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## THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Riverine China 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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### RIVERINE CHINA HOLDINGS LIMITED

浦江中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1417)**

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) ADOPTION OF NEW ARTICLES,  
(4) CLOSURE OF REGISTER OF MEMBERS  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board of the Company is set out on pages 5 to 12 of this circular. A notice convening the 2024 AGM of the Company to be held at 10:00 a.m. on 11 June, 2024 at 14th Floor, Jiushi Tower, 28 South Zhongshan Road, Shanghai, People's Republic of China is set out on pages 23 to 28 of this circular.

A form of proxy for the 2024 AGM is enclosed with this circular. Whether or not you desire to attend the 2024 AGM, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2024 AGM or any adjournment thereof. **Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2024 AGM or any adjournment thereof if you so wish.**

*In the case of inconsistency between the Chinese version and the English version of this circular, the English version will prevail.*

25 April 2024

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“2024 AGM” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on 11 June, 2024 at 14th Floor, Jiushi Tower, 28 South Zhongshan Road, Shanghai, People’s Republic of China and the notice of which is set out in this circular
“actionable corporate communication”	any corporate communication that seeks instructions from the Company’s securities holders on how they wish to exercise their rights or make an election as the Company’s securities holders
“Articles”	the articles of association of the Company as amended from time to time
“associated company”	has the meaning ascribed to it under the Takeovers Code
“Board” or “Directors”	the board of directors of the Company
“BVI”	the British Virgin Islands
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Riverine China Holdings Limited (浦江中國控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and, in the context of the Company, means a group of controlling shareholders of the Company, namely Partner Summit, Vital Kingdom, Mr. Xiao, Source Forth, Mr. Fu, Pine Fortune and Mr. Chen

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## DEFINITIONS

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“core connected person”	has the same meaning as defined in the Listing Rules
“Group”	the Company and its subsidiaries
“Hebei Puhehang ”	Hebei Puhehang Property Management Co., Limited* (河北浦和行物業管理有限責任公司), a limited liability company established in the PRC on 16 March 2021, a non-wholly owned subsidiary of the Company and is indirectly owned as to 51% by the Company and as to 49% by Independent Third Parties
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Xin”	Hong Xin Environmental Group Company Limited* (泓欣環境集團有限公司), a limited liability company established in the PRC on 5 July 2000, a non-wholly owned subsidiary of the Company and is indirectly owned as to 51% by the Company and as to 49% by Independent Third Parties
“Latest Practicable Date”	18 April 2024, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and the granting of the listing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Chen”	Mr. Chen Yao (陳瑤), a Controlling Shareholder
“Mr. Fu”	Mr. Fu Qichang (傅其昌), a Controlling Shareholder, vice-chairman of the Board and an executive Director

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## DEFINITIONS

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“Mr. Xiao”	Mr. Xiao Xingtao (肖興濤), a Controlling Shareholder, chairman of the Board and an executive Director
“New Articles”	the third amended and restated Articles, incorporating and consolidating all the Proposed Amendments and proposed to be adopted by way of special resolution at the Annual General Meeting
“Partner Summit”	Partner Summit Holdings Limited (合高控股有限公司), a company incorporated under laws of the BVI on 16 June 2016 with limited liability, which is owned as to 87% by Vital Kingdom, 10% by Source Forth and 3% by Pine Fortune and is a Controlling Shareholder
“Pine Fortune”	Pine Fortune Global Limited (富柏環球有限公司), a company incorporated under laws of the BVI on 16 June 2016 with limited liability, which is wholly-owned by Mr. Chen and is a Controlling Shareholder
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, Macau and Taiwan
“Proposed Amendments”	the amendments to be made to the Articles, as set out in Appendix II to this circular
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2024 AGM
“Share(s)”	share(s) of nominal value of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) for the time being of the Share(s)

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## DEFINITIONS

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“Source Forth”	Source Forth Limited (泉啟有限公司), a company incorporated under laws of the BVI on 8 June 2016 with limited liability, which is wholly-owned by Mr. Fu and is a Controlling Shareholder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Cap. 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“substantial shareholder(s)”	shall have the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Vital Kingdom”	Vital Kingdom Investments Limited (至御投資有限公司), a company incorporated under laws of the BVI on 17 May 2016 with limited liability, which is wholly-owned by Mr. Xiao and is a Controlling Shareholder
“%”	per cent.

