

**CIRCULAR DATED 28 OCTOBER 2009**

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

This Circular is issued by Tri-M Technologies (S) Limited (the "Company"). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional independent adviser immediately.

If you have sold or transferred your ordinary shares in the capital of the Company, please forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the accuracy of any of the statements or opinions made, reports contained in this Circular.



**TRI-M TECHNOLOGIES (S) LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198701138Z)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

- 1. THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "TRI-M TECHNOLOGIES (S) LIMITED" TO "RH PETROGAS LIMITED"; AND**
- 2. THE PROPOSED NEW SHARE ISSUE MANDATE.**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form : Wednesday, 18 November 2009, at 3.00 p.m.

Date and time of Extraordinary General Meeting : Friday, 20 November 2009, at 3.00 p.m.

Place of Extraordinary General Meeting : 19 Kallang Avenue #06-163, Singapore 339410

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## CONTENTS

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|   | PAGE |
|---|------|
| DEFINITIONS .....   | 3    |
| LETTER TO SHAREHOLDERS .....                                | 5    |
| 1. INTRODUCTION .....                                       | 5    |
| 2. PROPOSED CHANGE OF NAME .....                            | 5    |
| 3. PROPOSED NEW SHARE ISSUE MANDATE .....                   | 7    |
| 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS ..... | 11   |
| 5. EXTRAORDINARY GENERAL MEETING .....                      | 12   |
| 6. DIRECTORS' RECOMMENDATIONS .....                         | 12   |
| 7. ACTION TO BE TAKEN BY SHAREHOLDERS .....                 | 12   |
| 8. DIRECTORS' RESPONSIBILITY STATEMENT .....                | 12   |
| 9. INSPECTION OF DOCUMENTS .....                            | 12   |
| NOTICE OF EXTRAORDINARY GENERAL MEETING .....               | 13   |
| PROXY FORM  |      |

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

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|---|---|--|
| <i>“ACRA”</i>                             | : | Accounting and Corporate Regulatory Authority of Singapore   |
| <i>“Act” or “Companies Act”</i>           | : | The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time   |
| <i>“Board”</i>                            | : | The board of directors of the Company as at the Latest Practicable Date  |
| <i>“Business Day”</i>                     | : | A day (other than Saturday, Sunday or public holiday) on which banks are open for business in Singapore  |
| <i>“CDP”</i>                              | : | The Central Depository (Pte) Limited   |
| <i>“Circular”</i>                         | : | This circular to Shareholders dated 28 October 2009 in respect of the Proposed Change of Name and the Proposed New Share Issue Mandate                                 |
| <i>“Company”</i>                          | : | Tri-M Technologies (S) Limited   |
| <i>“Control”</i>                          | : | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company                                   |
| <i>“Controlling Shareholder”</i>          | : | A person who:<br><br>(a) holds directly or indirectly 15% or more of the issued share capital of the Company; or<br><br>(b) in fact exercises Control over the Company |
| <i>“Directors”</i>                        | : | The directors of the Company as at the date of this Circular   |
| <i>“EGM”</i>                              | : | Extraordinary general meeting  |
| <i>“FY”</i>                               | : | Financial year of the Company ended or ending 31 December (as the case may be)   |
| <i>“Group”</i>                            | : | The Company and its Subsidiaries   |
| <i>“Latest Practicable Date”</i>          | : | 21 October 2009, being the latest practicable date prior to the printing of this Circular  |
| <i>“Listing Manual”</i>                   | : | The listing manual of the SGX-ST and its relevant rule(s), as amended or modified from time to time  |
| <i>“Proposed Change of Name”</i>          | : | The proposed change of name of the Company to “RH Petrogas Limited”  |
| <i>“Proposed New Share Issue Mandate”</i> | : | The proposed new general mandate for the issue of new Shares   |

|                           |   |
|---------------------------|---|
| “SFA”                     | : The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time   |
| “SGX-ST”                  | : Singapore Exchange Securities Trading Limited   |
| “Shareholders”            | : The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares |
| “Shares”                  | : Fully paid ordinary shares in the capital of the Company  |
| “Substantial Shareholder” | : A person (including a corporation) who holds, directly or indirectly, 5% or more of the total issued share capital of the Company   |
| “S\$” and “cents”         | : Singapore dollars and cents respectively  |
| “%” or “per cent”         | : Percentage or per centum  |

