

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 by way of electronic means on Thursday, 28 April 2022 at 10.00 a.m., to transact the following business:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2021 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$429,450 for the financial year ended 31 December 2021. (2020: S\$382,973) **(Resolution 2)**
3. To re-elect Mr Achmad Lukman Kartanegara 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.
(see explanatory notes 1 and 2) **(Resolution 3)**
4. To re-elect Ms Kuan Li Li as a Director of the Company, retiring by rotation under Regulation 94 of the Company's Constitution and who being eligible, offers herself for re-election.
(see explanatory notes 1 and 3) **(Resolution 4)**
5. To note the retirement of Mr Tiong Kiong King, a Director of the Company, retiring by rotation under Regulation 94 of the Company's Constitution. Mr Tiong Kiong King has decided not to seek re-election and will retire at the conclusion of the forthcoming AGM.
(see explanatory note 4) **(Resolution 5)**
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, with or without any modifications, the following Resolutions as Ordinary Resolutions:

7. **Authority to Allot and Issue Shares** **(Resolution 6)**

"That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "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"),

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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 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 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 5)

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8. The Proposed Grant of Options Under the RHP Share Option Scheme 2011 to Dato' Sri Dr Tiong Ik King (Resolution 7)

That the proposed offer and grant to Dato' Sri Dr Tiong Ik King, the Non-Executive and Non-Independent Chairman and a Controlling Shareholder of the Company, of options pursuant to and in accordance with the rules of the RHP Share Option Scheme 2011 on the following terms, be and is hereby approved, and the Directors be and are hereby authorised to allot and issue or deliver from time to time such number of Shares upon the exercise of such options:

(a) Proposed date of grant:

- Within 5 business days from the date of the forthcoming AGM

(b) Number of Shares comprised in the proposed options:

- Up to 1,000,000 Shares (representing approximately 0.12% of the total issued Shares as at 4 April 2022)

(c) Exercise price per Share:

- Up to 20% discount to the market price

(d) Exercise period of options:

- The period from the day after the second anniversary of the date of grant to the day falling before the fifth anniversary of the date of grant

(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

13 April 2022

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 2021 ("**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. Mr Achmad Lukman Kartanegara will, upon re-election as a Director of the Company, continue to serve as a member of the Company's Audit and Nominating Committees. Mr Achmad Lukman Kartanegara 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.

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3. Ms Kuan Li Li will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Company's Nominating Committee and as a member of the Company's Audit and Remuneration Committees. Ms Kuan Li Li 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 Tiong Kiong King who is due to retire pursuant to Regulation 94 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.
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.
6. Please refer to the Letter to Shareholders dated 13 April 2022 (the "**Letter to Shareholders**") which provides shareholders of the Company with information relating to, and to explain the rationale for, the proposal set out in Ordinary Resolution 7, to be tabled at the forthcoming AGM, and to seek shareholders' approval for such proposal at the forthcoming AGM. The Letter to Shareholders 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>).

Notes on the alternative arrangements for the forthcoming AGM:

- (i) This forthcoming AGM is convened and is to be held by electronic means 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 and as amended. 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 Company's Annual Report 2021 will not be mailed to members (i.e. shareholders) of the Company.**
- (ii) In view of the COVID-19 restrictions imposed by the Government of Singapore, **members will not be able to attend the forthcoming AGM in person**. A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the forthcoming AGM must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. A member should specifically indicate how the member wishes to vote for or vote against (or abstain from voting on) the resolutions.
- (iii) A member who wishes to watch and observe the proceedings of the AGM through a live webcast (comprising both video (audio-visual) and audio-only feeds) via their mobile phones, tablets or computers are to submit their request by email, with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport Number/FIN), 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 member) to the Company by **10.00 a.m. on Tuesday, 26 April 2022** (i.e. not less than 48 hours before the time appointed for holding the above AGM), to info@rhpetrogas.com.

Upon successful authentication, each such member will receive an email reply by **3.00 p.m. on Wednesday, 27 April 2022**. The email reply will contain instructions to access the live webcast of the AGM proceedings. Only authenticated members are permitted to access and attend the AGM proceedings. Members who have pre-registered by the deadline of **10.00 a.m. on Tuesday, 26 April 2022** but have not received an email reply by **3.00 p.m. on Wednesday, 27 April 2022** are to contact the Company for assistance by phone (at (65) 6216 3988) or by email (at info@rhpetrogas.com) as soon as practicable.

On the day of the AGM, before an authenticated and pre-registered member may access the live webcast and attend the AGM (by electronic means), the member's identity is required to be verified by the Company's Share Registrar. Members are encouraged to log in (to access to the live webcast of the AGM proceedings) early to avoid possible bottlenecks and potential delays. We seek your kind understanding and cooperation. Members may log in from **9.00 a.m. on Thursday, 28 April 2022**.

- (iv) Members will not be allowed to ask questions during the live webcast of the AGM. In accordance with latest 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 shareholders to submit questions, following the publication of the notice of AGM. The Company will publish its responses to substantial and relevant questions received from shareholders, via the SGXNet platform and on the Company's website by **10.00 a.m. on Sunday, 24 April 2022** (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 Number/FIN), 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 21 April 2022** to 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.

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- (v) CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the AGM, by **5.00 p.m. on Friday, 15 April 2022**. As a recap, only the chairman of the forthcoming AGM may be appointed as proxy.
- (vi) 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.
- (vii) The instrument appointing a proxy must either 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, by **10.00 a.m. on Tuesday, 26 April 2022** (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.
- (viii) 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.
- (ix) 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.
- (x) As the COVID-19 situation continues to evolve, members are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" (<https://www.gov.sg/article/covid-19-sector-specific-advisories>) including the health advisories issued by the Ministry of Health. The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the forthcoming AGM will be announced by the Company on the SGXNet platform.

Summary of key dates and times

| Dates and times (Deadlines/Opening Time) | Actions |
|---|--|
| By Friday, 15 April 2022, 5.00 p.m. | For CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Bank, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the AGM. |
| By Thursday, 21 April 2022, 10.00 a.m. | For members who have questions relating to the business of the AGM to email their questions to info@rhpetrogas.com . |
| By Tuesday, 26 April 2022, 10.00 a.m. | For members to: <ul style="list-style-type: none">(a) submit the necessary information required for authentication by email to info@rhpetrogas.com should they wish to access the live webcast and attend the AGM; and/or(b) 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 info@rhpetrogas.com. In view of the COVID-19 situation, members are strongly encouraged to submit their completed and signed PDF copies of their proxy forms electronically via email to info@rhpetrogas.com . |
| By Wednesday, 27 April 2022, 3.00 p.m. | For members who have been successfully authenticated to receive an email reply with instructions to access the live webcast of the AGM ("Confirmation Email"); and for members who have pre-registered but have not received any Confirmation Email by this time to contact the Company for assistance by phone (at (65) 6216 3988) or by email (at info@rhpetrogas.com) as soon as practicable. |
| Thursday, 28 April 2022, 9.00 a.m. | When pre-registered members may log in for the Share Registrar to verify their identity and access to the live webcast to the AGM (that is scheduled to commence at 10.00 a.m. on Thursday, 28 April 2022), using the instructions received in the Confirmation Email. |

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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.