\* *For identification purpose only*

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LETTER FROM THE BOARD

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**RIVERINE CHINA HOLDINGS LIMITED**

**浦江中國控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1417)**

*Executive Directors:*

Mr. Xiao Xingtao (*Chairman*)  
Mr. Fu Qichang  
Mr. Xiao Yuqiao (*Chief Executive Officer*)  
Ms. Wang Hui

*Non-executive Director:*

Mr. Zhang Yongjun

*Independent non-executive Directors:*

Mr. Cheng Dong  
Mr. Weng Guoqiang  
Mr. Shu Wa Tung Laurence

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal office in Hong Kong:*

5/F Manulife Place  
348 Kwun Tong Road  
Hong Kong

25 April 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW  
SHARES AND TO REPURCHASE SHARES,  
(2) RE-ELECTION OF RETIRING DIRECTORS,  
(3) ADOPTION OF NEW ARTICLES,  
(4) CLOSURE OF REGISTER OF MEMBERS  
AND  
(5) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The Directors will propose various resolutions at the 2024 AGM regarding (i) proposed granting of the Issue Mandate and the Repurchase Mandate; (ii) proposed re-election of the retiring directors; and (iii) adoption of the New Articles. The purpose of this circular is to provide you with the necessary information on these issues and the related resolutions to be proposed at the 2024 AGM.

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## LETTER FROM THE BOARD

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### 2. THE ISSUE MANDATE

The Company's existing mandate to allot and issue Shares was granted to the Directors since the conclusion of the last annual general meeting of the Company held on 12 June, 2023 ("Last AGM"). Unless otherwise renewed, the existing mandate to allot and issue Shares will lapse at the conclusion of the 2024 AGM.

In order to ensure flexibility when it is desirable to allot and issue or otherwise deal with additional shares, the Directors will seek the approval of Shareholders to grant the Issue Mandate at the 2024 AGM and will put forward the following resolutions as set out in the notice of 2024 AGM for the following purposes:

- Ordinary resolution no. 4 — to grant a general mandate to the Directors to exercise the power of the Company to allot, issue and otherwise deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
- Ordinary resolution no. 6 — to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the Issue Mandate by adding thereto the aggregate nominal amount of share capital of the Company repurchased under the Repurchase Mandate.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued under the share option scheme(s) (if any) of the Company or pursuant to any scrip dividend scheme or under similar arrangement which may be approved by the Shareholders from time to time.

The Company had in issue an aggregate of 405,000,000 Shares as at the Latest Practicable Date. Subject to the granting of the Issue Mandate on the terms thereof, the Company would be allowed to issue new Shares up to a maximum of 81,000,000 Shares on the basis that no further Shares will be issued or repurchased before and up to the date of 2024 AGM.

### 3. THE REPURCHASE MANDATE

The Company's existing mandate to repurchase Shares was granted to the Directors since the conclusion of the last AGM and, unless otherwise renewed, such mandate will lapse at the conclusion of the 2024 AGM.

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## LETTER FROM THE BOARD

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In order to seek the approval of Shareholders to grant the Repurchase Mandate at the 2024 AGM, the Directors will put forward the following resolution as set out in the notice of 2024 AGM:

Ordinary resolution no. 5 — to grant a general mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange representing up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange. The Company is required to give Shareholders information which is reasonably necessary to enable them to make an informed decision as to whether to vote for or against the resolution to renew the grant of the Repurchase Mandate. In this regard, this circular contains an explanatory statement required by the Listing Rules as set out in Appendix I.

#### 4. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 83 of the Articles, the Directors may appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to the existing Board) and shall then be eligible for re-election.

Pursuant to Article 84 of the Articles, one executive Director, namely, Ms. Wang Hui and two independent non-executive Directors, namely, Mr. Cheng Dong and Mr. Shu Wa Tung Laurence, will retire from office by rotation and, being eligible, offer themselves for re-election at the 2024 AGM.

