

**RH PETROGAS LIMITED
EXTRAORDINARY GENERAL MEETING HELD ON 29 DECEMBER 2021**

RH PETROGAS LIMITED
(the "Company")
(Company Registration No.: 198701138Z)
(Incorporated in the Republic of Singapore)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : Held by way of electronic means (through live webcast comprising both video (audio-visual) and audio-only feeds).
DATE : Wednesday, 29 December 2021
TIME : 10.00 a.m.
PRESENT : As set out in the attendance records maintained by the Company

1. CHAIRMAN

Dato' Sri Dr Tiong Ik King, the Chairman of the Company, had invited Mr Chang Cheng-Hsing Francis, the Group CEO and Executive Director to chair this Extraordinary General Meeting ("**Meeting**" or "**EGM**") of the Company, convened and held by way of electronic means on Wednesday, 29 December 2021 at 10.00 a.m., pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 as amended.

Mr Chang Cheng-Hsing Francis (the "**Chairman**") after having ascertained from BoardRoom Corporate & Advisory Services Pte. Ltd., the Company's Share Registrar (the "**Share Registrar**") that a quorum at the Meeting was verified as attending by electronic means, acknowledged such members who were verified as attending the Meeting by electronic means and called the Meeting to order at 10.00 a.m. The Chairman introduced all the Directors of the Company to those present at the Meeting.

2. NOTICE

The Notice of Meeting dated 14 December 2021 (the "**Notice**"), which was previously published on the SGX website and made available on the Company's website, was taken as read.

The Chairman informed the Meeting that the resolution at the Meeting would be put to vote by way of poll. The Chairman updated that the Company had received the proxy forms of members who had appointed the Chairman of the Meeting as their proxy to vote on their behalf at this Meeting. The Chairman explained that DrewCorp Services Pte. Ltd. had been appointed as scrutineer (the "**Scrutineer**") for the poll, that the Share Registrar had assisted as polling agent, that all proxy forms were submitted not less than 48 hours before the Meeting, that the number of votes for and against the resolution had been verified by the Scrutineer and that the Chairman had received the polling results (the "**Scrutineer's Certificate**") from the Scrutineer and he would announce the results of the votes after the resolution has been presented and proposed. A copy of the Scrutineer's Certificate is to be filed together with these minutes.

The Chairman further explained that members would not be allowed to ask questions during this live webcast of the Meeting. In lieu, members had been given the opportunity to submit their questions relating to the resolution to be tabled for approval at the Meeting, by electronic mail prior to the Meeting. The Company had not received any questions from the shareholders.

The Chairman proceeded to provide the shareholders with a summary that this EGM had been convened to seek Shareholders' approval for the proposed capitalisation (the "**Proposed Capitalisation**") of a significant portion of the shareholder's loans amounting to S\$15,480,000, owing by the Company to Surreyville Pte Ltd ("**Surreyville**") into 90,000,000 new ordinary shares of the Company (the "**Capitalisation Shares**") at an issue price of S\$0.172 per

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Capitalisation Share in full repayment and discharge of the S\$15,480,000, owing by the Company to Surreyville.

The Proposed Capitalisation facilitates the repayment of S\$15,480,000 of the shareholder's loans through the conversion of debt to equity. This will reduce the debt burden of the Company and its subsidiaries (the "**Group**") without adversely affecting its operating cash flow. Further, this will strengthen the Group's financial position and capital base, thus enhancing its flexibility to raise debt and to capitalise on potential growth opportunities.

Based on the unaudited consolidated financial statements of the Group for the nine months ended 30 September 2021, and assuming that the Capitalisation Shares are issued at an issue price of S\$0.172 per Capitalisation Share, the net asset value per share will improve from negative 0.60 US cents to positive 0.81 US cents.

With the strengthening of its balance sheet, the Group will be in a better position to negotiate for more favourable financing terms from financial institutions in respect of any funding requirements which may arise going forward.

The capitalisation price of S\$0.172 per Capitalisation Share, represents firstly a premium of approximately 0.53% to the price of S\$0.1711, being the volume weighted average price of the shares of the Company for trades done on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 5 October 2021, being the trading day before the date on which the conditional capitalisation deed was entered into, and secondly a premium of approximately 12.42% to the price of S\$0.1530, being the volume weighted average price of the shares of the Company for trades done on the SGX-ST over a period of one month up to and including 5 October 2021.

Hong Leong Finance Limited has been appointed as the Independent Financial Adviser ("**IFA**") pursuant to Rule 921(4)(a) of the Listing Manual of the SGX-ST as well as to advise the Independent Directors in respect of the Proposed Capitalisation as an interested person transaction ("**IPT**").

In arriving at the IFA's opinion in respect of the Proposed Capitalisation as an IPT, the IFA has reviewed and deliberated on the following key considerations which the IFA considered to be pertinent in its assessment, namely:

- (i) rationale for the Proposed Capitalisation;
- (ii) assessment of the financial terms of the Proposed Capitalisation;
- (iii) dilution impact on the minority Shareholders arising from the Proposed Capitalisation; and
- (iv) other relevant considerations.

Overall, based on the IFA's analysis and the IFA having considered carefully the information available to them, the IFA is of the opinion that, on balance, the Proposed Capitalisation as an IPT, is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

Accordingly, the IFA has advised the Independent Directors of the Company to recommend that the independent shareholders of the Company vote in favour of the Capitalisation Resolution.

3. ORDINARY RESOLUTION – CAPITALISATION RESOLUTION

The Chairman presented the item on the Notice, which was for the Proposed Capitalisation.

The following Capitalisation Resolution as set out in the Notice was proposed by the Chairman:

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“That:

- 1) approval be and is hereby given for the Proposed Capitalisation and for the Company to allot and issue 90,000,000 Capitalisation Shares at the Capitalisation Price for each Capitalisation Share to Surreyville to be credited as fully paid on issue in full repayment and discharge of the Surreyville Capitalisation Amount, pursuant to and subject to the terms and conditions of the Conditional Capitalisation Deed; and
- 2) 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 and/or he/she may consider necessary, desirable or expedient to give effect to this Resolution.”

The Chairman announced that based on the Scrutineer's Certificate, 10,428,200 shares had voted for and 4,000 shares voted against the resolution respectively. The Chairman declared the resolution carried.

4. ANY OTHER BUSINESS

The Chairman informed that no notice was received in respect of any other business that may be properly transacted at the Meeting.

5. END OF MEETING

There being no other business to transact, the Chairman declared the Meeting closed at 10.11 a.m. and thanked everyone for their attendance.

CONFIRMED BY:

Chang Cheng-Hsing Francis
Chairman of the Meeting