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Tomson Group

RIVERA (HOLDINGS) LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 281)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting 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 Friday, 1st June, 2012 at 11:00 a.m. for the following purposes:

- (1) To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31st December, 2011 together with the reports of the Directors and Auditor thereon;
- (2) To declare a final dividend of the Company for the year ended 31st December, 2011;
- (3) To re-elect retiring Directors of the Company and to fix the fees of the Directors;
- (4) To re-appoint Auditor of the Company and to authorize the Board of Directors of the Company to fix their remuneration;
- (5) 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 Hong Kong Companies Ordinance, the exercise by the Board of Directors of the Company (the “Board”) 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 authorize the Board 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;

(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 Board 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

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer (open for a period fixed by the Board) 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 Board 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).”;

(6) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution**:

“**THAT:**

- (a) the exercise by the Board of Directors of the Company during the Relevant Period of all the powers of the Company to purchase its own shares of HK\$0.05 each on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of shares in the capital of the Company to be purchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 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
 - (c) 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.”;
- (7) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as an **ordinary resolution** upon the passing of Resolutions (5) and (6) set out in this notice:
- “**THAT** the general mandate granted to the Board of Directors of the Company to allot, issue and otherwise deal with additional shares in the capital of the Company under Resolution (5) set out in the notice convening this Meeting be and is hereby extended by the addition thereto of an amount representing all those number of shares in the capital of the Company which may from time to time be purchased by the Company pursuant to the approval granted under Resolution (6) set out in the notice convening this Meeting.”; and
- (8) As special business, to consider and, if thought fit, pass (with or without modification) the following resolution as a **special resolution**:
- “**THAT** the Articles of Association of the Company be and are hereby amended in the following manner:
- (a) by replacing the last three words “Five Cents each” of Article 1(A) with the words “Five Hong Kong Cents each”;
 - (b) by deleting Article 1(C) in its entirety and substituting therefor the following:
 - “(C) Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, at any general meeting of the Company on a show of hands every Member who is present in person or, in case of a Member being a corporation, by its duly authorized representative shall have one vote, and on a poll every Member who is present in person or by proxy or, in case of a Member being a corporation, by its duly authorized representative shall have one vote for every share held by him.”;

- (c) by replacing the words “the Articles of the Company” with the words “these Articles” in the fourth line of Article 1(I)(i);
- (d) by replacing the words “The Stock Exchange of Hong Kong Limited” with the words “the Stock Exchange” in the fourth and fifth lines of Article 1(I)(iii);
- (e) by adding the following definition in Article 3:

““Hong Kong” means the Hong Kong Special Administrative Region of the People’s Republic of China;”;
- (f) by replacing the words “Rules Governing the Listing of Securities on the Stock Exchange” with the words “Listing Rules” in the second and third lines of the definition of “Securities” under Article 3;
- (g) by adding the words “, that any holder of shares of the class present in person or by proxy may demand a poll” immediately after the words “entitled on a poll to one vote for every such share held by him” in the thirteenth line of Article 7;
- (h) by adding the word “of” immediately before the words “such person” in the third line of the last paragraph of Article 13;
- (i) by adding the word “in” immediately after the words “for the time being” in the fourth line and replacing the word “or” with the word “on” immediately before the words “any such certificates” in the eighth line of Article 15;
- (j) by replacing the word “or” with the word “on” immediately after the word “whether” in the second line of Article 19;
- (k) by replacing the word “the” with the word “these” immediately before the word “Articles” in the first line of Article 33;
- (l) by replacing the words “The Stock Exchange of Hong Kong Limited” with the words “the Stock Exchange” in the third and second last lines of Article 41A;
- (m) by replacing the word “the” with the words “these” immediately before the word “Articles” in the seventh line of Article 43;
- (n) by replacing the words “where by” with the word “whereby” immediately before the words “any share” in the fourth line of Article 44(b);
- (o) by replacing the words “per cant.” with the words “per cent.” immediately after the words “not less than 95” in the second last line of the last paragraph of Article 47;
- (p) by replacing the word “proxy” with the words “its duly authorized representative” immediately after the words “represented by” in the ninth line of Article 50;