For your further information, we set out below the relevant details of the retiring directors proposed to be re-elected at the 2024 AGM:

**Ms. Wang Hui (王慧) (“Ms. Wang”)**, aged 50, was appointed as our executive Director on 20 November 2020.

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## LETTER FROM THE BOARD

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Ms. Wang has obtained a degree in Economics Management from the University of Science and Technology Beijing\* (北京科技大學) in 1997. She is currently part of the Executive Committee of Fuzhou Federation of Industry and Commerce, the Executive Vice President of Dazhou General Chamber of Commerce and a member of the Eighth Committee of Taijiang District, Fuzhou City, Chinese People's Political Consultative Conference, Vice President of Federation of Enterprises and Entrepreneurs of Fuzhou City, Representative to the 18th National People's Congress of Gulou District, Fuzhou City and Member of the Supervisory and Judicial Committee of the 18th National People's Congress of Gulou District, Fuzhou City. On 5 July 2000, Ms. Wang founded Hong Xin (formerly known as Fuzhou Hongxin Cleaning Company Limited\* (福州泓欣保潔有限公司), Fuzhou Hongxin Pest Control Company Limited\* (福州泓欣有害生物防治有限公司) and Fuzhou Hongxin Environmental Cleaning Service Company Limited\* (福州泓欣環境清潔服務有限公司)) and she has been acting as the director and the legal person since its incorporation. On 3 January 2020, the Group acquired 51% equity interest in Hong Xin. Since then, Hong Xin has become an indirect non-wholly owned subsidiary of the Company and Ms. Wang has also been acting as the chairperson of Hong Xin. Currently she is also a director of Hebei Puhehang.

**Mr. Cheng Dong (程東) (“Mr. Cheng”)**, aged 61, was appointed as our independent non-executive Director on 15 November 2017. He is responsible for overseeing the management of our Group independently. He is also the chairman of the remuneration committee and a member of the audit committee and nomination committee of our Group.

Mr. Cheng graduated with a Bachelor degree in management engineering from Tongji University (同濟大學) in the PRC in July 1984 and Master degree in economic informatics from Academy for Computer Science and Computer executives\* (Akademie für Fach-und Führungskräfte der Informatik) in Germany in May 1995.

Mr. Cheng was accredited as an organisational programmer and economic informatics scientist by the Chambers of Industry and Commerce Region Stuttgart\* (Industrie-und Handelskammer Region Stuttgart) in Germany in November 1992 and December 1992 respectively.

Mr. Cheng was a teacher at the school of economics and Management at the Tongji University (同濟大學) from July 1984 to January 1990. From March 1992 to June 1995, he served as a software engineer and project manager at Yingta Information technology Company Limited, Germany\* (德國英特格拉塔股份公司) and was the company's chief representative at its representative office in PRC between June 1995 and May 1998. He had served as the general manager of Shanghai Yingta Information Technology Company Limited\* (上海英塔信息技術有限公司). He served as the general manager of Anpac Bio-Medical Science Company Limited\* (安派科生物醫學科技(上海)有限公司) from April 2014 to May 2023.

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## LETTER FROM THE BOARD

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Mr. Cheng is currently holding senior positions in several companies in the PRC including legal representative (法人代表) of Shanghai Entai Business and Trading Company Limited\* (上海恩泰商貿有限公司) since May 1996, chairman of Shanghai Yingta Health Management Company Limited\* (上海英塔健康管理有限公司) since November 2008 and chairman of Shanghai Liufu Training School Company Limited\* (上海留服培訓學校有限公司) since March 2021.

**Mr. Shu Wa Tung Laurence (舒華東) (“Mr. Shu”)**, aged 51, was appointed as our independent non-executive Director on 15 November 2017. He is responsible for overseeing the management of our Group independently. He is also the chairman of the audit committee and member of the remuneration committee and nomination committee of our Group.

Mr. Shu graduated with a Bachelor degree in Business (Accounting) from Deakin University in Australia in September 1994. He became an associate of the Hong Kong Society of Accountants in September 1997. Mr. Shu attended the chief financial officer programme offered by China Europe International Business School from July to November 2009.

