

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 (“AGM”) of **RH PETROGAS LIMITED** (the “Company”) will be held at 20 Harbour Drive, PSA Vista #06-03, Singapore 117612 on Friday, 26 April 2019 at 10.00 a.m., for the following purposes:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2018 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$441,000 for the financial year ended 31 December 2018. **(Resolution 2)** (2017: S\$441,000)
3. To note the retirement of Tan Sri Datuk Sir Tiong Hiew King, a Director retiring pursuant to Regulation 106 of the Company’s Constitution. Tan Sri Datuk Sir Tiong Hiew King has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM. (see explanatory notes 1 and 2)
4. To re-elect Dato’ Sri Dr Tiong Ik King as a Director of the Company, retiring by rotation under Regulation 106 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 3)** (see explanatory notes 1, 2 and 3)
5. To re-elect Mr Tiong Kiong King as a Director of the Company, retiring by rotation under Regulation 106 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 4)** (see explanatory notes 1 and 4)
6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS:

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

7. Authority to Allot and Issue Shares

“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 (excluding treasury shares and subsidiary holdings) (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 (excluding treasury shares and subsidiary holdings) (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 (excluding treasury shares and subsidiary holdings) 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 Constitution 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

(see explanatory note 5)

8. To transact any other business that may be properly transacted at an AGM.

BY ORDER OF THE BOARD

Wee Woon Hong
 Company Secretary
 Singapore
 11 April 2019

EXPLANATORY NOTES:

1. 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 Directors and the Corporate Governance Report sections of this Annual Report.
2. Tan Sri Datuk Sir Tiong Hiew King who is due to retire pursuant to Regulation 106 of the Company’s Constitution has decided not to seek re-election and will therefore retire as a Director at the conclusion of the forthcoming AGM. Upon his cessation as Director, Tan Sri Datuk Sir Tiong Hiew King will also cease to be the Executive Chairman of the Company. Pursuant to the recommendation of the Nominating Committee, the Board has approved the appointment of Dato’ Sri Dr Tiong Ik King to be the Non-Executive and Non-Independent Chairman to succeed Tan Sri Datuk Sir Tiong Hiew King, following Tan Sri Datuk Sir Tiong Hiew King’s retirement and Dato’ Sri Dr Tiong Ik King’s re-election as Director at the conclusion of the forthcoming AGM.
3. Dato’ Sri Dr Tiong Ik King will, upon re-election as a Director of the Company, serve as Non-Executive and Non-Independent Chairman of the Company and a member of the Company’s Audit, Nominating and Remuneration Committees. Dato’ Sri Dr Tiong is considered by the Board to be Non-Independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to pages 135 to 139 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
4. Mr Tiong Kiong King will, upon re-election as a Director of the Company, continue to serve as Non-Executive and Non-Independent Director of the Company. Please refer to pages 135 to 139 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
5. The Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM 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 (excluding treasury shares and subsidiary holdings), 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 AGM may appoint not more than two (2) proxies to attend and vote instead of him.
- (ii) Where a member appoints two (2) 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) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two (2) proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
- (iv) 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.
- (v) 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 AGM.
- (vi) A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the above Meeting in order for the Depositor to be entitled to attend and vote at the above AGM.

Personal Data Privacy:

By attending, speaking, proposing, seconding and/or voting at the AGM and/or by a member of the Company submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and/or vote at the AGM and/or any adjournment thereof, the person/member (i) understands and accepts that photographs, images, audio and/or video recordings and transcripts of the AGM may be taken and/or made by the Company (and/or its agents and service providers), (ii) consents to the collection, use and disclosure of the person’s/member’s and its proxy(ies)’s or representative’s personal data by the Company (and/or its agents and service providers) for legal, regulatory, compliance, corporate policies, procedures and administration, corporate actions, corporate communications and investor relations purposes and for the purposes of the processing, administration and record keeping by the Company (and/or its agents and service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation, compilation, recording, keeping of the attendance lists, transcripts, minutes and other documents relating to the AGM (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 and for publication and/or use in the Company’s Annual Report, corporate brochures, newsletters, publications, materials and/or corporate website by the Company (and/or its agents and service providers) (collectively, the “Purposes”), (iii) 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 (iv) 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.