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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you have sold or transferred** all your shares in Rivera (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee, or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**Tomson Group**

**RIVERA (HOLDINGS) LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 281)**

*Non-Executive Chairman:*

Liu Ying

*Executive Directors:*

Hsu Feng

Albert Tong

Wang Fahua

Fan Suxia

*Non-Executive Director:*

Sung Tze-Chun

*Independent Non-Executive Directors:*

Liang Jung-chi

Zhang Hong Bin

Sit Hing Kwok

Hung Wai Lung Ricky

*Registered Office:*

Rooms 1501-2 and 1507-12

15th Floor

Wing On Centre

111 Connaught Road Central

Hong Kong

27th April, 2018

*To shareholders*

Dear Sir or Madam

**ANNUAL GENERAL MEETING,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
GENERAL MANDATES TO BUY BACK SHARES AND  
TO ISSUE NEW SHARES**

## **INTRODUCTION**

The forthcoming 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 Thursday, 31st May, 2018 at 2:00 p.m. (the “2018 Annual General Meeting”). This circular is issued for the purposes of providing you with information relating to the following resolutions to be proposed at the 2018 Annual General Meeting and giving you the notice of the meeting:

- (i) to re-elect retiring Directors of the Company; and
- (ii) to grant general mandates to the board of Directors of the Company (the “Board”) to buy back shares of the Company (the “Share(s)”) and to issue Shares up to a maximum of 10 per cent and 20 per cent of the aggregate number of issued Shares as at the date of the 2018 Annual General Meeting respectively and to extend the said issue mandate by adding the number of those Shares that may be bought back under the said buy-back mandate.

## **RETIREMENT AND RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 73 of the Articles of Association of the Company, Madam Liu Ying and Mr Hung Wai Lung Ricky, who were appointed by the Board as Directors of the Company in December 2017 and April 2018 respectively, shall hold office only until the next following annual general meeting of the Company after their appointment and will therefore retire at the 2018 Annual General Meeting. Being eligible, they offer themselves for re-election.

In addition, in accordance with Articles 77 to 79 of the Articles of Association of the Company, one-third of the Directors of the Company for the time being or, if their number is not three or a multiple of three, then the nearest number to but not more than one-third shall retire from office by rotation at each annual general meeting provided that every Director of the Company is subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election and a retiring Director shall be eligible for re-election. Madam Hsu Feng and Mr Liang Jung-chi, who were re-elected as Directors of the Company at the annual general meeting of the Company held on 28th May, 2015, will therefore retire by rotation at the 2018 Annual General Meeting. Madam Hsu Feng, being eligible, offers herself for re-election. Mr Liang Jung-chi has informed the Company that he will not seek re-election and will retire as a Director of the Company at the conclusion of the 2018 Annual General Meeting.

Ordinary resolutions will therefore be proposed at the 2018 Annual General Meeting to re-elect Madam Liu, Mr Hung and Madam Hsu as Directors of the Company and their biographical details are set out in Appendix I to this circular. The re-election of Madam Liu, Mr Hung and Madam Hsu will be individually and separately voted on by the shareholders of the Company.

In addition, an ordinary resolution will be proposed at the 2018 Annual General Meeting for not to fill up the vacated office of Mr Liang upon his retirement as a Director of the Company pursuant to Article 80 of the Articles of Association of the Company.

## **GENERAL MANDATES**

At the last annual general meeting of the Company held on 1st June, 2017, general mandates were granted to the Board to (i) buy back the issued Shares and (ii) allot, issue and otherwise deal with additional Shares. These general mandates will expire at the conclusion of the 2018 Annual General Meeting or on revocation or variation of the approval for granting such mandates by an ordinary resolution of the shareholders of the Company, whichever is the earlier.

