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Tomson Group

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Rivera (Holdings) Limited (the “**Company**”) will be held at Monaco Room, Basement 1, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Wednesday, 14 September 2011 at 12:00 noon for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the Sale and Purchase Agreement dated 29 July 2011 (the “**Sale and Purchase Agreement**”) (a copy of the Sale and Purchase Agreement has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose), entered into between Shanghai Boulevard Real Estate Co., Limited (the “**Buyer**”), an indirect non-wholly owned subsidiary of the Company, and Shanghai Zhangjiang Micro-electronics Port Co. Ltd. (the “**Seller**”) pursuant to which the Buyer has conditionally agreed to purchase and the Seller has conditionally agreed to sell the Office Building (as defined in a circular of the Company dated 18 August 2011) for a consideration of approximately RMB261.20 million, be and is hereby approved, confirmed and ratified; and
- (b) any one of the directors of the Company be and is hereby authorized to sign or execute such other document, deed or instrument and to do all such things and take all such actions for and on behalf of the Company as he/she may consider necessary or desirable for the purpose of giving effect to the Sale and Purchase Agreement and completing all the transactions contemplated thereunder with such changes as he/she may consider necessary, desirable or expedient.”.

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

Hong Kong, 18 August, 2011

Registered Office:

Rooms 1501-2 and 1507-12
15th Floor, Wing On Centre
111 Connaught Road Central
Hong Kong

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all the resolutions will be voted by poll at the EGM.
2. Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint one or more proxies (provided that such number shall not, unless the articles otherwise provide, exceed two) to attend and vote on his/her behalf. A proxy does not need to be a Shareholder.
3. In order to be valid, the form of proxy for use by Shareholders and a notarised copy of power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority must be delivered to the Company’s office at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong at least 24 hours before the time scheduled for holding the EGM or any adjournment thereof.
4. A vote given in accordance with the terms of the form of proxy shall be valid notwithstanding the previous death or loss of capacity of the appointor, or revocation of the proxy or withdrawal of the authority under which the proxy was executed, or transfer of shares in respect of which the proxy is given, provided no notice in writing with respect to these matters has been received by the Company at least two hours prior to the commencement of the EGM or any adjournment thereof.
5. In accordance with the articles of association of the Company, where two or more persons are registered as the joint holders of any share, only the person whose name appears first on the register of members of the Company shall be entitled to receive this notice, and this notice shall be deemed to have been duly served to all joint holders of such share. Any one of the joint holders of such share may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect thereof.
6. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this announcement, the board of directors of the Company comprises four executive directors who are Madam Hsu Feng, Mr Tong Albert, Mr Gu Yiwei and Madam Xu Mei; one non-executive director who is Mr Sung Tze-Chun; and three independent non-executive directors who are Mr Liang Jung-chi, Mr Zhang Hong Bin and Mr Sit Hing Kwok.