Mr. Shu has over 20 years of experience in audit, corporate finance and financial management. He joined Deloitte Touche Tohmatsu (“**Deloitte**”) as an accountant in March 1994 and later became a manager of Deloitte’s reorganisation service group in April 2000. Mr. Shu joined Deloitte & Touche Corporate Finance Limited and served as its manager from July 2001 to November 2002. Mr. Shu worked as an associate director in Goldbond Capital (Asia) Limited from November 2002 to April 2005. He served as the chief financial officer and company secretary of Texhong Textile Group Limited (天虹紡織集團有限公司) (a company listed on the Stock Exchange with stock code 02678) from May 2005 to July 2008. Mr. Shu was employed as the chief financial officer of Jiangsu Rongsheng Heavy Industries Company Limited\* (江蘇熔盛重工有限公司) overseeing its financial management functions and corporate finance activities as well as the daily management of its finance department from July 2008 to June 2010. Mr. Shu served as the chief financial officer of Petro-king Oilfield Services Limited (百勤油田服務有限公司) (a company listed on the Stock Exchange with stock code 02178) since July 2010 to July 2018. Mr. Shu has served as the chief financial officer of Brainhole Technology Limited (formerly known as Top Dynamic International Holdings Limited) (a company listed on the Stock Exchange with stock code: 02203) since August 2018 to November 2019. Mr. Shu was an independent non-executive Director of Chengdu Expressway Co., Ltd. (成都高速公路股份有限公司) (a company listed on the Stock Exchange with stock code 01785) from November 2016 to September 2022. Mr. Shu is currently a director and the chief financial officer of Contiocean Environment Tech Co., Ltd\* (上海匯舸環保科技股份有限公司), primarily responsible for its financial and investment division. He is also an independent non-executive director of Twintek Investment Holdings Limited (乙德投資控股有限公司) (a company listed on the Stock Exchange with stock code 06182), Goldstream Investment Limited (金涌投資有限公司) (a company listed on the Stock Exchange with stock code 01328), Termbray Industries International (Holdings) Limited (添利工業國際(集團)有限公司) (a

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## LETTER FROM THE BOARD

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company listed on the Stock Exchange with stock code 00093) and Texhong International Group Limited (天虹國際集團有限公司) (a company listed on the Stock Exchange with stock code 02678) since December 2017, and December 2019, December 2022 and May 2023 respectively. He has been served as a member of the Hong Kong Independent Non-Executive Director Association since May 2019.

### 5. ADOPTION OF THE NEW ARTICLES

Reference is made to the announcement of the Company dated 17 April 2024 in relation to the proposed adoption of the New Articles. The Proposed Amendments are for purposes of conforming to the amendments to the Listing Rules effective from 31 December 2023, pursuant to the consultation conclusions of the “Consultation Paper on Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published by Stock Exchange in June 2023, specifically to (i) mandate that listed issuers must disseminate corporate communications to their securities holders electronically to the extent permitted under their applicable laws and regulations; (ii) remove, from the Listing Rules, the provisions on the arrangements a listed issuer must make to avail itself of the current consent mechanism for disseminating corporate communications electronically; and (iii) require a listed issuer to send “actionable corporate communications” to securities holders individually and in electronic form if functional electronic contact details have been provided to the issuer. In light of the number of the Proposed Amendments, the Board proposes to adopt the New Articles in substitution for, and to the exclusion of, the existing Articles. The Proposed Amendments are set out in Appendix II to this circular.

In the event that any of the above matters is subject to any additional requirements under any applicable laws, regulations and rules (including under the Listing Rules), the Company will comply with all such requirements.

The details of the Proposed Amendments are set out in the Appendix II to this circular. The Proposed Amendments are prepared in the English language. The Chinese translation of the Proposed Amendments is for reference only. In case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

The legal advisors to the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the laws of the Cayman Islands respectively.

The Proposed Amendments and the proposed adoption of the New Articles were approved at the Board meeting held on 17 April 2024. A special resolution will be proposed at the AGM to approve the Proposed Amendments and the adoption of the New Articles. The proposed adoption of the New Articles shall be subject to all necessary approvals, authorisations or registrations (if applicable) to be obtained from or filed with the relevant governmental or regulatory authorities.

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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 June 2024.

### 7. ACTION TO BE TAKEN

On pages 23 to 28 of this circular is the notice of the 2024 AGM containing the resolutions to be put forward for the aforesaid proposed matters.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at the 2024 AGM will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2024 AGM. An announcement on the poll vote results will be made by the Company after the 2024 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Whether or not you intend to attend the 2024 AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2024 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the 2024 AGM or any adjournment thereof if you so wish.