The Board therefore proposes to seek your approval of three ordinary resolutions at the 2018 Annual General Meeting to grant it general mandates:

- (i) to buy back on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the issued Shares up to a maximum of 10 per cent of the aggregate number of issued Shares as at the date of the 2018 Annual General Meeting (the “Share Buy-back Proposal”);
- (ii) to allot, issue and deal with additional Shares up to a maximum of 20 per cent of the aggregate number of issued Shares as at the date of the 2018 Annual General Meeting (the “Share Issue Mandate”); and
- (iii) to extend the Share Issue Mandate by adding the number of those Shares that may be bought back under the Share Buy-back Proposal (the “Extension of Share Issue Mandate”).

An explanatory statement in connection with the aforesaid general mandates is set out in Appendix II to this circular.

## **ANNUAL GENERAL MEETING**

The notice convening the 2018 Annual General Meeting is set out on pages 11 to 14 of this circular.

Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”) and Article 56 of the Articles of Association of the Company, all resolutions to be put to the vote at the 2018 Annual General Meeting shall be decided by way of a poll save for the resolutions related to the election of the chairman of the meeting or the adjournment of the meeting or otherwise on procedural or administrative matters which may be voted on by a show of hands at the discretion of the chairman of the meeting. An announcement on the poll vote results will be made by the Company after the 2018 Annual General Meeting.

A form of proxy for use at the 2018 Annual General Meeting and the Annual Report for 2017 of the Company are being sent to the shareholders of the Company together with this circular. Whether or not you are able to attend the 2018 Annual General Meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company at Rooms 1507-12, 15th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong not later than 2:00 p.m. on Wednesday, 30th May, 2018. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2018 Annual General Meeting in person, if you so wish.

## **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from Monday, 28th May, 2018 to Thursday, 31st May, 2018, both days inclusive, during which period no transfer of Shares will be effected.

In order to be eligible to attend and vote at the 2018 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday, 25th May, 2018 for registration.

## **RECOMMENDATION**

The Board considers that the re-election of the retiring Directors of the Company, the Share Buy-back Proposal, the Share Issue Mandate and the Extension of Share Issue Mandate are all in the best interests of the Company and its shareholders and accordingly recommends all the shareholders of the Company to vote in favour of the relevant resolutions to be proposed at the 2018 Annual General Meeting.

Yours faithfully  
For and on behalf of the Board of  
**RIVERA (HOLDINGS) LIMITED**  
**Liu Ying**  
*Non-Executive Chairman*

The information of Madam Liu Ying, Mr Hung Wai Lung Ricky and Madam Hsu Feng, who will be proposed to be re-elected at the 2018 Annual General Meeting, is set out as follows:

- (a) **Madam Liu Ying**, aged 44, has been appointed a non-executive Director of the Company since December 2017 and has been elected as Chairman of the Board since January 2018.

Madam Liu holds an Executive Master of Business Administration degree and a postgraduate degree in Finance and qualified as a Senior Economist in the Mainland. During the period from July 2005 to November 2012, she took up the posts of vice president and president of Suzhou Harmony Development Group Co. Ltd. (蘇州圓融發展集團公司) successively. She acted as the president of Suzhou Sungent Holding Group Co. Ltd. (蘇州新建元控股集團有限公司) during the period from November 2012 to June 2013. During the period from June 2013 to July 2015, she took up the posts of secretary of the party committee, chairman of the board and president of Suzhou Industrial Park Trirun Investment Holding Group Co., Ltd. (蘇州工業園區兆潤投資控股集團有限公司). In addition, during the period from July 2015 to October 2017, she acted as the general manager of Shanghai Waigaoqiao Free Trade Zone Group Co., Ltd. (上海外高橋集團股份有限公司) (formerly known as 上海外高橋保稅區開發股份有限公司), a company listed on the Shanghai Stock Exchange, and during the period from September 2015 to October 2017, she also acted as deputy secretary of the party committee, director, and member of the nomination committee and strategic committee under the board of that company.

