nil無	Nil無
Mr Tong Cun Lin (A)	湯君年先生(A)	469,802,162	Nil無	255,676,326 (B)	Nil無
Madam Hsu Feng (A)	徐楓女士(A)	31,000,000	Nil無	Nil無 (B)	Nil無
Mr Hua Ming	花明先生	Nil無	Nil無	Nil無	Nil無
Mr Ji Jie Ping	季界平先生	200,000	Nil無	Nil無	Nil無
Mr Tung Ming-Hsun	董明遜先生	Nil無	Nil無	Nil無	Nil無
Mr Tong Albert	湯子同先生	Nil無	Nil無	Nil無 (B)	Nil無
Mr Liang Jung-chi	梁榮基先生	Nil無	Nil無	Nil無	Nil無
Ms Hou Chun	郝君小姐	Nil無	Nil無	Nil無	Nil無

附註：

- (A) 湯君年先生與徐楓女士為夫妻。
- (B) 於二零零三年十二月三十一日，該批255,676,326股本公司股份由湯臣集團有限公司(一間於香港上市的公司)之全資附屬公司所持有。湯君年先生為湯臣集團有限公司之主要股東，可控制行使該公司股東大會上三份之一以上之投票權，因此，根據《證券及期貨條例》第344條，湯先生被視為擁有該等股份之權益。

徐楓女士及湯子同先生分別為湯臣集團有限公司之董事總經理及執行董事。

Save as disclosed above, none of the Directors of the Company and their associates had any interests or short positions in shares or debentures or underlying shares of the Company or any of its associated corporations as at 31st December, 2003, which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein (including interests or short positions which they were taken to have under Section 344 of the SFO) or which were required to be notified to the Company and the Stock Exchange pursuant to the Listing Rules.

SHARE OPTION SCHEME

The Company adopted a share option scheme (the “Scheme”) on 29th May, 2002 and the major terms of the Scheme are as follows:—

Purpose

The purpose of the Scheme is to provide incentives or rewards to selected persons for their contribution to the Group or any entity in which the Group holds any equity interest (“Invested Entity”).

Participants

The participants of the Scheme include:—

- (i) any employee or proposed employee (whether full time or part time) of any member of the Group or any Invested Entity, including any executive director of any member of the Group or any Invested Entity; or
- (ii) any non-executive director (including independent non-executive director) of any member of the Group or any Invested Entity; or
- (iii) any customer and supplier of goods or services to any member of the Group or any Invested Entity who have contributed to the Group; or
- (iv) any adviser or consultant of any member of the Group or any Invested Entity who provides business advice and business consultancy service to any member of the Group or any Invested Entity; or

除上文所披露者外，於二零零三年十二月三十一日，本公司各董事及彼等之聯繫人士概無於本公司或其任何相聯法團之股份、債權證及相關股份中擁有須遵照《證券及期貨條例》第352條之規定記載入該條例所述的登記冊內(包括根據《證券及期貨條例》第344條被視為擁有的權益或淡倉)，或須遵照《上市規則》之規定知會本公司及聯交所的任何權益或淡倉。

購股權計劃

本公司於二零零二年五月二十九日採納一項購股權計劃(「該計劃」)，而該計劃之主要條文如下：

目的

該計劃之目的為就經甄選之人士對本集團或本集團持有任何股權之任何機構(「所投資機構」)之貢獻作出獎勵或回報。

參與者

該計劃之參與者包括：

- (i) 本集團任何成員公司或任何所投資機構之任何僱員或準僱員(不論全職或兼職)，包括本集團之成員公司或任何所投資機構之任何執行董事；或
- (ii) 本集團任何成員公司或任何所投資機構之任何非執行董事(包括獨立非執行董事)；或
- (iii) 曾經對本集團作出貢獻之任何客戶或向本集團任何成員公司或任何所投資機構提供貨物或服務之供應商；或
- (iv) 向本集團任何成員公司或任何所投資機構提供業務諮詢及業務顧問服務之本集團任何成員公司或任何所投資機構之諮詢人或顧問；或

- (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

The maximum number of shares available for issue

The maximum number of shares of the Company in respect of which options may be granted under the Scheme must not exceed 160,854,651 shares, being 6.2% of the total number of shares of the Company in issue as at the date of this Report, unless shareholders' approval of the Company has been obtained.

Maximum entitlement of each participant

The total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted to each participant (including exercised and outstanding options) in any 12-month period up to the date of grant shall not exceed 1% of the shares of the Company in issue at the date of grant (the "Individual Limit"). Any further grant of options in excess of the Individual Limit must be subject to shareholders' approval in general meeting with such participant and his or her associates abstaining from voting.