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 130A of the Companies Act. The term “Subsidiary” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Any reference in this Circular to shares being allotted to a person includes allotment to CDP for the account of that person.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

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## LETTER TO SHAREHOLDERS

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### TRI-M TECHNOLOGIES (S) LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198701138Z)

#### **Directors**

Tan Sri Datuk Sir Tiong Hiew King (Executive Chairman)  
Dato' Sri Dr Tiong Ik King (Executive Director)  
Tiong Kiew Chiong (Executive Director)  
Tiong Chiong Ee (Executive Director)  
Foo Sac Phoon (Executive Director and Chief Executive Officer)  
Abbasbhoy Haider Nakhoda (Independent Non-Executive Director)  
Lee Hock Lye (Independent Non-Executive Director)  
Yeo Yun Seng Bernard (Independent Non-Executive Director)

#### **Registered Office**

19 Kallang Avenue #06-163  
Singapore 339410

28 October 2009

To: The Shareholders of Tri-M Technologies (S) Limited

Dear Sir/Madam

**(1) THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “TRI-M TECHNOLOGIES (S) LIMITED” TO “RH PETROGAS LIMITED”; AND**

**(2) THE PROPOSED NEW SHARE ISSUE MANDATE**

#### **1. INTRODUCTION**

1.1 The Directors are convening an extraordinary general meeting (“EGM”) to be held on 20 November 2009 to seek the Shareholders’ approval for the following proposals:

- (a) the proposed change of name of the Company to “RH Petrogas Limited”; and
- (b) the proposed general mandate for the issue of new Shares.

1.2 The purpose of this Circular is to provide shareholders with the relevant information relating to, and explain the rationale for, the proposals set out in paragraph 1.1 above to be tabled at the EGM, and to seek Shareholders’ approval for such proposals at the EGM.

1.3 The SGX-ST takes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

#### **2. PROPOSED CHANGE OF NAME**

The Company is proposing to change its name from “Tri-M Technologies (S) Limited” to “RH Petrogas Limited”. As at the date of this Circular, approval has been obtained from the Accounting and Corporate Regulatory Authority for the proposed change of name by the Company to “RH Petrogas Limited” and the proposed name has been reserved.

Upon the change of the name of the Company, the Company will adopt a new logo as follows:



## 2.1 Rationale for the Proposed Change of Name

On 17 August 2009, the Company completed the acquisition of all the ordinary shares representing 100% of the total issued share capital of Kingworld Resources Limited (“KRL”) subsequent to the approval of Shareholders being obtained for the acquisition transaction during the EGM on 30 July 2009. The background and details of the acquisition transaction were described in the Shareholders’ Circular of the Company dated 15 July 2009 (“15 July Circular”).

Following the completion of the acquisition of KRL, the Company will focus its efforts and resources in the development and production of petroleum and gas resources for sale. KRL has the right to develop and produce crude oil for sale from Block 1 of Fuyu in the Songliao Basin, Jilin Province, People’s Republic of China (“Fuyu Project”) pursuant to the petroleum production sharing contract made with China National Petroleum Corporation dated 12 November 2007.

This is in line with the Company’s strategy to diversify from its existing electronic business. As disclosed in the 15 July Circular, the operating environment of the electronic industry has been challenging for the Group in the face of declining sales and eroding profit margins amidst intense competition. This has caused the Company to suffer continuous losses for the past 3 financial years, resulting in the Company being placed on the Watch List by the SGX-ST pursuant to Rule 1311 of the Listing Manual with effect from 5 March 2008. As disclosed in Section 12(a) of the 15 July Circular, the Group has closed both its manufacturing plants and facilities located in Bao An Town, Shenzhen, PRC and Penang, Malaysia in 2007 and 2008/9 respectively. The Group has since then consolidated all its manufacturing operations in an existing manufacturing plant and facility located in Buji Town, Shenzhen, PRC, being the remaining one facility operated by the Group. Due to the adverse market conditions, the electronic business of the Group has continued to operate at a loss and expects this business in the near term is still challenging. Hence, with the Group’s diversification of business being approved by its Shareholders in the EGM held on 30 July 2009, the Group will pursue the new business in the exploration, development and production of petroleum and gas resources, which will become the core business of the Group.