Madam Liu has acted as the deputy secretary of the party committee and the general manager of Shanghai Zhangjiang Hi-Tech Park Development Co., Ltd. (“Zhangjiang Hi-Tech”), a company listed on the Shanghai Stock Exchange and a substantial shareholder of the Company, since October 2017. She was elected as director and the vice chairman of the board of Zhangjiang Hi-Tech and was appointed as legal representative of Zhangjiang Hi-Tech in December 2017. Mr Wang Fahua, an executive Director of the Company, is the general manager of Investment Department of Zhangjiang Hi-Tech. Madam Fan Suxia, an executive Director of the Company, is a non-executive manager of a wholly-owned subsidiary of Zhangjiang Hi-Tech.

As at 24th April, 2018, being the latest practicable date prior to the printing of this circular (the “Latest Practicable Date”), Madam Liu did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

Madam Liu has signed a letter of appointment with the Company and she is not paid with any emolument in her capacity as a Director of the Company.

- (b) **Mr Hung Wai Lung Ricky**, aged 53, has been appointed an independent non-executive Director of the Company and a member of each of the audit committee and remuneration committee of the Board since April 2018.

Mr Hung holds a Master of Arts degree and qualifies as a BEAM Affiliate approved by the Hong Kong Green Building Council Limited. He studied Art Plastic at the University of Paris VIII in France, and has been engaged in interior design tasks for over 30 years with extensive experience in design and project management. He has worked in Leigh & Orange Ltd., Henderson (China) Investment Company Limited under Henderson Land group, and Un Design as interior design director/assistant director successively. Mr Hung has facilitated project design leading on a variety of mixed-use complex projects including World Financial Centre in Beijing and Grade A office buildings in Shanghai. One of his notable projects won the Most Successful Design Award in the Successful Design Awards 2012 in the Mainland and was shortlisted for the Restaurant & Bar Design Awards 2013 in the United Kingdom. He is now the Director of Interior Design of Leigh & Orange Ltd..

As at the Latest Practicable Date, he did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr Hung will sign a letter of appointment with the Company. He is entitled to an annual director's fee of HK\$112,200 which is determined by the Board under the authorization of the shareholders of the Company and on recommendation of the remuneration committee of the Board with reference to his responsibilities and prevailing market conditions.

- (c) **Madam Hsu Feng**, aged 67, has been appointed a Director of the Company since January 1990 and the chairman of the executive committee of the Board since August 2005. She is now an executive Director of the Company and has been appointed a director of a number of subsidiaries of the Company since December 2003.

She has over 10 years' experience in film production, and in property development and investment as well as retail industry in Taiwan, and has been engaged in the property development, hospitality and leisure business in the Mainland over the past two decades. She is also the Honorary Consul of the Principality of Monaco in Shanghai.

Madam Hsu is the mother of Mr Albert Tong, an executive Director of the Company. They act as executive directors of Tomson Group Limited ("TGL"), a company listed on the Stock Exchange and a shareholder of the Company having a notifiable interest under Part XV of the SFO, and are substantial shareholders of TGL. Madam Hsu is also the chairman and managing director of TGL.

As at the Latest Practicable Date, Madam Hsu were interested in 317,178,162 issued Shares pursuant to Part XV of the SFO and was one of the substantial shareholders of the Company.

Madam Hsu has signed a letter of appointment with the Company and she is not paid with any emolument in her capacity as a Director of the Company.

Save for the aforesaid disclosure, as at the Latest Practicable Date, all the aforesaid retiring Directors of the Company neither held any directorship in public companies the securities of which were listed on any securities market in Hong Kong or overseas over the last three years nor had any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

All the aforesaid retiring Directors of the Company have not been appointed for any specific term of office but are subject to retirement by rotation at least once every three years and eligible for re-election at the annual general meetings of the Company pursuant to the Articles of Association of the Company.

Save as disclosed herein, there is neither other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor is there other matter that needs to be brought to the attention of the shareholders of the Company.

As at the Latest Practicable Date, there were 2,608,546,511 Shares in issue, which had no nominal value and were fully paid.