- (q) by replacing the word “preset” with the word “present” immediately after the words “If no Director is” in the eighth line of Article 53;
- (r) by deleting Article 56 in its entirety and substituting therefor the following:

“56. At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

For the purpose of these Articles, procedural and administrative matters are those that:

- (1) are not on the notice of the general meeting or in any supplementary circular to Members; and
- (2) which relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

Where a show of hands is allowed by the chairman of the meeting and subject to the Ordinance, before or on the declaration of the result of the show of hands, a poll may be demanded by:

- (a) at least three Members present in person or by proxy and entitled to vote; or
- (b) 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
- (c) 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.

Where a show of hands is allowed by the chairman of the meeting and subject to the Ordinance, unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman of the meeting that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not carried by a particular majority or lost shall be final and conclusive, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded for or against such resolution.”;

- (s) by deleting the note “(Deleted by a Special Resolution passed on 5th June, 2009)” in Article 59 and substituting therefor the following:

“59. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn with the consent of the chairman of the meeting at any time before the close of the meeting or the taking of the poll, whichever is the earlier.”;

- (t) by adding the words “whether on a show of hands or on a poll,” immediately after the words “at a general meeting,” in the first line of Article 62;

- (u) by replacing the words “Register of Members” with the word “Register” in the last line of Article 63;

- (v) by adding the words “to demand or join in demanding a poll and” immediately after the words “to confer authority on the proxy” in the fifth line of Article 70;

- (w) by deleting Article 71 in its entirety and substituting therefor the following:

“71. A vote given or poll demanded by proxy or by the duly authorized representative of a Member being a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll, unless notice in writing of such determination was received by the Company at the Office (or such other place in Hong Kong as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) one hour at least before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.”;

- (x) (i) by replacing the word “the” with the word “these” immediately before the word “Articles” in the second line and in the seventh line of Article 73; and

- (ii) by deleting the last sentence of Article 73 and substituting therefor the following:

“Any Director so appointed by the Board (whether to fill a casual vacancy or as an addition to the Board) shall hold office only until the next following annual general meeting and shall then be eligible for re-election at the meeting provided that any Director who so retires shall not be taken into account in determining which particular Director or the number of Directors to retire by rotation at such meeting.”;

- (y) by revising Article 75 in the following manner:
 - (i) by replacing the words “during a period” with the words “within the seven-day period commencing from the day after the despatch of the notice of the meeting appointed for election (or such other period, being a period of not less than seven days” in the third line; and
 - (ii) by adding the words “, as may be determined by the Board from time to time),” immediately after the words “for the meeting” in the sixth line;
- (z) by replacing the words “not less than” with the words “not more than” in the third line of Article 77;
- (aa) by replacing the words “together with his associates own 5 per cent. or more” with the words “and/or any of his Associates has an interest” in the second last line of Article 85(E);
- (bb) by replacing the word “than” with the word “then” immediately after the words “if he knows his interest” in the sixth line of Article 85(G);
- (cc) by deleting Article 85(H)(vi) in its entirety and substituting therefor the following:
 - “(vi) any contract or arrangement or proposal concerning any other company in which the Director or any of his Associates is interested directly or indirectly whether as an officer or an executive or a shareholder holding shares of that company which carry no voting rights at general meetings and no or nugatory dividend and return of capital rights; or”;
- (dd) by deleting the first sentence of Article 85(I) and substituting therefor the following:
 - “A company shall be deemed to be a company in which a Director and/or any of his Associates has an interest if and so long as (but only if and so long as) he and/or his Associates is/are (either directly or indirectly) the holder(s) of or beneficially interested in any class of the issued voting equity share capital of such company (or of any third company, other than the Company or any of its subsidiaries, through which his interest is derived) or beneficially interested in the voting rights of any class of shares of such company.”;
- (ee) by revising Article 85(J) in the following manner:
 - (i) by replacing the words “hold(s) 5 per cent or more of” with the words “have an interest in” in the fifth line; and
 - (ii) by replacing the word “of” with the word “in” immediately before the words “the voting rights” in the sixth line;
- (ff) by replacing the word “of” with the word “or” immediately after the words “any Director” in the third line of Article 94;