**The deadline to submit completed proxy forms is Sunday, 9 June 2024 at 10:00 a.m.** Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

### 8. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate, the proposed re-election of the retiring directors and the adoption of the New Articles as set out in the notice of 2024 AGM, are in the best interests of the Company and the Shareholders as a whole. The necessary information for seeking Shareholders' approval on the proposed matters is already set out herein for consideration. The Directors recommend that all Shareholders should vote in favour of all such ordinary resolutions to be

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## LETTER FROM THE BOARD

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proposed at the 2024 AGM. As at the Latest Practicable Date, no Shareholder is required to abstain from voting under the Listing Rules in respect of any of the Resolutions to be proposed at the 2024 AGM.

Yours faithfully,

By order of the Board

**Riverine China Holdings Limited**

**Xiao Xingtao**

*Chairman*

*This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2024 AGM for granting the Repurchase Mandate.*

*This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 405,000,000 Shares.

Subject to the granting of the Repurchase Mandate and in accordance with the terms thereof, on the basis that no Shares are issued or repurchased by the Company before and up to the date of 2024 AGM, the Company will be allowed under the Repurchase Mandate to repurchase Shares up to a maximum of 40,500,000 Shares.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interest of the Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange as and when required. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

Repurchase must be funded out of funds which are legally available for such purpose in accordance with the memorandum and articles of association of the Company and the Companies Act. The Company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Cayman Islands law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose, or, if so authorised by its articles of association and subject to the provisions of the Companies Act, out of capital under certain circumstances. Any premium payable on a redemption or purchase over the par value of the shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by its articles of association and subject to the provisions of the Companies Act, out of capital under certain circumstances.

#### 4. POSSIBLE MATERIAL ADVERSE IMPACT

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be executed in full, it might have a material adverse effect on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest audited consolidated financial statements. Therefore, the Directors do not intend to make any repurchase to such an extent as would, in the circumstances, have a material adverse effect on the appropriate working capital requirements or the gearing position of the Company as they would consider from time to time.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

#### 5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2023</b>		
April	0.53	0.42
May	0.57	0.43
June	0.57	0.45
July	0.55	0.40
August	0.48	0.42
September	0.54	0.43
October	0.50	0.42
November	0.49	0.41
December	0.49	0.32
<b>2024</b>		
January	0.45	0.32
February	0.40	0.35
March	0.38	0.29
April (up to the Latest Practicable Date)	0.35	0.23

## 6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of such increase, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following persons were directly or indirectly interested in 5% or more of the nominal value of the issued ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:

Name	Number of Issued Share held/interested	Approximate Percentage of Shareholding
(1) Partner Summit	302,634,000 <i>(Note 1)</i>	74.72%
(2) Vital Kingdom	302,634,000 <i>(Note 1)</i>	74.72%
(3) Source Forth	302,634,000 <i>(Note 1)</i>	74.72%
(4) Pine Fortune	302,634,000 <i>(Note 1)</i>	74.72%
(5) Mr. Xiao	302,634,000 <i>(Note 1)</i>	74.72%
(6) Mr. Fu	302,634,000 <i>(Note 1)</i>	74.72%
(7) Mr. Chen Yao	302,634,000 <i>(Note 1)</i>	74.72%
(8) S.I. Infrastructure Holdings Limited (“S.I.”)	30,000,000 <i>(Note 1)</i>	7.50%
(9) Shanghai Industrial Holdings Limited (“Shanghai Industrial”)	30,000,000 <i>(Note 2)</i>	7.50%
(10) Shanghai Industrial Investment (Holdings) Company Limited (“Shanghai Industrial Investment”)	30,000,000 <i>(Note 2)</i>	7.50%

Name	Number of Issued Share held/interested	Approximate Percentage of Shareholding
(11) Shanghai Industrial Investment Treasury Company Limited (“ <b>Shanghai Treasury</b> ”)	30,000,000 ( <i>Note 2</i> )	7.50%
(12) Shanghai Investment Holdings Limited (“ <b>Shanghai Investment</b> ”)	30,000,000 ( <i>Note 2</i> )	7.50%
(13) Sure Advance Holdings Limited (“ <b>Sure Advance</b> ”)	30,000,000 ( <i>Note 2</i> )	7.50%

*Note 1:* As at the Latest Practicable Date, 302,634,000 Shares were held by Partner Summit, which is owned as to 87% by Vital Kingdom, 10% by Source Forth and 3% by Pine Fortune. Mr. Xiao, Mr. Fu and Mr. Chen Yao own the entire issued share capital of Vital Kingdom, Source Forth and Pine Fortune respectively. Therefore, Mr. Xiao, Mr. Fu, Mr. Chen Yao, Vital Kingdom, Source Forth and Pine Fortune were deemed to be interested in 302,634,000 Shares.