Exercise period of options

An option may be exercised at any time during a period as the Board may determine which shall not be more than 10 years commencing from the date of grant of the option.

Minimum period for which an option must be held before it can be exercised

Save as determined by the Board and provided in the offer of the relevant options, there is no minimum period for which an option must be held before it can be exercised.

Payment on acceptance of an option

The acceptance of an offer of granting an option must be made within 28 days from the date on which such offer is made with a non-refundable payment of HK\$1 from the grantee to the Company by way of consideration for the grant thereof.

- (v) 本集團任何成員公司或任何所投資機構之股東，或本集團任何成員公司或任何所投資機構所發行任何證券之持有人。

可發行股份之最高限額

除非獲本公司股東之批准，根據該計劃可獲授出之購股權而發行之本公司股份最高限額合共不得超過160,854,651股，即本報告書刊發之日本公司之已發行股份總數之6.2%。

每名參與者可獲授權之上限

每名參與者在截至授出購股權當日止任何十二個月內，因行使獲授或將獲授之購股權(包括已行使及未行使者)而發行及將發行之本公司股份總數，不得超過授出購股權當日之本公司已發行股份數目之1%(「個別上限」)。倘向參與者再行授出超逾個別上限之購股權，則須經股東在股東大會批准，而有關參與者及其聯繫人士均不得投票。

購股權之行使期間

購股權可於董事局釐定之期間隨時行使，惟該期間不得自授出購股權日期起計超過10年。

購股權行使之前必須持有的最短期限

除董事局另有決定及根據有關購股權授出時所規定者外，並無設有購股權行使之前必須持有的最短期限。

接納購股權時之繳款

承授人須於授出購股權之日起計28日內，提出接納購股權，並向本公司支付1港元，作為獲授購股權之代價，此款項將不可退回。

Basis of determining the subscription price

The subscription price of a share of the Company in respect of any option granted under the Scheme shall be such price as the Board in its absolute discretion shall determine, save that such price will not be less than the highest of:-

- (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant of the option, which must be a business day;
- (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotations sheets on the 5 business days immediately preceding the date of grant of the option; and
- (iii) the nominal value of the shares on the date of grant.

Remaining life of the Scheme

Subject to earlier termination by the Company in general meeting or by the Board, the Scheme shall be valid and effective till 28th May, 2012. After the expiry of such valid period, no further options will be granted but in all other respects the provisions of the Scheme shall remain in full force and effect.

Under the Scheme, there were no options granted, exercised, cancelled or lapsed during the year ended 31st December, 2003, or outstanding at the beginning or at the end of the year.

Apart from the Scheme, at no time during the year nor at the end of the year, was the Company or any of its subsidiaries a party to any arrangements to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

認購價之釐定基準

根據該計劃所授出之任何購股權項下之本公司每股股份之認購價將由董事局全權釐定，惟該認購價不得低於以下三者之最高者：

- (i) 授出購股權當日(必須為營業日)在聯交所每日報價表所列股份之收市價；
- (ii) 截至授出購股權日期前5個營業日在聯交所每日報價表所列股份之平均收市價；及
- (iii) 股份於授予購股權當日之面值。

計劃尚餘之有效期

倘本公司並無在股東大會提早終止或董事局並無提早終止該計劃，該計劃將有效至二零一二年五月二十八日止，於有效期限屆滿後將不會再行授出購股權，惟該計劃之條款在各方面將仍全面有效。

於截至二零零三年十二月三十一日止年度內，並無購股權根據該計劃而授出、行使、註銷或失效。在年度開始及終結時，在該計劃下亦無尚未行使之購股權。

除該計劃外，於本年度內任何時間或年度終結日時，本公司或其任何附屬公司概無參與任何安排，致使本公司董事可透過認購本公司或其他任何法人團體之股份或債券而獲益。

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year under review and up to the date of this Report, the Directors of the Company who are considered to have interests in business which competes or is likely to compete, either directly or indirectly, with the business of the Group, other than those business where the Directors have been appointed/were appointed as directors to represent the interests of the Company and/or the Group, pursuant to the Listing Rules are set out below:

- (1) Madam Hsu Feng and Mr Tong Albert are directors of Tomson Group Limited (“TGL”) whereas Mr Tong Cun Lin is a substantial shareholder of TGL. Mr Sung Tze Chun was a director of the Company and TGL until his vacation of office on 12th December, 2003. One of the principal business of TGL and its subsidiaries has been property development and investment in Shanghai, in particular Pudong, for years.
- (2) Mr Chen Jianbo and Mr Hua Ming are directors of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”). Property development and investment in Zhangjiang Hi-Tech Park, Pudong, Shanghai is one of the major business of Zhangjiang Hi-Tech.
- (3) As the Group currently undertakes property development and investment projects in Zhangjiang Hi-Tech Park, the business of TGL and Zhangjiang Hi-Tech in property sector in Shanghai (the “Excluded Business”) may compete with the Group’s business.
- (4) In this connection, as at the end of the year under review and up to the date of this Report, Mr Chen Jianbo, Mr Tong Cun Lin, Madam Hsu Feng, Mr Hua Ming and Mr Tong Albert are all regarded to be interested in competing business of the Group.

