

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **RH PETROGAS LIMITED** (the "Company") will be held at Nautical III Room, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on Friday, 24 April 2015 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 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$403,123 for the financial year ended 31 December 2014. (2013: S\$333,000) **(Resolution 2)**
3. To re-elect Mr Achmad Lukman Kartanegara, a Director retiring under Article 90 of the Company's Articles of Association and who being eligible, offers himself for re-election. **(Resolution 3)**
(see explanatory notes 1 and 4)
4. To re-elect Dato' Sri Dr Tiong Ik King, a Director retiring by rotation under Article 106 of the Company's Articles of Association and who being eligible, offers himself for re-election. **(Resolution 4)**
(see explanatory notes 2 and 4)
5. To re-elect Mr Peter Ng Choong Joo, a Director retiring by rotation under Article 106 of the Company's Articles of Association and who being eligible, offers himself for re-election. **(Resolution 5)**
(see explanatory note 4)
6. To re-appoint Mr Abbasbhoy Haider Nakhoda, a Director retiring pursuant to Section 153(2) of the Companies Act of Singapore (Cap. 50) (the "Companies Act") and who being eligible, offers himself for re-appointment pursuant to Section 153(6) of the Companies Act, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. **(Resolution 6)**
(see explanatory notes 3 and 4)
7. To re-appoint Tan Sri Datuk Sir Tiong Hiew King, a Director retiring pursuant to Section 153(2) of the Companies Act and who, being eligible, offers himself for re-appointment pursuant to Section 153(6) of the Companies Act, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. **(Resolution 7)**
(see explanatory note 4)
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 Resolution as an Ordinary Resolution, with or without any modifications:

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

"That pursuant to Section 161 of the Companies Act and Rule 806 of the listing manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

 - (a) issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - (b) make or grant offers, agreements or options 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 (collectively, "Instruments"),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 (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:
 - (i) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustments effected under any relevant Instrument) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) 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 cent (20%) of the total number of issued Shares in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of 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 (i) above, the total number of issued Shares shall be calculated and 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:
 - (I) new Shares arising from the conversion or exercise of any convertible securities;
 - (II) new Shares arising from the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
 - (III) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (iii) in exercising the authority granted by this Resolution, the Company shall comply with the provisions of Companies Act, 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 for the time being of the Company; and
 - (iv) (unless revoked or varied by the Company in a general meeting), such authority granted under this Resolution 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 5)
 10. 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 2015

EXPLANATORY NOTES:

1. Mr Achmad Lukman Kartanegara will, upon re-appointment as a Director of the Company, continue to serve as a member of the Audit and Nominating Committees. Mr Lukman is considered by the Nominating Committee to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
2. Dato' Sri Dr Tiong Ik King will, upon re-appointment as a Director of the Company, continue to serve as a member of the Audit, Nominating and Remuneration Committees. Dr Tiong is considered by the Nominating Committee to be non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
3. Mr Abbasbhoy Haider Nakhoda will, upon re-appointment as a Director of the Company, continue to serve as the Chairman of the Audit Committee and as a member of the Nominating and Remuneration Committees. Mr Nakhoda is considered by the Nominating Committee to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.
4. Information regarding Directors and the details of the current directorships in other listed companies and other principal commitments of Directors can be found in the Board of Director and the Corporate Governance Report sections of this Annual Report.
5. The Ordinary Resolution 9, 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.

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/she shall specify the proportion of his/her 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 proxy 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 20 Harbour Drive, PSA Vista #06-03, Singapore 117612, not less than 48 hours before the time appointed for holding the above Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s and/or representative's personal data by the Company (and/or its agents and service providers) for the purpose of the processing and administration by the Company (and/or its agents and service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (and/or its agents and service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (and/or its agents and service providers), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Your and your proxy and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share register and/or agents and service providers or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's (and its agent's and service provider's) verification and record purposes. "personal data" in this Notice of the Annual General Meeting has the same meaning as "personal data" in the Personal Data Protection Act 2012 ("PDPA"), which includes your and your proxy's and/or representative's name, address and NRIC/Passport number.