As announced on 3 July 2009, pursuant to the approval in-principle letter from the SGX-ST dated 3 July 2009, the Company shall not participate in other greenfield projects, until the Fuyu Project achieves profitability. In addition to the Fuyu Project undertaken by KRL, it is the intention of the Company to continue to undertake other oil and gas resource projects in order to expand its business further into the oil and gas industry with the ultimate aim to emerge as an active player in the oil and gas resource sector. However, the Company will observe and comply with the greenfield restriction imposed by SGX-ST, unless the Company gets a waiver or variation to the greenfield restriction imposed by SGX-ST. To further its business objectives, the Company intends to explore opportunities to undertake or participate in petroleum and/or gas resource evaluation, development and production projects in a similar fashion as is undertaken by KRL in relation to the Fuyu Project or to participate in joint ventures or make acquisition of or invest in suitable oil and gas resource projects, which are involved in exploration, evaluation, development and production projects, where the opportunity arises.

It is inevitable for an oil and gas resource company to engage in exploration and production (“E&P”) strategy which involves multiple assets. This is because single asset E&P companies are over dependent on the outcome, the inherent risk and uncertainty of that single E&P project. On the other hand, a multiple assets E&P company is able to spread the risk and balance the available resources of multiple assets. As disclosed in Section 6 of the 15 July Circular, the acquisition of KRL is the first step of the Company in making its foray into the oil and gas industry. The Company intends to explore other suitable opportunities in the oil and gas sector by undertaking other oil and gas resources projects should the opportunity arise in the future. Currently, this extends to concessions for oil and gas exploration and production projects mainly located in Asia, South East Asia and the Asia-Pacific region. It intends to acquire the rights to existing concessions that has already being granted to existing operators, or obtain a grant of new concession from the relevant governmental authorities or other relevant party, or through the acquisition of target companies which have the rights to existing E&P concessions.

In line with the above, the Board is proposing to change the name of the Company from “Tri-M Technologies (S) Limited” to “RH Petrogas Limited” in order to reflect the change of its core business activities to the business relating to exploration, development and production of oil and gas resources. The Proposed Change of Name will enable the Company to create a new brand identity for itself and develop a new positioning in the marketplace. These efforts will facilitate the Company’s development of its new core business as and when it makes further inroads into the oil and gas resource sector.

## **2.2 Administrative Procedures**

Subject to the resolution for the change of the Company’s name to “RH Petrogas Limited” being carried as a special resolution at the EGM, the Company will, on the completion date, lodge the prescribed forms and documents with the ACRA relating to its change of name. Upon the issue of a certificate by the ACRA on change of name to the Company under its new name, the change of name shall become effective. The Company will issue an announcement, after its receipt of such certificate from the ACRA, to notify Shareholders of the coming into effect of the Company’s new name.

Shareholders should note that the change of the Company’s name does not affect the legal status of the Company.

## **2.3 Existing Share Certificates**

Shareholders should take note that notwithstanding the change of name, the Company will not recall existing share certificates bearing the current name of the Company, which will continue to be prima facie evidence of legal title. No further action is required on the part of the Shareholders.

## **3. PROPOSED NEW SHARE ISSUE MANDATE**

### **3.1 Existing Share Issue Mandate**

The Company had, at its annual general meeting (“AGM”) held on 28 April 2009, passed a resolution pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual granting the Directors a general mandate (the “Existing Share Issue Mandate”) to issue and allot new shares and convertible securities in the capital of the Company.

As at the date of the AGM on 28 April 2009, the total number of issued Shares in the capital of the Company comprises 273,821,443 Shares. Under the Existing Share Issue Mandate, the limits on the number of Shares which the Board will have the authority to issue without the need to obtain a specific approval from its Shareholders are, as follows:

- (a) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued to existing Shareholders on a pro-rata basis is 136,910,721 Shares (being 50% of the total number of issued Shares in the capital of the Company as at 28 April 2009);

- (b) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued to existing Shareholders on a pro-rata renounceable rights issue basis is 273,821,443 Shares (being 100% of the total number of issued Shares in the capital of the Company as at 28 April 2009); and
- (c) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued other than to existing Shareholders on a pro-rata basis is 54,764,288 Shares (being 20% of the total number of issued Shares in the capital of the Company as at 28 April 2009).

Utilising the Existing Share Issue Mandate, the Company has on 29 September 2009 issued 54,500,000 new Shares (representing 19.9% of the total number of issued Shares in the capital of the Company on the date of the AGM), pursuant to the completion of the share placement ("Placement") as previously announced. This leaves the Company with 264,288 new Shares (representing approximately 0.1% of the total number of issued Shares in the capital of the Company on the date of the AGM) which can be issued pursuant to the Existing Share Issue Mandate other than to existing Shareholders on a pro rata basis.