董事在競爭業務之權益

於回顧年度內及截至本報告書刊發之日，根據《上市規則》，本公司董事除因已獲委任為董事或曾獲委任為董事以代表本公司及／或本集團權益之業務外，被視為於與本集團之業務直接或間接地構成競爭或可能構成競爭之業務中擁有權益如下：

- (1) 徐楓女士及湯子同先生為湯臣集團有限公司（「湯臣集團」）之董事，而湯君年先生為湯臣集團之主要股東。宋四君先生曾為本公司及湯臣集團之董事，直至彼於二零零三年十二月十二日停任其董事職位。多年來，湯臣集團及其附屬公司之其中一項主要業務為在上海從事房地產發展及投資，尤以浦東為重點。
- (2) 陳劍波先生及花明先生為上海張江高科技園區開發股份有限公司（「張江高科技」）之董事。張江高科技之其中一項主要業務為於上海浦東張江高科技園區從事房地產發展及投資。
- (3) 由於本集團目前於張江高科技園區從事物業發展及投資項目，湯臣集團及張江高科技在上海之房地產業務（「除外業務」）可能與本集團之業務構成競爭。
- (4) 因此，在回顧年度終結日及直至本報告書刊發之日為止，陳劍波先生、湯君年先生、徐楓女士、花明先生及湯子同先生均被視為在本集團之競爭業務中擁有權益。

(5) TGL is a listed company in Hong Kong while Zhangjiang Hi-Tech is a listed company in Shanghai. The Excluded Business is managed by independent management and administration of TGL and Zhangjiang Hi-Tech respectively. Besides, the Board is independent of the boards of TGL and Zhangjiang Hi-Tech and the independent non-executive Directors of the Company would help monitoring the operation of the Group, the Group is therefore capable of carrying on its business independent of, and at an arm's length from, the Excluded Business.

SIGNIFICANT CONTRACTS

The Company has through, its wholly-owned subsidiary, Shine Trip Limited ("Shine Trip") issued 134,045,542 warrants ("Warrants") by way of an open offer ("Open Offer") to all qualifying shareholders in May 2002, at an issue price of HK\$0.15 per Warrant. A deed poll was executed by Shine Trip on 6th May, 2002 constituting the Warrants. Each Warrant entitled the holder to purchase one share in the capital of TGL at an exercise price of HK\$0.75 at any time during the period commencing from 12:00 noon on 6th May, 2002 to 12:00 noon on 5th May, 2003. The Warrants were freely transferable but were not listed on the Stock Exchange or any other stock exchange.

Mr Tong Cun Lin and Madam Hsu Feng held a total of 73,412,230 Warrants in 2003 until the expiry of the Warrants on 5th May, 2003, which represented approximately 54.77% of the total number of Warrants issued under the Open Offer. No Warrants held by Mr Tong Cun Lin and Madam Hsu Feng were exercised.

Save as disclosed above, no contracts of significance to which the Company or any of its subsidiaries was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31st December, 2003.

(5) 湯臣集團為一家香港上市公司，而張江高科技為一家上海上市公司。除外業務由湯臣集團及張江高科技之獨立管理層及行政架構所分別管理。此外，本公司董事局獨立於湯臣集團及張江高科技之董事局，而本公司之獨立非執行董事能協助監察本集團之營運，故本集團與除外業務定能基於各自利益獨立經營其本身業務。

重大合約

本公司透過其全資附屬公司瑞展有限公司（「瑞展」），以公開發售方式（「公開發售」）於二零零二年五月向本公司合資格股東以每份認股權證0.15港元之發行價發行了134,045,542份認股權證（「認股權證」）。一份構成認股權證之契據由瑞展於二零零二年五月六日簽署。每份認股權證賦予其持有人權利，可於二零零二年五月六日正午十二時起至二零零三年五月五日正午十二時止期間之任何時間內，按行使價0.75港元購買一股湯臣集團股份。認股權證可自由轉讓，但不在聯交所或任何其他證券交易所上市。