## **SHARE BUY-BACK PROPOSAL**

In accordance with the Listing Rules, this section serves as an explanatory statement to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the Share Buy-back Proposal. The explanatory statement also constitutes the memorandum required under Section 239 of the Companies Ordinance.

### **(1) Share Buy-back Mandate**

Subject to the passing of the Share Buy-back Proposal and on the assumption that no Shares will be issued or bought back prior to the date of the 2018 Annual General Meeting, the Company will be allowed under a general mandate to buy back a maximum of 260,854,651 fully paid-up Shares, representing not more than 10 per cent of the aggregate number of issued Shares as at the date of the 2018 Annual General Meeting, during the period up to the conclusion of the next following annual general meeting of the Company, or the expiration of the period within which the next following annual general meeting of the Company is required by law to be held, or the revocation or variation of the approval granted under the Share Buy-back Proposal by the shareholders of the Company, whichever is the earlier.

The Board believes that the Share Buy-back Proposal is in the best interests of the Company and its shareholders. There have been occasions when the Shares were trading at a substantial discount to their underlying net asset value. Buy-backs of Shares may enhance the Company's net asset value per Share and earnings per Share. In these circumstances, the ability of the Company to buy back the Shares can be beneficial to those shareholders who retain their investment in the Company since their possible percentage interest in the assets of the Company would increase in proportion to the number of the Shares bought back by the Company.

Furthermore, the Board's exercise of the mandate granted under the Share Buy-back Proposal would lead to an increased volume of trading in the Shares on the Stock Exchange. The Board is seeking a general mandate to buy back the Shares to give the Company the flexibility to do so if and when appropriate but the Board has no present intention to buy back any Shares.

If the mandate granted under the Share Buy-back Proposal is exercised in full, the Board does not expect there to be a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31st December, 2017 as a result of buy-backs of Shares. However, no buy-back would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company unless the Board considers that such buy-backs would be in the best interests of the Company.



The Board has undertaken to the Stock Exchange to exercise the powers of the Company to make buy-backs pursuant to the Share Buy-back Proposal in accordance with the Listing Rules and all applicable laws in Hong Kong.

**(2) Funding of Buy-backs**

In buying back the Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association and the laws in Hong Kong which provide that in the case of buy-back of Shares on the Stock Exchange, the Shares may be bought back out of the distributable profits of the Company and/or out of the proceeds of a fresh issue of the Shares made for the purpose of the buy-back to such extent allowable under the Companies Ordinance. The Board proposes to buy back the Shares out of the retained profit of the Company.

**(3) Intention and Undertaking of Connected Parties**

None of the Directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intend to sell the Shares to the Company under the Share Buy-back Proposal in the event that the Share Buy-back Proposal is approved by the shareholders of the Company.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Share Buy-back Proposal is approved by the shareholders of the Company.

**(4) Effect of Takeovers Code**

If as a result of a buy-back of the Shares, a shareholder's proportionate interest in the voting shares of the Company increases, such increase will be treated as an acquisition for the purpose of the Code on Takeovers and Mergers (the "Takeovers Code").

As at the Latest Practicable Date, the single largest shareholder of the Company was interested in the Shares representing approximately 29.90% of the aggregate number of issued Shares. On the assumption that the number of Shares in issue remains unchanged from the Latest Practicable Date up to the date of the 2018 Annual General Meeting and no Shares will be issued during the period when the mandate to be granted under the Share Buy-back Proposal remains in force, and in the event that the Board exercises in full the power to buy back the Shares pursuant to the mandate to be granted under the Share Buy-back Proposal, the shareholding of the largest shareholder of the Company will be increased to approximately 33.22% of the then aggregate number of issued Shares. Accordingly, such shareholder becomes obliged to make a general offer for the Shares under Rule 26 of the Takeovers Code if the mandate is exercised in full. The Board has no present intention to exercise the power to buy back the Shares to such an extent as would result in takeover obligations.

