

NOTICE OF ANNUAL GENERAL MEETING 股東週年大會通告

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the Company will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Friday, 27th May, 2005 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, 2004 together with the reports of the Directors and Auditors thereon;
- (2) To re-elect retiring Directors of the Company and to fix the fees of the Directors;
- (3) To re-appoint Auditors of the Company and to authorise the Directors of the Company to fix their remuneration;
- (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 to allot, issue and deal with additional shares of the Company after the end of the Relevant Period;

茲通告本公司謹定於二零零五年五月二十七日(星期五)上午十一時三十分假座香港銅鑼灣怡和街88號富豪香港酒店地庫一樓蒙納哥廳召開股東週年大會，以便討論下列事項：

- (1) 省覽本公司截至二零零四年十二月三十一日止年度之經審核財務報表、董事局及核數師之報告書；
- (2) 重選本公司之退任董事及釐定董事袍金；
- (3) 重新委任本公司核數師並授權本公司董事局釐定核數師酬金；
- (4) 作為特別事項，考慮及酌情通過(或經修訂後通過)下列決議案為普通決議案：

「**動議：**

- (a) 在本決議案(c)段之規限下及根據《公司條例》第57B條，一般地及無條件地批准本公司董事局於有關期間內行使本公司一切權力以配發、發行及處理本公司股本中每股面值0.05港元之額外股份，並訂立或授予將需要或可能需要行使此等權力之售股建議、協議及購股權；
- (b) 本決議案(a)段所述之批准將授權本公司董事局於有關期間內訂立或授予將需於或可能需於有關期間結束後行使該等權力以配發、發行及處理本公司額外股份之售股建議、協議及購股權；

(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 the shares of the Company; or (iii) an exercise of subscription rights under any 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

(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 the Articles of Association of the Company or any applicable 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

(c) 除(i)根據供股事宜；或(ii)按本公司所發行附有認購或購買本公司股份之權利之任何認股權證或其他證券之條款而行使之認購或換股權利；或(iii)按本公司任何購股權計劃而行使之認購權而配發之股份外，本公司董事局根據本決議案(a)段所述之批准而將予配發或有條件地或無條件地同意配發之本公司股本中股份總數（無論為根據購股權或其他原因而配發者），不得超過本公司於本決議案通過當日已發行股份總數百分之二十；及上述批准亦須以此為限；及

(d) 就本決議案而言：

「有關期間」乃指本決議案通過當日起計直至以下三者之較早日期為止之期間：

- (i) 本公司下屆股東週年大會散會；
- (ii) 本公司之《公司組織章程細則》或任何適用之法例規定本公司須召開下屆股東週年大會之期限屆滿之日；及
- (iii) 本公司股東在股東大會上通過普通決議案撤銷或修訂根據本決議案所授權力之日；及

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“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 exclusions 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, 29th April, 2005

Notes:

1. A member of the Company entitled to attend and vote at the 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 Thursday, 26th May, 2005.
3. Concerning the Resolution (2), it is proposed to seek members' approval to re-elect Mr Lu Yihao, Madam Xu Mei, Mr Zhang Hong Bin, Mr Tung Ming-Hsun and Ms Hou Chun, the retiring Directors of the Company, at the Annual General Meeting.

「供股事宜」指根據一項售股建議（於本公司董事局訂定之期間內公開讓股東提出接納者），向於指定記錄日期名列本公司股東名冊上之本公司股份或任何類別股份持有人，按彼等當時持有該等股份或類別股份之比例配發、發行或授予本公司之股份（惟本公司董事局認為必須或適宜時，可就零碎股份權益或按照任何香港以外地區之法律所定之任何限制或責任或當地任何認可監管機構或證券交易所之規則，而取消若干股東在此方面之權利或作出其他安排）。」。