The estimated net proceeds from the placement of 54,500,000 new Shares at an issue price of S\$0.80 for each new share of approximately S\$41.6 million (after deducting the estimated expenses) will be utilised as follows:-

- (a) S\$10 million as part payment of the unpaid cash consideration (being an aggregate sum of S\$20 million) for the acquisition of the entire issued share capital of KRL which was completed in August 2009;
- (b) S\$30 million to fund the capital expenditure and operating costs in connection with the Fuyu Project in preparation for commercial production; and
- (c) the balance to fund the general working capital of the Company.

Following the completion of:

- (a) the acquisition of the entire issued capital of KRL on 17 August 2009 and the issue of 112,500,000 new Shares to the vendors of the shares in KRL as settlement of part of the acquisition consideration as approved by Shareholders in the EGM held on 30 July 2009 pursuant to the 15 July Circular;
- (b) the issue of 15,000,000 new Shares in settlement of the sum of S\$12.0 million from the outstanding loan owing to Surreyville Pte Ltd (a controlling shareholder of the Company) as approved by Shareholders in the EGM held on 30 July 2009 pursuant to the 15 July Circular; and
- (c) the issue of 54,500,000 new Shares on 29 September 2009 pursuant to the Placement.

the total number of issued Shares in the capital of the Company was therefore increased to 455,821,443 Shares.

The above mentioned 112,500,000 new Shares issued to the vendors of the shares in KRL and 15,000,000 new Shares in settlement of the sum of S\$12.0 million from the outstanding loan owing to Surreyville Pte Ltd, pursuant to the 15 July Circular were issued pursuant to the separate Shareholders' approval obtained in the EGM held on 30 July 2009 and the Existing Share Issue Mandate was not utilised to issue the above mentioned 112,500,000 new Shares and 15,000,000 new Shares.



In light of the changes to the capital structure of the Company brought about by the aforesaid transactions, it is proposed that the Existing Share Issue Mandate be revoked and a Proposed New Share Issue Mandate be granted to the Directors pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual for the rationale described in Section 3.3 of this Circular.

### **3.2 Proposed New Share Issue Mandate**

The Proposed New Share Issue Mandate is intended to give the Board a mandate to issue new Shares with higher limits. The Proposed New Share Issue Mandate, if approved in this EGM, will authorise the Board to issue shares in the capital of the Company whether such issue of new Shares is by way of rights, bonus or otherwise, or due to the grant of offers, agreements or options (collectively, "instruments") that might or would require new Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares, or issue Shares in pursuance of any instrument made, subject to the following limitations namely, that the aggregate number of Shares (including shares to be issued in pursuance of the instruments, made or granted) to be issued must not be more than 50% of the total issued share capital of the Company, of which the aggregate number of Shares and instruments issued other than on a pro rata basis to existing Shareholders must be not more than 20% of the total issued share capital of the Company. The aforesaid 50% limit may be increased to 100% for the Company to undertake pro-rata renounceable rights issue. For the purpose of determining the aggregate number of Shares that may be issued under the Proposed New Share Issue Mandate, the percentage of issued share capital shall be based on the existing share capital of the Company at the time this Resolution is passed, after adjusting for:

- (a) new shares arising from the conversion or exercise of any convertible securities;
- (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.

The Proposed New Share Issue Mandate, once approved, will continue in force until the conclusion of the Company's next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is earlier, unless revoked or varied by the Company in a general meeting.

If the Proposed New Share Issue Mandate is approved by Shareholders in this EGM, the Board will have the authority to issue such number of new Shares without the need to obtain the prior approval of Shareholders, as follows:

- (a) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued to existing Shareholders on a pro-rata basis is 227,910,721 Shares (being 50% of the total number of issued Shares in the capital of the Company as at the date of this EGM);
- (b) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued to existing Shareholders on a pro-rata renounceable rights issue basis is 455,821,443 Shares (being 100% of the total number of issued Shares in the capital of the Company as at the date of this EGM); and
- (c) the maximum number of new Shares (including new Shares arising from the issue of convertible securities or other equity instruments) to be issued other than to existing Shareholders on a pro-rata basis is 91,164,288 Shares (being 20% of the total number of issued Shares in the capital of the Company as at the date of this EGM).