截至認股權證於二零零三年五月五日屆滿時，湯君年先生及徐楓女士共持有73,412,230份認股權證，佔根據公開發售而發行之認股權證總數約54.77%。湯君年先生及徐楓女士均沒有行使彼等所持有之認股權證。

除上文所披露者外，於二零零三年十二月三十一日止年度內任何時間或年度終結日時，本公司或其任何附屬公司概無訂立任何本公司董事直接或間接地擁有重大權益之重大合約。

PENSION SCHEMES

The Company participates in a pension scheme, which was registered under the Mandatory Provident Fund Schemes Ordinance (the “MPF Ordinance”), for all its employees in Hong Kong. The scheme is a defined contribution scheme effective from November 2002 and is funded by contributions from employer and employees according to the provisions of the MPF Ordinance. Should there be the employer’s voluntary contributions to the scheme, forfeited contributions in this nature can be applied to reduce the amount of future voluntary contributions payable by the employer.

During the year under review, the total amount contributed by the Company to the scheme and charged to the income statement amounted to approximately HK\$12,000 (2002: HK\$1,000) and no contributions were forfeited.

On the other hand, the employees of the Group in mainland China are members of respective state-managed defined contribution retirement benefits schemes operated by the local governments, details thereof are set out in Notes 6 and 25 to the financial statements.

SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS

As at 31st December, 2003, the following shareholders (other than a Director of the Company) were interested, directly or indirectly, in 5% or more of the total issued share capital and underlying shares of the Company and those interests were required to be recorded in the register required to be kept under Section 336 of the SFO:

退休金計劃

本公司為其所有於香港之僱員參與了一個於《強制性公積金計劃條例》(「《強積金條例》」)下註冊之退休金計劃。該退休金計劃為界定供款計劃，並由二零零二年十一月起生效。該計劃乃根據《強積金條例》之條款由僱主及僱員作出供款。如僱主對該計劃作出自願性之供款，則此性質之已被沒收之供款可用作抵銷僱主將來應付而未付之自願性供款款額。

於回顧年度內，本公司對該計劃作出之供款及計入利潤表之款項總額約為12,000港元(二零零二年：1,000港元)，且並無已被沒收之供款。

另一方面，本集團在中國國內之僱員乃個別由地區政府營辦之國家管理界定供款退休福利計劃之成員，詳情載於賬項附註6及25。

主要股東之權益及淡倉

於二零零三年十二月三十一日，下列股東(本公司董事以外人士)直接或間接地擁有本公司全部已發行股本及相關股份中之5%或以上的權益，而該等權益須遵照《證券及期貨條例》第336條之規定載錄於須予備存之登記冊內：

Number of shares held (proportion to the total issued share capital of the Company)

所持有股份數目

(佔本公司全部已發行股本之百份比)

Name of substantial shareholders	主要股東名稱	
Shanghai Zhangjiang (Group) Co., Ltd. (a)	上海張江(集團)有限公司(a)	779,955,407 (29.90%)
Shanghai Zhangjiang	上海張江高科技園區	
Hi-Tech Park Development Co., Ltd. (a)	開發股份有限公司(a)	779,955,407 (29.90%)
Tomson Group Limited (b)	湯臣集團有限公司(b)	255,676,326 (9.80%)

Notes:

- (a) The reference to 779,955,407 shares were related to the same block of shares in the capital of the Company which was beneficially held by Best Central Developments Limited (“Best Central”). Best Central was a wholly-owned subsidiary of Dalton Group U.S.A. Inc. (“Dalton”) which was in turn wholly owned by Hypon Group Limited (“Hypon”). Hypon was a wholly-owned subsidiary of Shanghai Z.J. International Inc. (“ZJ International”) which was in turn wholly owned by Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”) in which Shanghai Zhangjiang (Group) Co., Ltd. (“Zhangjiang Group”) held a 64.51% interest. Therefore, Best Central, Dalton, Hypon, ZJ International, Zhangjiang Hi-Tech and Zhangjiang Group were interested or were taken to be interested in those shares pursuant to the SFO.

Since Dalton has transferred all its interest in the entire issued share capital of Best Central to Shanghai (Z.J.) Hi-Tech Park Limited, a wholly-owned subsidiary of Zhangjiang Hi-Tech, hence, ZJ International, Hypon and Dalton are no longer taken to be interested in those shares pursuant to the SFO.

- (b) The 255,676,326 shares were beneficially held by Cosmos Success Development Limited (“Cosmos Success”). Cosmos Success was a wholly-owned subsidiary of Hoffman Enterprises Corp. which was in turn wholly owned by Tomson Corporation in which Tomson Group Limited (“TGL”) held the entire interest. Therefore, Cosmos Success, Hoffman Enterprises Corp., Tomson Corporation and TGL were interested or were taken to be interested in those shares pursuant to the SFO.