承
川河集團有限公司
董事局命
公司秘書
李婉嫻

香港，二零零五年四月二十九日

附註：

1. 凡有權出席股東週年大會及於會上投票之本公司股東，均可委任一位或以上代表（惟數目不可超過兩位）代其出席大會及以股數投票方式表決時代其投票。委任代表毋須為本公司股東。
2. 代表委任表格連同已簽署之授權書或其他授權文件（如有），或經公證人簽署證明之該等授權書或授權文件副本，須不遲於二零零五年五月二十六日（星期四）上午十一時三十分送達香港銅鑼灣希慎道18號友邦中心22樓本公司之註冊辦事處，方為有效。
3. 關於決議案(2)，謹此提請股東於股東週年大會上批准重選退任董事——陸怡皓先生、許玫女士、章宏斌先生、董明遜先生及郝君小姐為本公司董事。

Details of those retiring Directors are set out as follows:

- (a) **Mr Lu Yihao**, aged 40, has been appointed as an executive Director of the Company since September 2004. He has also acted as a director of 上海大道置業有限公司, a subsidiary of the Company in Shanghai, since 2003. He was a lecturer of applied chemistry in Shanghai Jiao Tong University and a deputy general manager of Shanghai Jiao Da Onlly Group. He holds a number of directorships in companies of information industry and property development in Shanghai and Zhejiang. He possesses extensive experience in corporate finance, property development, import and export business and corporate management.

Mr Lu and the Chairman of the Board of the Company, Mr Chen Jianbo, are directors of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. of which Mr Lu also acts as a general manager, such company is a company listed on the Shanghai Stock Exchange and one of the substantial shareholders of the Company.

- (b) **Madam Xu Mei**, aged 50, has been appointed as an executive Director of the Company since February 2005. She has acted as a vice-president of Shanghai Sun Tong Technology Group Limited since 1996. She was the section head of Personnel Department and a vice-researcher of Shanghai Jiao Tong University. She has extensive experience in management.
- (c) **Mr Zhang Hong Bin**, aged 31, has been appointed as an independent non-executive Director and a member of the Audit Committee of the Company since April 2005. He is an associate member of the Association of Chartered Certified Accountants and a member of The Chinese Institute of Certified Public Accountants and also has a lawyer's qualification in mainland China. He was an auditor of Ernst & Young Hua Ming CPA Firm and now acts as the senior finance manager of a Sino-foreign joint venture incorporated in Shanghai by a company in Fortune 500. He has years of experience in financial management.
- (d) **Mr Tung Ming-Hsun**, aged 49, was appointed as an executive Director of the Company in January 2000 and has also taken up directorships of a number of subsidiaries of the Company since then. He has over 10 years' experience in property development, investment and management in Taiwan.

以下為該等退任董事之詳情：

- (a) **陸怡皓先生**，40歲，自二零零四年九月起獲委任為本公司之執行董事。彼自二零零三年起亦出任本公司於上海之一間附屬公司—上海大道置業有限公司之董事。彼曾任上海交通大學應用化學系講師及上海交大昂立集團之副總經理。彼在上海及浙江多間信息產業及房地產開發公司出任董事。彼在企業融資、房地產項目開發、進出口業務以及公司內部管理方面擁有相當豐富的經驗。

陸先生與本公司之董事局主席陳劍波先生均為上海張江高科技園區開發股份有限公司之董事，而陸先生亦為該公司之總經理。該公司乃一間於上海證券交易所上市之公司，並為本公司之主要股東之一。

- (b) **許玫女士**，50歲，自二零零五年二月起獲委任為本公司之執行董事。彼自一九九六年起擔任上海申通科技(集團)有限公司副總裁一職。彼曾先後出任上海交通大學人事處科長及副研究員，並擁有豐富之管理經驗。
- (c) **章宏斌先生**，31歲，自二零零五年四月起獲委任為本公司之獨立非執行董事及審核委員會成員。彼為英國特許公認會計師公會及中國註冊會計師協會之會員，且具備中國律師資格。彼曾任職安永華明會計師事務所之審計師，現為一間《財富》500強公司在上海成立之中外合資公司之高級財務經理，彼具有多年之財務管理經驗。
- (d) **董明遜先生**，49歲，於二零零零年一月獲委任為本公司之執行董事及自此亦出任本公司若干附屬公司之董事。彼在台灣之物業發展、投資及管理方面擁有逾十年經驗。

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- (e) **Ms Hou Chun**, aged 41, has been appointed as an independent non-executive Director and a member of the Audit Committee of the Company since January 2003. She has over 15 years' experience in aspects of finance and accounting.