### **3.3 Rationale for the Proposed New Share Issue Mandate**

As disclosed in the 15 July 2009 Circular at paragraph 2.2, KRL is currently at the evaluation phase of the Fuyu Project. KRL intends to identify and select efficient and effective methods to produce crude oil from the oilfields in the contract area before progressing to the development phase and then the production phase where commercial production of crude oil will take place. Although KRL will generate some revenue prior to the commercial production of crude oil at the Fuyu Project, such revenue will not be sufficient to cover the investment costs for capital expenditure and operating costs required by KRL for the evaluation phase and development phase.

Hence, the Company will have to fund the costs and expenses required for the different phases of the Fuyu Project. As further disclosed in the 15 July 2009 Circular, the Company intends to obtain such funding from new equity issue, debt instruments and/or external bank borrowings, as appropriate. The Proposed New Share Issue Mandate will give the Board a mandate to issue new Shares with higher maximum limits as explained in Section 3.2 of this Circular, thus giving the Board greater flexibility in planning its fund raising exercise in order to cater for the operational requirements of the Fuyu Project.

In addition, as mentioned in Section 2.1 of this Circular, the Company intends to explore opportunities to undertake other oil and gas resource projects in order to expand its business further into the oil and gas industry. Such opportunities include acquisitions of companies involving in oil and gas resource operations and/or acquisitions of oil and gas resource concessions or projects. The Company will consider raising funds through the issue of new Shares (where the market conditions permit) to carry out such acquisitions, should the opportunity arises.

The Directors are of the opinion that a general (as opposed to a specific) approval for the Board to issue new Shares of the Company under the Proposed New Share Issue Mandate will enable the Company to act quickly and take advantage of market conditions as well as enable the Directors to have greater flexibility and scope in negotiating with third parties in potential fund raising exercises or other arrangements or transactions involving the capital of the Company. The expense and delay or otherwise in having to convene further general meetings of the Company to approve the issue and allotment of new Shares and convertible securities of the Company in excess of the Existing Share Issue Mandate would also be avoided.

The Company does not expect the total outlay (as described in Section 2.2 of the 15 July Circular) to be incurred by the Group for the Fuyu Project prior to KRL achieving profitability to exceed an aggregate sum of S\$136.4 million. Pursuant to the Placement, the Company has raised S\$30 million to fund the capital expenditure and operating costs for the Fuyu Project. The Company intends to raise further funds through the issue of new shares or convertible securities when it requires additional funds for the Fuyu Project, acquisition of oil and gas operations and/or concessions, general working capital of the Group or other purposes.

As the Company is only entitled to issue the remaining 264,288 new Shares (representing approximately 0.1% of the total number of issued Shares in the capital of the Company on the date of the AGM) other than to existing Shareholders on a pro rata basis pursuant to the Existing Share Issue Mandate, the Company will need to seek specific approval from Shareholders if it wishes to carry out share placement exercise at any time prior to the next AGM to be held by 30 April 2010. Due to the volatility of the stock market and the duration of at least 3 to 4 months before shareholders' approval can be obtained as a result of the long process involved in preparing a shareholders' circular, seeking the SGX-ST's approval and the notice requirement to hold an EGM, investors in general will not be prepared to commit to an investment involving listed securities unless a huge discount from its trading market price is given to them. It will not be favourable to the Company and its minority shareholders if the Company is being placed in a position to give a huge discount from its trading market prices in order to raise funds through a share placement.

## 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

### 4.1 Interests in the Company

The interests of the Directors and Substantial Shareholders in the capital of the Company as at the Latest Practicable Date are as follows:-