*Note 2:* Information is extracted from the corporate substantial shareholder notices filed by S.I., Shanghai Industrial, Shanghai Industrial Investment, Shanghai Treasury, Shanghai Investment and Sure Advance on 11 December 2017. Shanghai Industrial Investment directly holds 100% of the issued share capital of Shanghai Treasury, which in turn holds 100% of the issued share capital of Shanghai Investment, which in turn holds 47.77% of the issued share capital of Shanghai Industrial, which in turn holds 100% of the issued share capital of S.I., which in turn holds 100% of the issued share capital of Sure Advance. Therefore, S.I., Shanghai Industrial, Shanghai Industrial Investment, Shanghai Treasury and Shanghai Investment are taken to be interested in the number of Shares held by Sure Advance pursuant to Part XV of the SFO.

In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution no. 5 to be proposed at the 2024 AGM, the aforesaid interests of (1) Partner Summit; (2) Vital Kingdom; (3) Source Forth; (4) Pine Fortune; (5) Mr. Xiao; (6) Mr. Fu; (7) Mr. Chen Yao; (8) S.I.; (9) Shanghai Industrial; (10) Shanghai Industrial Investment; (11) Shanghai Treasury; (12) Shanghai Investment; and (13) Sure Advance in the issued share capital of the Company as at the Latest Practicable Date would be proportionally increased to approximately (1) 83.03%; (2) 83.03%; (3) 83.03%; (4) 83.03%; (5) 83.03%; (6) 83.03%; (7) 83.03%; (8) 8.23%; (9) 8.23%; (10) 8.23%; (11) 8.23%; (12) 8.23%; and (13) 8.23% respectively.

In view of this, such increase would not give rise to any obligation to make mandatory offer under the Takeovers Code, but would result in the aggregate amount of the issued Shares in the public hands being reduced to less than 25%. Save as aforesaid, as at the Latest Practicable Date, the Directors are not aware of the consequences of such increases as a result of repurchases of Shares that would result in the aforesaid persons or any shareholder, or group of shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code.

Moreover, the Directors have no intention to exercise the Repurchase Mandate to such extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

#### **7. SHARE REPURCHASE MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased any of the Company's Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

#### **8. DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate pursuant to the relevant resolution of the Company and in accordance with the Listing Rules and the applicable laws of the Cayman Islands and as permitted by the regulations in the memorandum and articles of association of the Company.

#### **9. DIRECTORS' DEALINGS**

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the 2024 AGM and exercised.

#### **10. CONNECTED PERSONS**

No core connected person of the Company has notified the Company that he or she has a present intention to sell any securities to the Company nor has any such core connected person undertaken not to sell any of the securities held by him or her to the Company in the event that the Repurchase Mandate is granted.

The Companies Act (As Revised)  
Exempted Company Limited by Shares

~~SECOND~~THIRD AMENDED AND RESTATED ARTICLES OF  
ASSOCIATION

OF

Riverine China Holdings Limited  
浦江中國控股有限公司

(Adopted by a special resolution at the annual general meeting of the Company  
held on ~~12 June, 2023~~ 11 June, 2024)

THE COMPANIES ACT (AS REVISED)  
EXEMPTED COMPANY LIMITED BY SHARES

~~SECOND~~THIRD AMENDED AND RESTATED ARTICLES OF  
ASSOCIATION

OF

Riverine China Holdings Limited  
浦江中國控股有限公司

(Adopted by a special resolution passed at the annual general meeting of the Company  
held on ~~12 June, 2023~~11 June, 2024)

Clause number	Proposed amendments showing changes to the existing Articles
151.	<p>The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's <del>computer network</del><u>website or the website of the Designated Stock Exchange</u> or in any other permitted manner (including by sending any form of electronic communication), <del>and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents to the person.</del></p>
158.	<p>(1) Any Notice or document (including any <del>any</del><u>“but not limited to any “corporate communication” and “actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(a) by serving it personally on the relevant person;</p>

**Clause number      Proposed amendments showing changes to the existing Articles**

- (b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
  - (c) by delivering or leaving it at such address as aforesaid;
  - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the Designated Stock Exchange;
  - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(54), ~~subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;~~
  - (f) by publishing it on the Company's website ~~to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company's computer network website (a "notice of availability"); or~~ or the website of the Designated Stock Exchange; or
  - (g) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.
- (2) ~~The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website.~~

**Clause number      Proposed amendments showing changes to the existing Articles**

- (32) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
- (43) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
- (54) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.
- (65) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.

159. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

**Clause number      Proposed amendments showing changes to the existing Articles**

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange, is deemed given or served by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- ~~(e) if published on the Company's website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;~~
- ~~(dc) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and~~
- ~~(ed) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.~~

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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### RIVERINE CHINA HOLDINGS LIMITED

### 浦江中國控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1417)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Riverine China Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on 11 June 2024, at 14th Floor, Jiushi Tower, 28 South Zhongshan Road, Shanghai, People’s Republic of China for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023;
2. To (a) re-elect (i) Ms. Wang Hui as an executive Director; (ii) Mr. Cheng Dong as an independent non-executive Director; and (iii) Mr. Shu Wa Tung Laurence as an independent non-executive Director; and to (b) authorize the board of Directors to fix the Directors’ remuneration;
3. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of Directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in this resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or
  - (ii) any warrants, options or similar rights to subscribe for (a) any new Shares or (b) any securities convertible in new Shares for cash consideration; or
  - (iii) the exercise of any option under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries or any other eligible persons of Shares or rights to acquire Shares of the Company; or
  - (iv) script dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; and
  - (v) a specific authority granted by the shareholders of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly;

- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest 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 laws of the Cayman Islands to be held; or

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of shares open for a period fixed by the Directors to the holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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 applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase Shares in the capital of the Company on the Stock Exchange or on any other exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with all applicable laws of the Cayman Islands and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (on the basis that no Shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchase fully paid Shares up to a maximum of 40,500,000 Shares) and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (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 the applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 4 and 5 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares in the capital of the Company pursuant to the resolution numbered 4 as set out in the Notice be and the same is hereby extended by the addition to the aggregate nominal amount of share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased by the Company under the authority granted pursuant to the resolution numbered 5 of the Notice provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

### AS A SPECIAL RESOLUTION

7. To consider and, if thought fit, to pass (with or without amendments) the following resolution as a special resolution:

“**THAT:**

- a. the proposed amendments (the “**Proposed Amendments**”) to the existing second amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set forth in Appendix II to the circular of the Company dated 25 April 2024, be and are hereby approved;

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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- b. the third amended and restated articles of association of association of the Company (incorporating the Proposed Amendments) (the “**New Articles of Association**”) in the form of the document marked “A” and produced to this meeting and for the purpose of identification initialed by the chairman of the meeting, be and are hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with immediate effect; and
- c. any one director, chief financial officer, secretary or registered office provider of the Company be and is hereby authorized to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board  
**Riverine China Holdings Limited**  
**Xiao Xingtao**  
*Chairman*

Hong Kong, 25 April 2024

*Registered office:*

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

5/F Manulife Place  
348 Kwun Tong Road  
Hong Kong

*As at the date of this notice, the Board comprises four executive Directors, namely Mr. Xiao Xingtao (Chairman), Mr. Fu Qichang, Mr. Xiao Yuqiao, and Ms. Wang Hui; one non-executive Director, namely Mr. Zhang Yongjun; and three independent non-executive Directors, namely Mr. Cheng Dong, Mr. Weng Guoqiang and Mr. Shu Wa Tung Laurence.*

*Notes:*

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one or (if he holds 2 or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

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## NOTICE OF 2024 ANNUAL GENERAL MEETING

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- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with Hong Kong branch share registrars of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting.
- (4) The register of members of the Company will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024 (both days inclusive), during which period no transfer of shares of the Company will be effected. In order to qualify for attending and voting at the aforesaid meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrars of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 June 2024.
- (5) All proposed resolutions set out in this notice will be voted by Shareholders and by way of poll as required under the Listing Rules at the 2024 AGM. The poll results will be published on the website of the Company <https://www.riverinepm.com/> and the website of the Stock Exchange at <https://www.hkexnews.hk/> following the 2024 AGM.
- (6) Shares abstained (if any) will not be counted in the calculation of the required majority.