

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **RH PETROGAS LIMITED** (the "Company") will be held at 19 Kallang Avenue #06-163, Singapore 339410 on Wednesday, 28 April 2010 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2009 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$100,000 for the financial year ended 31 December 2009 (2008: S\$90,000) **(Resolution 2)**
3. To re-elect Mr Tiong Kiew Chiong, a Director retiring by rotation under Article 90 of the Company's Articles of Association. **(Resolution 3)**
4. To re-elect Mr Tiong Chiong Ee, a Director retiring by rotation under Article 90 of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect Dato' Sri Dr Tiong Ik King, a Director retiring by rotation under Article 106 of the Company's Articles of Association. (see explanatory note 1) **(Resolution 5)**
6. To re-elect Mr Abbasbhoy Haider Nakhoda, a Director retiring by rotation under Article 106 of the Company's Articles of Association. (see explanatory note 2) **(Resolution 6)**
7. To re-appoint Tan Sri Datuk Sir Tiong Hiew King as a Director of the Company pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. **(Resolution 7)**
8. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without any modifications:

9. Authority to Allot and Issue Shares (Resolution 9)

"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 ("SGX-ST"), 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);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) 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 SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) 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."

(see explanatory note 3)

10. Authority to Issue Shares at a Discount (Resolution 10)

"That subject to and pursuant to the share issue mandate in Resolution 9 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST."

(see explanatory note 4)

11. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Wee Woon Hong
 Company Secretary
 Singapore
 9 April 2010

Explanatory Notes:

1. Dato' Sri Dr Tiong Ik King will, upon re-appointment as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees of the Company.
2. Mr Abbasbhoy Haider Nakhoda will, upon re-appointment as a Director of the Company, remain as the Chairman of the Audit Committee, a member of the Nominating and Remuneration Committees of the Company, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
3. The Ordinary Resolution 9 in proposed item 9 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company. The 50% limit referred to in the preceding sentence may be increased to 100% for the Company to undertake pro-rata renounceable rights issues from the date of this Annual General Meeting until 31 December 2010 or such timeline as may be prescribed by the SGX-ST.
4. The Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until 31 December 2010 or such timeline as may be prescribed by the SGX-ST to issue new shares (other than on a pro-rata basis to existing shareholders of the Company) at an issue price of up to 20% discount to the weighted average price per share.

Notes:

- (i) A member of the Company entitled to attend and vote at the above Annual General Meeting may appoint not more than two proxies to attend and vote instead of him.
- (ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy 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 holding the above Annual General Meeting.