

# NOTICE OF ANNUAL GENERAL MEETING

## RH PETROGAS LIMITED

(Company Registration Number 198701138Z)

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of **RH PETROGAS LIMITED** (the “**Company**”) will be held at Nautical Room, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887 on Thursday, 27 April 2023 at 10.00 a.m., to transact the following business:

### AS ORDINARY BUSINESS:

1. To receive and adopt the Directors’ Statement and the Audited Consolidated Financial Statements for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ fees of S\$468,100 for the financial year ended 31 December 2022. (2021: S\$429,450) **(Resolution 2)**
3. To re-elect Dato’ Sri Dr Tiong Ik King as a Director of the Company, retiring by rotation under Regulation 94 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 3)**  
(see explanatory notes 1 and 2)
4. To re-elect Mr Yeo Yun Seng Bernard as a Director of the Company, retiring by rotation under Regulation 94 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 4)**  
(see explanatory notes 1 and 3)
5. To re-elect Mr Timothy Tiong Ing Zun as a Director of the Company, retiring under Regulation 100 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 5)**  
(see explanatory notes 1 and 4)
6. To re-elect Mr Khoo Kar Khoon as a Director of the Company, retiring under Regulation 100 of the Company’s Constitution and who being eligible, offers himself for re-election. **(Resolution 6)**  
(see explanatory notes 1 and 5)
7. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

### AS SPECIAL BUSINESS:

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

8. **Authority to Allot and Issue Shares and Convertible Securities** **(Resolution 8)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**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 share capital of 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**”),

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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 (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) 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 (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 (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 which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
  - (II) new Shares arising from the exercise of share options or the vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution and provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; 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 6)

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

BY ORDER OF THE BOARD

Wee Woon Hong  
Company Secretary  
Singapore

12 April 2023

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## EXPLANATORY NOTES:

1. Information regarding Directors and the details of the current directorships in other listed companies and other principal commitments of Directors is appended to this Notice under the section titled "Additional Information on Directors Seeking Re-election" (the "**Additional Information Section**"); and further details can also be found in the Board of Directors and the Corporate Governance Report sections of the Company's Annual Report 2022 ("**Annual Report**"). The Annual Report is available on the SGX website (<https://www.sgx.com/securities/annual-reports-related-documents>) and on the Company's website (<http://rhpetrogas.listedcompany.com/ar.html>).
2. Dato' Sri Dr Tiong Ik King will, upon re-election as a Director of the Company, continue to serve as the Non-Executive and Non-Independent Chairman of the Company and a member of the Company's Audit, Nominating and Remuneration Committees. Please refer to the Additional Information Section for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
3. Mr Yeo Yun Seng Bernard will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Company's Remuneration Committee and as a member of the Company's Audit and Nominating Committees. Mr Yeo Yun Seng Bernard is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to the Additional Information Section for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
4. Mr Timothy Tiong Ing Zun will, upon re-election as a Director of the Company, continue to serve as a Non-Executive and Non-Independent Director of the Company. Please refer to the Additional Information Section for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
5. Mr Khoo Kar Khoon will, upon re-election as a Director of the Company, continue to serve as an Independent Director of the Company. Mr Khoo is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to the Additional Information Section for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
6. The Ordinary Resolution 8, 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 the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, 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 (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) This forthcoming AGM will be held at Nautical Room, Republic of Singapore Yacht Club, 52 West Coast Ferry Road, Singapore 126887. It will be held entirely as a physical and in-person AGM. There will be no option for members to participate by electronic means.
- (ii) This Notice is published on the SGX website (<https://www.sgx.com/securities/equities/T13#Company%20Announcements>) and is also made available on the Company's website (<http://rhpetrogas.listedcompany.com/newsroom.html>). **Printed copies of this Notice and the Company's Annual Report 2022 will NOT be sent by post to members (i.e. shareholders) of the Company.**
- (iii) Members who are feeling unwell or who develop or experience COVID-19-like symptoms prior to the AGM are encouraged to exercise social responsibility, rest at home, minimise social interactions and consider appointing a proxy(ies) to attend the AGM. The Ministry of Health strongly advises individuals who are unwell with COVID-19-like symptoms or other respiratory infections to wear a mask when they need to leave their homes.
- (iv) The physical format of the AGM gives members the opportunity to engage directly with the Board at the AGM and vote thereafter.
- (v) In accordance with the guidance on the conduct of general meetings as issued by the SGX-ST on 16 December 2021, the Company will allow seven calendar days for members to submit questions, following the publication of the notice of AGM. The Company will publish its responses to substantial and relevant questions received from members, via the SGXNet platform and on the Company's website by **10.00 a.m. on Sunday, 23 April 2023** (that is no less than 48 hours prior to the closing date and time for the lodgement of proxy voting forms). Members who may have questions relating to each resolution to be tabled for approval at the AGM are to submit their questions by email, together with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport/FIN/Company Registration Number), shareholding type(s) (e.g. CDP/CPF/SRS/Script-based), email address, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as members) to the Company by **10.00 a.m. on Thursday 20 April 2023** to [info@rhpetrogas.com](mailto:info@rhpetrogas.com). The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received.
- (vi) Persons ("**Beneficiaries**") who hold Shares through relevant intermediaries (as defined below) who wish to participate by attending the AGM in person; and Beneficiaries as well as CPF and SRS investors who wish to participate by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact their respective CPF Agent Banks, SRS Operators or relevant intermediaries through which they hold such Shares by **5.00 p.m. on Monday, 17 April 2023**, in order for the necessary arrangements for such participation to be effected.

