



RH PetroGas

常青石油及天然气

RH PETROGAS LIMITED

(Company Registration No.: 198701138Z)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of **RH PETROGAS LIMITED** (the "**Company**") will be held at 20 Harbour Drive, PSA Vista #06-03, Singapore 117612 on Tuesday, 7 August 2012 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:-

Capitalised terms used but not otherwise defined herein shall bear the same meanings ascribed to them in the Circular dated 20 July 2012.

ORDINARY RESOLUTION 1: PROPOSED DEBT CONVERSION

That:-

- (A) approval be and is hereby given for the Proposed Debt Conversion and for the Company to issue and allot an aggregate of 157,455,957 Debt Conversion Shares at the Conversion Price for each Debt Conversion Share to RH Capital Limited, Sharptone Investments Limited and Surreyville Pte Ltd to be credited as fully paid on issue in full settlement of the Outstanding Debts, pursuant to and subject to the terms and conditions of the Debt Conversion Deed; and
- (B) the Directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to this Resolution.

ORDINARY RESOLUTION 2: THE PROPOSED PLACEMENT

That:-

- (A) approval and authority be and is hereby given to the Directors of the Company to:-
 - (i) allot and issue up to 262,292,000 Placement Shares at an Issue Price to be determined by the Board at its discretion which shall not be less than S\$0.360 for each Placement Share and up to 87,431,000 Placement Warrants in registered form to be issued together with the Placement Shares at an Exercise Price to be determined by the Board at its discretion which shall be at a premium of up to 20% to the Issue Price for each Placement Warrant pursuant to such structure, at such ratio of Placement Warrants in relation to the Placement Shares and in such manner, on such terms and at such time(s) as determined jointly by the Board and the Sole Global Coordinator following a bookbuilding process at the relevant time(s); and
 - (ii) create and issue such further or additional Placement Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (such as an event requiring an adjustment of the number of Placement Warrants) (any such further Placement Warrants to rank *pari passu* with the Placement Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
- (B) approval and authority be and is hereby given to the Directors of the Company to allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:-
 - (i) such number of Warrant Shares on the exercise of the Placement Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such Warrant Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares of the Company (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions the record date for which falls before the date of issue of the Warrant Shares; and
 - (ii) such further or additional Warrant Shares as may be required to be allotted and issued on the exercise of any further or additional Placement Warrants referred to in paragraph (A)(ii) above; and
- (C) the Directors of the Company and each of them be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they or he may consider necessary, desirable or expedient to give effect to this Resolution.

By Order of the Board
RH Petrogas Limited

Wee Woon Hong
Company Secretary

20 July 2012

Notes:-

- (1) A shareholder of the Company entitled to attend and vote at the EGM of the Company 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 20 Harbour Drive, PSA Vista #06-03, Singapore 117612 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.