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**APPENDIX II EXPLANATORY STATEMENT FOR GENERAL MANDATES**

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**(5) Market Prices**

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months are as follows:

	<b>Highest traded price</b>	<b>Lowest traded price</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2017	0.700	0.640
May 2017	0.670	0.610
June 2017	0.650	0.540
July 2017	0.610	0.570
August 2017	0.630	0.550
September 2017	0.620	0.560
October 2017	0.600	0.560
November 2017	0.580	0.540
December 2017	0.560	0.530
January 2018	0.610	0.550
February 2018	0.630	0.530
March 2018	0.660	0.580
April 2018 (up to the Latest Practicable Date)	0.610	0.590

**(6) Buy-back of Shares made by the Company**

The Company did not buy back any Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

**SHARE ISSUE MANDATE**

Should the Share Issue Mandate be granted at the 2018 Annual General Meeting and on the assumption that the number of Shares in issue as at the Latest Practicable Date remains unchanged up to the date of the meeting, the Board will be empowered to issue a maximum of 521,709,302 new Shares, otherwise than pursuant to (i) a rights issue; or (ii) an exercise of rights of subscription or conversion under the terms of any option, warrant or other securities issued by the Company; or (iii) an exercise of subscription rights under any share option scheme of the Company adopted for the time being, during the period up to the conclusion of the next following annual general meeting of the Company unless the mandate is otherwise revoked or varied by an ordinary resolution of the shareholders of the Company.

In addition, subject to the passing at the 2018 Annual General Meeting of the proposed resolutions regarding the Share Buy-back Proposal and the Extension of Share Issue Mandate, the aforesaid limit of the Share Issue Mandate will be extended to include the number of the Shares that may be bought back under the Share Buy-back Proposal.

The Board currently has no immediate plans to issue any new Shares.

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## NOTICE OF ANNUAL GENERAL MEETING

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**Tomson Group**

### **RIVERA (HOLDINGS) LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 281)**

**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 Thursday, 31st May, 2018 at 2:00 p.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, 2017 together with the reports of the Directors and independent Auditor thereon;
- (2) To declare a final dividend of the Company for the year ended 31st December, 2017;
- (3) To re-elect retiring Directors of the Company and decide not to fill up vacated office of a retiring Director upon his retirement, 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 the Auditor’s 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) the exercise by the Board of Directors of the Company during the Relevant Period of all the powers of the Company to buy back its own shares on The Stock Exchange of Hong Kong Limited, subject to paragraph (b) of this Resolution and in accordance with all applicable laws and regulations (including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited), be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company to be bought back 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 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”;
- (6) 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 the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Sections 140 and 141 of the 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 the Company (“Shares”), to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers and to grant rights to subscribe for, or to convert any securities into, the Shares 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, options or warrants which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares 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 option, warrant or other securities issued by the Company carrying such right; or (iii) an exercise of subscription rights under any share option scheme of the Company adopted for the time being, shall not exceed 20 per cent of the aggregate number of issued Shares 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 an offer of Shares or offer or issue of options, warrants or other securities giving rights to subscribe for Shares (open for a period fixed by the Board) made to holders of Shares 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).”; and

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

“**THAT** conditional upon the passing of Resolutions (5) and (6) set out in the notice convening this Meeting, the general mandate granted to the Board of Directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company under the aforesaid Resolution (6) be and is hereby extended by the addition thereto of such number of shares representing all those number of shares of the Company which may from time to time be bought back by the Company pursuant to the approval granted under the aforesaid Resolution (5).”.

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

Hong Kong, 27th April, 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as a proxy to exercise all or any of his rights to attend and to speak and vote at the meeting in his stead. He may appoint separate proxies to represent respectively the number of shares held by him that is specified in the forms of proxy but if he do so, the proxies so appointed may not be entitled to vote on a show of hands. 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 thereof, 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 2:00 p.m. on Wednesday, 30th May, 2018.
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 for re-electing the retiring Directors of the Company, and granting the general mandates to buy back own shares and to issue new shares of the Company will be despatched to the members of the Company together with this notice.