- (gg) by adding the words “a video conferencing system or,” immediately before the words “similar communications equipment” in the fourth line of Article 95;
- (hh) by deleting Article 99(a) in its entirety and substituting therefor the following:

“The Board may elect a Chairman and one or more Deputy Chairman and determine the period for which they are respectively to hold such office. The Chairman of the Board, or in his absence, any Deputy Chairman of the Board shall act as the chairman of a meeting of the Board; but if no such Chairman nor any Deputy Chairman is elected or is present within five minutes after the time appointed for holding the same or under the authorization of the Chairman, the Directors present, including any non-executive Co-Chairmen and non-executive Vice-Chairman appointed under paragraph (b) of this Article, may choose one of their number to be chairman of the meeting.”;
- (ii) by deleting Article 102 in its entirety and substituting therefor the following:

“102. The meetings and proceedings of any committee consisting of not less than two members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Board so far as the same are applicable and are not superseded by any regulations otherwise imposed by the Board from time to time.”;
- (jj) by replacing the words “two weeks” with the words “ten business days” in the second line of Article 113(A)(i)(b);
- (kk) by replacing the words “two weeks” with the words “ten business days” in the second line of Article 113(A)(ii)(b);
- (ll) by replacing the word “or” with the word “on” immediately before the word “shares” in the third line of Article 113(A)(ii)(d);
- (mm) by replacing the words “the Article” with the words “this Article” in the third line of Article 113(C);
- (nn) by replacing the word “ignor” with the word “ignore” immediately after the words “transfer any fractions or may” in the ninth line of Article 116;
- (oo) by replacing the word “ignor” with the word “ignore” immediately after the words “but not exactly so or may” in the sixth line of Article 119;
- (pp) by deleting Article 120 in its entirety and substituting therefor the following:

“120. Notwithstanding any other provision of these Articles the Company or the Board may fix any date as the record date for any dividend, distribution, allotment or issue provided that in respect of dividend, distribution, allotment or issue declared by the Company in general meeting, the record date shall be at least three business days after the date of the general meeting (or such other period as may from time to time be fixed under the rules prescribed by the Stock Exchange).”; and

- (qq) by replacing the word “a” with the words “the Company’s” immediately before the words “computer network” in Article 125(f).”.

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

Hong Kong, 27th April, 2012

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, unless the Articles of Association otherwise provide, exceed two) to attend and vote in his stead. A proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent the member.
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 office of the Company at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 11:00 a.m. on Thursday, 31st May, 2012.
3. Subject to any special terms as to voting upon which any shares may be issued or may for the time being be held, at any general meeting on a poll, every member (no matter present in person or by proxy or (being a corporation) by a duly authorized representative) shall have one vote for every fully-paid share of which he is the holder.
4. In the case of joint holders of a share, any one of such persons may vote at any meeting, 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 any meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the Register of Members of the Company in respect of such share will be accepted to the exclusion of the votes of the other joint holder(s).
5. An explanatory statement regarding the proposals of re-electing the retiring Directors, granting the general mandates to issue new shares and to repurchase own shares of the Company and amendments to the Articles of Association of the Company will be despatched to the members of the Company together with this notice.
6. The Articles of Association of the Company are written in English and the Chinese version of the proposed amendments to the Articles of Association is a translation for reference only. Should there be any discrepancies, the English version will prevail.

As at the date of this announcement, the Board of Directors of the Company comprises five executive Directors who are Mr Ding Lei (Chairman), 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.