|  | Direct Interest |                  | Deemed Interest |                  |
|--|-----------------|------------------|-----------------|------------------|
|  | No. of Shares   | % <sup>(5)</sup> | No. of Shares   | % <sup>(5)</sup> |
| <b>Directors</b>   |                 |                  |                 |                  |
| Tan Sri Datuk Sir Tiong Hiew King <sup>(1), (4)</sup>            | –               | –                | 315,389,486     | 69.19            |
| Dato' Sri Dr Tiong Ik King <sup>(1)</sup>                        | –               | –                | 202,889,486     | 44.51            |
| Tiong Kiew Chiong <sup>(2)</sup>                                 | –               | –                | 5,005,000       | 1.098            |
| Tiong Chiong Ee  | –               | –                | –               | –                |
| Foo Sac Phoon <sup>(3)</sup>                                     | 50,000          | 0.011            | 20,000          | 0.004            |
| Abbasbhoy Haider Nakhoda   | –               | –                | –               | –                |
| Lee Hock Lye   | –               | –                | –               | –                |
| Yeo Yun Seng Bernard   | –               | –                | –               | –                |
| <b>Substantial Shareholders</b>                                  |                 |                  |                 |                  |
| Surreyville Pte Ltd  | 202,889,486     | 44.51            | –               | –                |
| Woodsville International Limited <sup>(1)</sup>                  | –               | –                | 202,889,486     | 44.51            |
| Sharptone Investments Limited <sup>(4)</sup>                     | 112,500,000     | 24.68            | –               | –                |
| Tiong Kiu King <sup>(4)</sup>                                    | –               | –                | 112,500,000     | 24.68            |
| Kim Eng Securities Pte. Ltd.                                     | 35,175,000      | 7.717            | –               | –                |
| Kim Eng Holdings Limited <sup>(6)</sup>                          | –               | –                | 35,175,000      | 7.717            |
| Mitsubishi UFJ Financial Group, Inc. <sup>(6)</sup>              | –               | –                | 35,175,000      | 7.717            |
| Mitsubishi UFJ Securities Co., Ltd <sup>(6)</sup>                | –               | –                | 35,175,000      | 7.717            |
| Yuanta Financial Holdings Co., Ltd <sup>(6)</sup>                | –               | –                | 35,175,000      | 7.717            |
| Yuanta Securities Co., Ltd <sup>(6)</sup>                        | –               | –                | 35,175,000      | 7.717            |
| Yuanta Securities Asia Financial Services Limited <sup>(6)</sup> | –               | –                | 35,175,000      | 7.717            |

#### Notes:

- (1) Dato' Sri Dr. Tiong Ik King and Tan Sri Datuk Sir Tiong Hiew King's deemed interest arises from their shareholding in Woodsville International Limited, the holding company of Surreyville Pte Ltd.
- (2) Tiong Kiew Chiong's shareholdings in the Company is registered in the name of Citibank Nominees Singapore Pte Ltd.
- (3) Foo Sac Phoon is deemed to be interested in the 20,000 ordinary shares held by his spouse, Tan Lay Yen.
- (4) Sharptone Investments Limited is the investment holding company nominated by the vendors to receive the entire 112,500,000 Consideration Shares. Its entire issued share capital is held by Tiong Kiu King and Tan Sri Datuk Sir Tiong Hiew King in equal proportion. Tiong Kiu King and Tan Sri Datuk Sir Tiong Hiew King are both deemed to be interested in the Shares held by Sharptone Investments Limited.
- (5) Computed based on the total issued share capital of 455,821,443 Shares.
- (6) These companies are deemed to be interested in the 35,175,000 Shares held by Kim Eng Securities Pte. Ltd. by virtue of Section 7 of the Companies Act.

### 4.2 Save as disclosed in this Circular, none of the Directors or Controlling Shareholders has any interest, direct or indirect, in the Proposed Change of Name and the Proposed New Share Issue Mandate.

## **5. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page 13 of this Circular, will be held at 19 Kallang Avenue #06-163, Singapore 339410 on Friday, 20 November 2009, at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the special resolution and the ordinary resolution set out in the notice of EGM.

## **6. DIRECTORS' RECOMMENDATIONS**

The Directors are of the opinion that the Proposed Change of Name and the Proposed New Share Issue Mandate are in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Proposed Change of Name and the Proposed New Share Issue Mandate at the EGM.

## **7. ACTION TO BE TAKEN BY SHAREHOLDERS**

- 7.1 Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at 19 Kallang Avenue #06-163 Singapore 339410 not less than 48 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.
- 7.2 A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors (including those who may have delegated detailed supervision of the preparation of this Circular) collectively and individually accept responsibility for the accuracy of the information contained in this Circular and confirm that, having made all reasonable enquiries, to the best of their knowledge and belief, the facts stated and opinions expressed in this Circular are fair and accurate in all material respects as at the Latest Practicable Date and that there are no material facts the omission of which would make any statement in this Circular misleading in any material respect.