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- (vii) A member of the Company who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. If no percentage is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (viii) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. In such event, the relevant intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.

Pursuant to Section 181 of the Companies Act, “**relevant intermediary**” means:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (ix) A proxy need not be a member of the Company.
- (x) 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.
- (xi) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Harbour Drive, #06-03, Singapore 117612, or submitted to the Company by email to [info@rhpetrogas.com](mailto:info@rhpetrogas.com), by **10.00 a.m. on Tuesday, 25 April 2023** (that is, not less than 48 hours before the time appointed for holding the above AGM). Members are strongly encouraged to submit the completed and signed PDF copies of their proxy forms to the Company via email.
- (xii) 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 forthcoming AGM in order for the Depositor to be entitled to access the live webcast and attend and vote by appointing the Chairman of the AGM as proxy at the forthcoming AGM.
- (xiii) The Company will publish the minutes of the AGM via the SGXNet platform and the Company’s website within one month after the date of AGM.

## Summary of key dates and times

Dates and times (Deadlines/Opening Time)	Actions
<b>By Monday, 17 April 2023, 5.00 p.m.</b>	Beneficiaries who hold Shares through relevant intermediaries who wish to participate by attending the AGM in person; and Beneficiaries as well as CPF and SRS investors who wish to participate by appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, to contact their respective CPF Agent Banks, SRS Operators or relevant intermediaries (which would include CPF agent banks and SRS operators) through which they hold such Shares in order for the necessary arrangements for such participation to be effected.
<b>By Thursday, 20 April 2023, 10.00 a.m.</b>	For members who have questions relating to the business of the AGM to email their questions to <a href="mailto:info@rhpetrogas.com">info@rhpetrogas.com</a> .
<b>By Tuesday, 25 April 2023, 10.00 a.m.</b>	For members to deposit/email the completed and signed proxy forms either (i) at the Registered Office of the Company at 20 Harbour Drive, #06-03, Singapore 117612, or (ii) to the Company to <a href="mailto:info@rhpetrogas.com">info@rhpetrogas.com</a> .
<b>Thursday, 27 April 2023, 9.00 a.m.</b>	When the AGM registration counter will open and the Share Registrar may verify members’ identity and access/enter the AGM (that is scheduled to commence at 10.00 a.m. on Thursday, 27 April 2023). Members are advised to bring along their NRIC/passport for the Share Registrar to verify their identity.

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## Personal Data Privacy:

By attending, speaking, proposing, seconding and/or voting at the AGM and/or by a member of the Company submitting questions and/or 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, webcasts 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)'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.