Save as disclosed above, they have neither relationships with any other Directors, senior management or substantial or controlling shareholders of the Company nor interests in the issued share capital of Company within the meaning of Part XV of the Securities and Futures Ordinance.

Madam Xu Mei is entitled to a salary of HK\$598,000 and a housing allowance of HK\$108,000 per annum, according to a service contract entered into with the Company, as remuneration for her services to the Company which is determined by the Board with reference to her responsibilities and the prevailing market condition. Whilst there is neither service contract entered into between the Company and the other retiring Directors nor any director's fee fixed for them.

The aforesaid retiring Directors of the Company are not appointed for any specific length, however, they will be subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association of the Company.

Save as disclosed herein, there are no other matters that need to be brought to the attention of the members of the Company.

4. According to Article 56 of the Articles of Association of the Company, a resolution put to the vote at a general meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands) a poll is demanded by:
- (a) the chairman of the meeting; or
 - (b) at least three members present in person or by proxy and entitled to vote; or
 - (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
 - (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

- (e) **郝君小姐**，41歲，自二零零三年一月起獲委任為本公司之獨立非執行董事及審核委員會成員。彼在財務會計方面擁有逾十五年經驗。

除上文所披露者外，彼等與本公司任何其他董事、高層管理人員、或主要股東或控股股東並無任何關係，及在本公司已發行股本中亦無擁有按《證券及期貨條例》第XV部所指之股份權益。

許玫女士根據與本公司簽訂之服務合約獲得每年薪酬598,000港元及房屋津貼108,000港元，作為其對本公司服務之酬金。彼之酬金乃由董事局參照其在本公司之職責以及現時市況而釐定。本公司並無與其他退任董事簽訂任何服務合約，且並無為彼等訂定董事袍金。

上述退任董事之委任並無特定之年期，然而，根據本公司之《公司組織章程細則》之規定，彼等將於本公司之股東週年大會上輪值告退及可競選連任。

除本文所披露者外，並無其他事項需要本公司股東注意。

4. 根據本公司之《公司組織章程細則》第56條細則之規定，一項於股東大會上提呈之決議案將以舉手方式表決，除非以下人士在宣佈以舉手方式表決之結果當時或之前提出以股數投票方式進行表決：
- (a) 大會主席；或
 - (b) 至少三名親身或委派代表出席大會並有權投票之股東；或
 - (c) 任何親身或委派代表出席大會之一名或以上之股東，且合共佔有不少於有權出席大會並於大會上投票之所有股東之總投票權之十份之一；或
 - (d) 任何親身或委派代表出席大會之一名或以上之股東，且持有賦予其權利出席大會及於大會上投票之股份所涉及之已繳足股本總額不少於賦有該等權利之所有股份所涉及之已繳足股本總額之十份之一。

If a poll is duly demanded otherwise than on election of a chairman or on a question of adjournment, it shall be taken in such manner and either forthwith or at such time (being not later than three months after the date of the demand) and place as the chairman shall direct. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn with the consent of the chairman.

Unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the result of the show of hands shall be final and conclusive.

倘若以股數投票表決之要求獲正式提出，而有關事項並不是推選主席或關於續會，則有關事項須按主席指定之形式即時或於其他時間（須不遲於提出要求日期後三個月）及地點以股數投票方式表決。以股數投票表決之結果應視作為提出投票表決之大會上之決議案。如主席同意，以股數投票表決之要求可予撤回。

除非以股數投票表決之要求是按上述方式提出且未被撤回，否則主席所宣佈以舉手方式表決之結果為最終及不可推翻的。