

RIVERSTONE HOLDINGS LIMITED
(Company Registration No. 200510666D)
(Incorporated in the Republic of Singapore)
(the “Company”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by electronic means on Wednesday, 3 June 2020 at 2.00 p.m. for the following purposes:

Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final tax exempt (1-tier) dividend of 5.85 sen (RM) per ordinary share for the financial year ended 31 December 2019. **(Resolution 2)**
3. To record the retirement of Mr Hong Chin Fock who is retiring in accordance with Article 93 of the Constitution of the Company.
4. To re-elect Mr Wong Teek Son who is retiring by rotation pursuant to Article 93 of the Constitution of the Company. **[See Explanatory Note (i)]** **(Resolution 3)**
5. To approve the appointment of Mr Raymond Fam Chye Soon as a director of the Company. **[See Explanatory Note (ii)]** **(Resolution 4)**
6. To approve the payment of the Directors’ fees of SGD197,000 or approximately RM596,910 (based on the rate of exchange of SGD1 : RM3.03) for the financial year ending 31 December 2020 to be paid on a quarterly basis (2019: SGD192,000 or RM581,760 based on the exchange rate of SGD1 : RM3.03) **(Resolution 5)**
7. To re-appoint Messrs Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

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

9. Authority to allot and issue shares. **(Resolution 7)**

“THAT, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:-
 - (a) (i) issue shares in the capital of the Company (“shares”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (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 while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below).
- (2) (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 (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) is based on the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of 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

- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by 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 the earlier.” **[See Explanatory Note (iii)]**

By Order of the Board

Chan Lai Yin
Lee Pay Lee
Company Secretaries

Singapore, 15 April 2020

Explanatory Notes:

- (i) Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, the detailed information of Mr Wong Teek Son who is seeking re-election at the Annual General Meeting can be found under “Disclosure of Information on Director seeking re-election or appointment”.
- (ii) Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, detailed information of Mr Raymond Fam Chye Soon who is proposed to be appointed as a Director of the Company can be found under “Disclosure of Information on Director seeking re-election or appointment”.
- (iii) Ordinary Resolution 7 proposed in item 9 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent. (50%) of the Company’s total number of issued shares excluding treasury shares and subsidiary holdings of the Company. For issues of shares other than on a pro rata basis to all shareholders, the aggregate number of shares to be issued will not exceed twenty per cent. (20%) of Company’s total number of issued shares excluding treasury shares and subsidiary holdings of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any Instrument made or granted under this authority.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

“Relevant intermediary” means:

- a. a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, 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, Chapter 289 of Singapore, and who holds shares in that capacity; or
 - c. the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
 4. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road, #02-00 Singapore 068898 or send electronic mail to proxy2020@riverstone.com.my enclosing signed PDF copy of the Proxy Form not less than forty-eight hours (48) before the time for holding the Annual General Meeting.

Measures to minimize the risk of COVID-19: Conduct of AGM on 3 June 2020 via live webcast

1. Conduct of AGM
 - 1.1 The Company's AGM for FY2019 will be held by electronic means on 3 June 2020 at 2.00 p.m..
 - 1.2 Shareholders will not be able to attend the AGM in person. Shareholders are reminded not to be present at the Raffles City Convention Centre for the AGM. Any shareholder seeking to attend the AGM physically in person will be turned away.
 - 1.3 Alternative arrangements for participation at the AGM is in place for shareholders to participate at the AGM by:
 - (a) observing and/or listening to the proceedings of the AGM through either live audio-visual webcast or live audio-only stream;

- (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.
- 2. Pre-Registration for live webcast
- 2.1 Shareholders can register by 2.00 p.m. on 1 June 2020 via the pre-registration form at <https://meetings.vision/rhl-agm-registration>. Upon verification, the Company will provide authenticated Shareholders with:
 - (a) confirmation email by 2 June 2020 with access link and the password details to watch the live webcast of the AGM proceedings;
 - (b) notification of telephone number via text message by 2 June 2020 for dial-in for observation of the AGM proceedings.
- 2.2 Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the live webcast.
- 2.3 Should shareholders who have registered by 2.00 pm on 1 June 2020 but have not received email, please contact +65 6230 9580 or +65 6230 9586, or srs.teamd@boardroomlimited.com.
- 3. Submit Questions in Advance
- 3.1 Shareholders may submit any questions related to the resolutions to be tabled for approval at the AGM and the Company will endeavor to address the substantial questions during the AGM proceedings.
- 3.2 Please submit questions in advance related to the Agenda in the Notice of AGM before 26 May 2020 via the pre-registration form at <https://meetings.vision/rhl-agm-registration> or via email AGMQ&A@riverstone.com.my. The Company will endeavour to upload the Company's responses to substantial questions from shareholders on the SGXNet by 28 May 2020.
- 3.3 Any subsequent questions received after 26 May 2020 will be addressed during the AGM of which there will be a live webcast.
- 4. Proxy Voting
- 4.1 Shareholders who wish to exercise their voting rights at the AGM may do so via proxy voting appointing Chairman of the AGM. Shareholders would have to submit the revised Proxy Form appointing Chairman of the AGM as their Proxy ("Revised Proxy Form"). The Revised Proxy Form is contained hereto.
- 4.2 Shareholders may submit the Revised Proxy Form by 2 p.m. on 1 June 2020 as follows:
 - (a) depositing the hard copy Proxy Form at the Company's registered office at 80 Robinson Road, #02-00 Singapore 068898; or

- (b) send electronic mail to proxy2020@riverstone.com.my enclosing signed PDF copy of the Proxy Form.

- 4.3 Shareholders may still use the proxy form attached in the Annual Report dated 15 April 2020 ("First Proxy Form") to vote on the AGM resolutions or complete the Revised Proxy Form attached in the announcement released today.

Shareholders are reminded not to congregate to watch the live webcast and ensure that safe distancing measures are practiced and regulations and all government advisories are adhered to.

As the Covid-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the AGM, including any precautionary measures as may be required or recommended by government agencies or the SGX Regco from time to time, in order to minimise the risk of community spread of Covid-19. The Company may also be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check our corporate website www.riverstone.com.my for updates on the AGM.

The Company seeks the understanding and co-operation of all shareholders to help minimise the risk of community spread of the virus.

NOTICE OF RECORD DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of Riverstone Holdings Limited (the "Company") will be closed on 11 June 2020 for the preparation of dividend warrants for the proposed final tax exempt (1-tier) dividend of 5.85 sen [RM] per ordinary share for the financial year ended 31 December 2019.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 10 June 2020 will be registered to determine members' entitlements to the said proposed dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with shares at 5.00 p.m. on 10 June 2020 will be entitled to the said proposed dividend.

Payment of the said proposed dividend, if approved by the members at the Annual General Meeting to be held on 3 June 2020, will be made on 22 June 2020.

By Order of the Board

Chan Lai Yin
Lee Pay Lee
Company Secretaries

Singapore, 15 April 2020

Personal Data Privacy

By (a) submitting an instrument appointing the "Chairman of the Annual General Meeting" as proxy to vote at the Annual General Meeting and/or any adjournment thereof or, (b) submitting any question prior to the AGM in accordance with paragraph (3) of section "Measures to minimize the risk of COVID-19: Conduct of AGM on 3 June 2020 via live webcast" or (c) submitting the pre-registration form in accordance with paragraph (3) of section "Measures to minimize the risk of COVID-19 : Conduct of AGM on 3 June 2020 via live webcast", a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Annual General Meeting" as proxy for the AGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are legal entities) to view the live webcast of the AGM proceedings and providing viewers with any technical assistance, where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (of its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.