## **9. INSPECTION OF DOCUMENTS**

The following documents are available for inspection at the registered office of the Company at 19 Kallang Avenue, #06-163, Singapore 339410 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Annual Report of the Company for FY2008;
- (b) the Memorandum and Articles of Association of the Company; and
- (c) E-approval from ACRA dated 3 August 2009 in respect of the change of the Company's name to "RH Petrogas Limited".

Yours faithfully  
For and on behalf of the Board of Directors

Tan Sir Datuk Sir Tiong Hiew King  
Executive Chairman

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### TRI-M TECHNOLOGIES (S) LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number 198701138Z)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **Tri-M Technologies (S) Limited** (the “**Company**”) will be held at 19 Kallang Avenue #06-163, Singapore 339410 on Friday, 20 November 2009, at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below:

#### SPECIAL RESOLUTION

##### Proposed Change of Name of the Company

THAT:

- (a) the name of the Company “Tri-M Technologies (S) Limited” be changed to “RH Petrogas Limited” and that the name “RH Petrogas Limited” be substituted for “Tri-M Technologies (S) Limited” wherever the latter name appears in the Company’s Memorandum and Articles of Association; and
- (b) each of the Directors of the Company be and is hereby authorised to complete and do all such acts and things (including executing or amending such documents as may be required) as he may consider necessary, desirable or expedient to give effect to this resolution as he may deem fit.

#### ORDINARY RESOLUTION

##### Proposed New Share Issue Mandate

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the resolution passed by Shareholders as Ordinary Resolution 7 at the Annual General Meeting of the Company held on 28 April 2009 be and is hereby revoked and the Directors of the Company be authorised and empowered to:

- (a)
  - (i) issue shares in the Company (“shares”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) the 50% limit in sub-paragraph (1) above may be increased to 100% for the Company to undertake pro-rata renounceable rights issues;
- (4) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
- (5) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

By Order of the Board  
**Tri-M Technologies (S) Limited**

Wee Woon Hong  
Company Secretary  
28 October 2009

**Notes:**

- (1) A shareholder of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company ("EGM") may appoint not more than two proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 19 Kallang Avenue #06-163 Singapore 339410 not later than 48 hours before the time appointed for the holding of the EGM.
- (3) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

## PROXY FORM

### TRI-M TECHNOLOGIES (S) LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 198701138Z)

**Important:**

1. For investors who have used their CPF monies to buy shares in the capital of Tri-M Technologies (S) Limited, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We\* \_\_\_\_\_ (Name) NRIC/Passport number\* \_\_\_\_\_ of \_\_\_\_\_ (Address) being a shareholder/shareholders\* of Tri-M Technologies (S) Limited (the “**Company**”) hereby appoint:

| Name    | NRIC/Passport Number | Proportion of Shareholdings |   |
|---------|----------------------|-----------------------------|---|
|         |                      | No. of Shares               | % |
| Address |                      |                             |   |

and/or\*

| Name    | NRIC/Passport Number | Proportion of Shareholdings |   |
|---------|----------------------|-----------------------------|---|
|         |                      | No. of Shares               | % |
| Address |                      |                             |   |

or failing him/her, the Chairman of the Extraordinary General Meeting (the “**EGM**”) of the Company as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf and, if necessary, to demand a poll at the EGM of the Company to be held at 19 Kallang Avenue #06-163, Singapore 339410 on Friday, 20 November 2009, at 3.00 p.m., and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the resolution as set out in the Notice of EGM. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the EGM)

| No. | Resolution   | To be used on a show of hands |         | To be used in the event of a poll |                           |
|-----|--|-------------------------------|---------|-----------------------------------|---------------------------|
|     |  | For                           | Against | Number of Votes For**             | Number of Votes Against** |
| 1   | <u>Special Resolution</u><br>To approve the Proposed Change of Name of the Company |                               |         |                                   |                           |
| 2   | <u>Ordinary Resolution</u><br>To approve the Proposed New Share Issue Mandate      |                               |         |                                   |                           |

\* Delete accordingly

\*\* If you wish to exercise all your votes “For” or “Against”, please indicate an “X” within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2009

|                             |
|-----------------------------|
| Total Number of Shares held |
|                             |

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



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## PROXY FORM

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**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members of the Company, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
2. A shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
3. The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 19 Kallang Avenue #06-163 Singapore 339410 not less than 48 hours before the time appointed for the EGM.
4. Where a shareholder appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy and, if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50.
8. The submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the EGM if he so wishes.
9. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.