Save for the above interests, the Directors of the Company are not aware of any person (other than Directors of the Company) who had, directly or indirectly, interests or short positions in the total issued share capital and the underlying shares of the Company and those interests or short positions were required to be recorded in the register kept under Section 336 of the SFO as at 31st December, 2003.

附註：

- (a) 上述所提及之779,955,407股股份乃指本公司股本中之同一批股份。該等股份由Best Central Developments Limited (「Best Central」) 實益擁有。Best Central為Dalton Group U.S.A. Inc. (「Dalton」) 之全資附屬公司，而後者由Hypon Group Limited (「Hypon」) 全資擁有。Hypon乃Shanghai Z.J. International Inc. (「張江國際」) 之全資附屬公司，而張江國際由上海張江高科技園區開發股份有限公司 (「張江高科技」) 全資擁有，上海張江(集團)有限公司 (「張江集團」) 則持有張江高科技之64.51%權益。因此，Best Central、Dalton、Hypon、張江國際、張江高科技及張江集團根據《證券及期貨條例》擁有或被視為擁有該等股份的權益。

由於Dalton已將其Best Central之已發行股本中之所有權益轉讓予一間張江高科技之全資附屬公司Shanghai (Z.J.) Hi-Tech Park Limited，因此，根據《證券及期貨條例》，張江國際、Hypon及Dalton不再被視為擁有該等股份的權益。

- (b) 該批255,676,326股股份為國勝發展有限公司 (「國勝」) 實益持有。國勝為Hoffman Enterprises Corp.之全資附屬公司，後者由Tomson Corporation全資擁有，而湯臣集團有限公司 (「湯臣集團」) 則持有Tomson Corporation之全部權益。因此，國勝、Hoffman Enterprises Corp.、Tomson Corporation及湯臣集團根據《證券及期貨條例》擁有或被視為擁有該等股份之權益。

除上文所披露者外，據本公司董事所知，概無任何本公司董事以外的人士於二零零三年十二月三十一日直接或間接地擁有本公司全部已發行股本及相關股份中之任何權益或淡倉，而該等權益或淡倉須遵照《證券及期貨條例》第336條載錄於須予備存之登記冊內。

MANAGEMENT CONTRACTS

No contracts for the management and administration of the whole or any substantial part of any business of the Company were entered into or subsisted during the year ended 31st December, 2003.

FINANCIAL SUMMARY

A summary of the results and financial position of the Group for the preceding five financial years is set out on pages 78 to 79.

AUDITORS

The financial statements of the Company for the year have been audited by Messrs Deloitte Touche Tohmatsu who were the Auditors of the Company for the preceding three financial years.

They will retire at the conclusion of the forthcoming annual general meeting of the Company and, being eligible, offer themselves for re-appointment.

CORPORATE GOVERNANCE

In the opinion of the Directors, the Company has complied with the Code of Best Practice set out in Appendix 14 to the Listing Rules throughout the year ended 31st December, 2003.

An Audit Committee has already been set up by the Directors to review and supervise the Group's financial reporting process and internal controls. The Committee is now composed of two independent non-executive Directors of the Company, Mr Liang Jung-chi and Ms Hou Chun, and holds regular meetings to review the results of the Group together with the Auditors.

On behalf of the Board

Tong Albert

Executive Director

Hong Kong, 15th April, 2004

RIVERA (HOLDINGS) LIMITED 川河集團有限公司

管理合約

在截至二零零三年十二月三十一日止年度內，本公司概無訂立或存在任何涉及管理和處理本公司全部或任何重大部份業務之合約。

財務概要

本集團過往五個財政年度之業績及財務狀況概要載於第78至第79頁。

核數師

本年度本公司的賬項由德勤•關黃陳方會計師行審核，該會計師行為本公司於過往三個財政年度之核數師。

該會計師行將於本公司應屆股東週年大會散會時退任，惟合資格並願意在膺選後連任。

公司管治

董事局認為，本公司於截至二零零三年十二月三十一日止年度內一直遵守《上市規則》附錄十四所載之《最佳應用守則》。

董事局已成立一個審核委員會，負責審核及監察本集團之財務匯報程序及內部監控運作。委員會由本公司兩位獨立非執行董事梁榮基先生及郝君小姐所組成，及定期與核數師舉行會議，以審閱本集團業績。

代表
董事局
執行董事
湯子同

香港，二零零四年四月十五日